

BYLAWS
OF
VALLEY OF THE SUN WALDORF EDUCATION ASSOCIATION, INC.
Revision C

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Maricopa County, State of Arizona.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed from by amendment of these Bylaws.

The location of the principal office of the corporation within the named county may be changed from time to time by resolution of the Board of Directors.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2
NONPROFIT NAME AND PURPOSES

SECTION 1. NAME

The name of the organization shall be VALLEY OF THE SUN WALDORF EDUCATION ASSOCIATION, INC.

SECTION 2. IRC SECTION 501 (c) (3) PURPOSES

The corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

SECTION 3. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall include but not be restricted to:

- (a) To establish one or more child care facilities and/or schools inspired by Waldorf in the Phoenix metropolitan area.
- (b) To raise funds for the support of the Inspired by Waldorf educational programs.
- (c) To provide information and sponsor informational events to the general public on the Waldorf educational philosophy and Waldorf inspired activities.
- (d) To engage in other activities to promote Waldorf education.

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER

The corporation shall have a minimum of five (5) directors and a maximum of eleven (11) directors. Collectively they shall be known as the Board of Directors.

SECTION 2. BALANCE IN COMPOSITION

In order to maintain a healthy balance of perspective, the Board shall not exceed a specific percentage of members in the following categories:

Parents - This category includes parents who no longer have a student enrolled, but did have a student enrolled within the last 2 years.

Faculty / Staff – This includes all DMS staff.

Community - This category includes former parents who have not had a student enrolled in the school for a minimum of two years at the time of selection to the Board.

Scholars – This includes individuals with no prior involvement with Desert Marigold School but have interest in governing and Waldorf education.

The maximum percentage will be determined by the Board in the board member selection procedures. Additional members in a category shall not be added if such addition results in the maximum being exceeded; provided that should the percentage

of a category exceed the percentage at the time of implementation of this bylaw provision, or should rise above the above stated maximums through resignation at a later point in time. Existing members within that category shall not be disqualified from reelection.

SECTION 3. QUALIFICATIONS

Directors shall meet the following qualifications

- a. Be committed to the stated mission of VSWEA.
- b. Have demonstrated their willingness to contribute to that mission through expenditure of personal time and energy, directly or indirectly.
- c. Have demonstrated leadership within the VSWEA or any community for a period of at least one year.
- d. Be committed to the Core Principles of Public Waldorf education.
- e. Be of the age of majority as defined by Arizona statute.
- f. Have completed all procedural steps required by the Board.

SECTION 4. POWERS

The Board of Directors shall, in addition to the general and specific powers conferred upon them by these Bylaws and the State of Arizona, have the following powers:

- (a) Receive and hold by purchase, gift, devise, bequest or grant real or personal property for educational purposes connected with the Corporation or for the benefit of any of its child care centers or schools.
- (b) Sell, mortgage, lease or otherwise use and dispose of the property of the Corporation in such a manner as the Board shall deem conducive to the prosperity of the Corporation.
- (c) Declare vacant the seat of any Director who is absent from four (4) regular meetings of the Board of Directors within 12 months.
- (d) If in the judgment of the Board, the school no longer adheres to and promotes the purposes as stated in Article 2, Section 2 (Specific Objectives and Purposes), the Board of Directors shall have the power to close the school and dispose of its assets in accordance with the provisions of Article 8, Section 3 (Distribution of Assets).
- (e) Appoint and remove, employ, evaluate and discharge all agents and employees of the Corporation. In addition the Board of Directors shall have the power to prescribe the duties and fix the compensation of all faculty, staff and contract employees or delegate such authorities.

- (f) The Board shall determine the operating budget for the corporation and its schools.

SECTION 5. DUTIES

It shall be the duty of directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Maintain oversight of corporation to ensure that all officers, agents and employees of the corporation perform their duties properly;
- (c) Meet at such times and place as required by these Bylaws
- (d) Register their current contact information with the Secretary of the corporation. Notices of meetings sent to them at such contact shall be valid notices thereof.

SECTION 6. TERM OF OFFICE

The initial term of office for directors shall be for three years beginning in November regardless of when elected. Thereafter, a director can be renewed yearly for a 1 year term with a total maximum number of 6 years.

A director that has served the maximum number of years can be eligible for new term after a departure of at least one year .

