



Bylaws

Revised September 2014

Article 1 Organization

1. The Orchard Valley Waldorf School, Inc., was incorporated as a nonprofit corporation in Vermont on July 1, 2004.
2. The Orchard Valley Waldorf School, Inc. is located at 2290 Vermont Rt. 14 North, East Montpelier, VT 05651.
3. The fiscal year of the Orchard Valley Waldorf School, Inc. is July 1 to June 30.

Article 2 Purpose

1. To create, nurture, and maintain a healthy, thriving and affordable Waldorf school for the Central Vermont community and its children, and to encourage and support related community, educational, agricultural and anthroposophical endeavors.

Article 3 Membership

1. Membership in the corporation is open to board trustees, members of committees created by the Board, faculty, staff and parents/legal guardians of children enrolled in the Orchard Valley Waldorf School.
2. Parents/legal guardians of enrolled children shall consist of parents/legal guardians with children currently enrolled in the Orchard Valley Waldorf School and parent/legal guardians who have secured enrollment for the following year with the required deposit.
3. Each parent/legal guardian of the enrolled child/children shall have one vote.

Article 4 Meetings of Members

1. At least one annual meeting shall be held each year. The purpose of the meeting shall be to hear reports on the operations and finances of the corporation, to elect Board trustees, and to conduct other business as may come before the meeting.
2. A special meeting of the membership may be called by the Chair of the Board of Trustees, as s/he deems necessary or as a result of a written request for such a meeting signed by 21 or more members of the corporation.
3. Notification of meetings shall be sent to members at least two weeks prior to the meeting.
4. Thirty members shall constitute a quorum at any meeting of the members.
5. Except as otherwise provided, decisions shall be made by consensus of those present at the meeting. If an issue is not resolvable by consensus during the membership meeting, a two-thirds vote of those present shall be sufficient to decide the question.

Article 5 Board of Trustees

1. The activities of the corporation shall be managed by the Board of Trustees, except as otherwise specified in this document. Powers reserved to the Board are all matters pertaining to the legal and fiduciary obligations of the Corporation subject to the provisions of the Vermont Non-Profit Corporation Act and to any limitations in the Article of Incorporation and in the Bylaws. The business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Trustees.
2. The number of trustees shall be no fewer than eight (8) and no greater than fourteen (14).
 - 2.1. Two (2) of the trustees shall be members of the faculty and shall be referred to in these bylaws as faculty trustees.
3. Selection of Board Trustees
 - 3.1. Faculty trustees shall be designated by the faculty.
 - 3.2. The Board shall approve a Nominating Committee that will include Board trustees, faculty, and parents/legal guardians in a manner specified by the Board. At least one-third of the committee's members will be new each year, not having served on the Nominating Committee in the prior two years.
 - 3.3. The Nominating Committee will propose candidates for vacant non-faculty trustee positions. Those persons proposed by the Nominating Committee shall have their names placed on the ballot for election to the Board.
 - 3.4. In addition, a person who obtains the signature of at least 25 members shall be placed on the ballot for election to the Board.
 - 3.5. Members of the corporation shall vote on all persons nominated to serve on the Board. Regular elections shall be held at the annual meeting. Special elections may be held as the Board determines necessary to fill vacant positions. Special elections may be conducted by a written or electronic ballot returned by ten percent (10%) of the Membership or 30 members, whichever is less. The people elected to serve shall be those who obtain the highest number of votes, respectively, for the open positions.
 - 3.6. If a non-faculty trustee resigns or is removed before the expiration of his/her term, the Nominating Committee shall recommend candidates to serve out the original term and the Board shall approve the person so proposed. If the Board rejects the person so proposed then the Board shall appoint a person to serve out the original term.
4. Terms of Trustees
 - 4.1. Non-faculty trustees elected to serve on the initial Board of Trustees will serve either one year (two slots), two years (two slots) or three years (three slots). Upon completion of their terms, the trustees appointed to one and two-year slots, respectively, may serve one additional consecutive three-year term if re-elected as specified in Article 5 Section 3 of these Bylaws.
 - 4.2. Except for the initial Board, non-faculty Trustees shall serve for a term of three years. The term of a trustee elected at the annual meeting begins on January 1. The term of a trustee elected by special election begins at the first Board meeting following election. The Board shall stagger terms of non-faculty trustees so that no more than half expire in any one year.