Should the Board of Directors be at its minimum number, each director shall hold office until his or her successor is qualified and elected.

SECTION 7. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal educational facility of the corporation unless otherwise provided by the board.

SECTION 9. REGULAR MEETINGS

Regular meetings of the Directors shall be held monthly, at a regularly scheduled time to be posted as required by law.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Secretary, by any two directors, or if different, by the persons specifically authorized under the laws of this state to call a special meeting of the Board. Such meetings shall be held at the principal office of the corporation unless posted otherwise.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

Regular Meetings or Special Meetings. Notice will be given regarding time, place and content of all regular meetings and special meetings, according to Arizona's Open Meeting statutes (ARS 38-431).

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter of the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or in his or her absence, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation or a person appointed by the presiding officer shall act as secretary of all meetings of the board.

SECTION 15. ELECTION OF DIRECTORS

At the regular meeting of the directors held in November and May, directors shall be elected by the Board of Directors. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of open director positions to be elected

to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

If the number of Board members is below the minimum requirement, elections for new members can be held at any meeting until the minimum number is reached.

SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on death, resignation or removal of any directors, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, with a two-thirds vote of members present.

Unless otherwise prohibited by the Articles of Incorporation, these bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors during director elections in May or November. If the number of directors then in office is less than the required minimum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office for the remainder of the resigning director's term or until his or her death, resignation or removal from office.

SECTION 17. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on

behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Officers shall be members of the Board of Directors.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors at the regular Board meeting in November of each year. The term of office for each officer shall be one year with a term limit of 4 years.

Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors by nomination and majority vote. If there is a vacancy in any office other than that of President, such vacancy may

be filled temporarily by appointment by the President until the Board shall fill the vacancy at the next regularly scheduled board meeting. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The president shall preside at meetings of the Board of Directors.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

In general, he or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other places as the board may determine, a book of minutes of all meetings of the directors, and meetings of committees of directors. The minutes shall record the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given and minutes duly kept in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records of the corporation.

In general, perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains or losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements and reports to be sent to the United States Internal Revenue Service and to the corresponding State revenue agency.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

The Board shall have the authority to delegate any or all of the above duties of the Treasurer to any such employee or agent as it shall so choose. Direct duties to be performed by the Treasurer include but are not limited too: review of processed payrolls, check disbursements, bank reconciliations, credit card transactions, and monthly cash flow report.

SECTION 9. COMPENSATION

Officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 5
COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of at least three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

The Executive Committee shall not have the authority to fill a vacancy on the Board or on a committee, alter the Bylaws, fix compensations, or cause the corporation to enter in debt.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee's authority so delegated, increase or decrease by not below three (3) the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board at the next board meeting.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of law.

ARTICLE 6
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the President, Secretary, or Treasurer of the corporation.

SECTION 3. DEPOSITS

Deposits should be made in accordance with established policy and procedures.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the non-profit purposes of this corporation.

ARTICLE 7
CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office or at any address recorded at the principal office:

- (a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the board members of the corporation at all reasonable times.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. Subject to the corporation's obligations to maintain the confidentiality of certain books, records and documents under any applicable federal, state or local law.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or attorney and the right to inspection shall include the right to copy and make extracts, unless prohibited under State, local or Federal law.

SECTION 4. PERIODIC REPORT

The Board shall cause any annual or periodic reports required under law to be prepared and delivered to an office of this state and to the federal government, to be so prepared and delivered within the time limits set by law.

ARTICLE 8

IRC 501 (c) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code,] and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from

federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Under the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purpose with the meaning of Section 501 (C) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. NONDISCRIMINATORY POLICY

The corporation schools or child care centers (hereafter called “schools”) shall not discriminate against students or employees on the basis of race, religion, sex, disability, veteran status, national origin, or ethnic origin.

ARTICLE 9
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Except as otherwise specified under the provisions of law, these Bylaws or any part of them may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 10
CONSTRUCTION AND TERMS

If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provision or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All reference in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the office of this state and used to establish legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are the directors of this corporation, and we hereby consent to and adopt the foregoing Bylaws consisting of 14 preceding pages, as the Bylaws of this corporation.

Date: 5/15/2019

Name	Signature

VSWEA Board of Directors