- 4.3. A non-faculty trustee may serve a second consecutive term of three years. With the approval of the Board of Trustees, a trustee having served his or her initial term, may serve year-by-year in his or her second term.
- 4.4. Terms of faculty trustees shall be designated by the Faculty.
5. Meetings
 - 5.1. The Board of Trustees shall hold a regular meeting on a specific day and time at least monthly throughout the year.
 - 5.2. Notice of regular meetings will be given to Board trustees and publicized within the school at least a week prior to the meeting.
 - 5.3. Additional meetings may be called by the Board Chair as necessary to conduct the business of the Board.
6. Decision Making
 - 6.1. A majority of Board trustees shall constitute a quorum for the transaction of business.
 - 6.2. A quorum of the Board may decide any question brought before it by consensus only, except where an issue is not resolvable at two consecutive meetings, in which case two-thirds of the Board would be sufficient to decide the question.
7. No trustee shall receive any compensation for his or her services as Trustees.

Article 6 Officers

1. All officers shall be members of the Board of Trustees. The Officers of the Board of Trustees shall be as follows: Chair and Vice-Chair or two Co-Chairs, Secretary and Treasurer. No faculty or staff member may be an Officer of the Board of Trustees.
2. The Board shall elect all officers for the term of one year, renewable, at the last regular board meeting of the calendar year. In the event of a vacancy, the Board shall appoint a replacement officer by consensus. The replacement will serve out the original term.
3. Roles and Responsibilities
 - 3.1. Chair and Vice Chair or Co-Chairs: Subject to the control of the Board of Trustees, the Chair and Vice Chair or Co-Chairs shall have general supervision, direction and control of the business and affairs of the Corporation and shall have such powers and duties as may be prescribed from time to time by the Board of Trustees.
 - 3.2. Secretary: The Secretary shall act as clerk, recording all of the votes of the corporation and the minutes of all transactions, maintaining a book of the minutes to be available in the Orchard Valley Waldorf School office or via the Orchard Valley Waldorf School website. He or she shall give or cause to be given, notice of all Board meetings and shall perform such other duties as may be assigned by the Board of Trustees. The Secretary shall ensure that files of all written records and legal documents of the corporation are maintained. With the approval of the Board of Trustees, the administrative and clerical duties of the secretary may be assigned to an individual who is not a member of the Board of Trustees.

- 3.3. Treasurer: The Treasurer shall supervise the receipt and disbursement of all funds of the Corporation, the keeping of books and records of accounts and the preparation of financial statements and annual financial reports.
- The Treasurer shall assure that all taxes are paid, all reports are made to city, state and federal authorities as required, and that checks are signed only by individuals authorized by the Board of Trustees.
- The Treasurer shall assure that the corporation's non-discrimination policy is published annually, and that any other necessary steps are taken to protect and maintain the tax exempt status of the corporation under section 501 (c) (3) of the Internal Revenue Code, and shall have such others powers and duties as the Board may prescribe.

Article 7 Committees

1. The Board of Trustees may establish standing Committees with permanent responsibilities, including committees that may act on its behalf in designated legal and financial matters. In addition, the Board may establish task forces and ad hoc committees for special tasks of a temporary or non-recurring nature.
2. The Board of Trustees shall approve the Chair of each committee.
3. Committee members are subject to approval and removal by the Board of Trustees.

Article 8 Amendments of Bylaws

1. An amendment to the bylaws to be adopted must be approved:
 - 1.1 by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less; or
 - 1.2 by the Board if the amendment does not relate to the number of trustees, the composition of the board, the term of office of trustees, or the method or way in which trustees are elected or selected.
2. A vote by the members at a membership meeting to amend the bylaws shall be preceded by two weeks' notice to the members of the proposed membership meeting. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy and any summary of the amendment.
3. If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.
4. The Secretary shall ensure that written notice of any changes in the Bylaws is given to all members of the Board and Faculty and is publicized within the school community.

Article 9 Nondiscrimination Policy as to Students

1. The Orchard Valley Waldorf School, Inc., admits students of any race, color, religion, gender, sexual orientation, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school.

It does not discriminate on the basis of race, color, religion, gender, sexual orientation, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

Article 10 Dissolution

1. In the case of the Corporations' dissolution, any remaining funds, assets, or property will be distributed to a non-profit or charitable institution that actively supports the Waldorf educational philosophy. Members of the Board of Trustees at the time of the Corporation's dissolution will be responsible for choosing a suitable institution and turning over the corporation's remaining funds and assets.

