
BYLAWS

OF

THREE CEDARS SCHOOL ASSOCIATION

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TABLE OF CONTENTS

	Page
ARTICLE 1 MEMBERSHIP	1
ARTICLE 2 BOARD OF TRUSTEES	1
Section 2.1 Powers	1
Section 2.2 Number and Term	1
Section 2.3 Committees	1
Section 2.4 Election	1
Section 2.5 Removal	1
Section 2.6 Vacancies	1
ARTICLE 3 MEETING OF BOARD OF TRUSTEES	1
Section 3.1 Annual Meetings	1
Section 3.2 Special Meetings	2
Section 3.3 Notice of Meetings	2
Section 3.4 Quorum	2
Section 3.5 Meetings Held by Telephone or Similar Communications Equipment	3
ARTICLE 4 ACTIONS BY WRITTEN CONSENT	3
ARTICLE 5 WAIVER OF NOTICE	3
ARTICLE 6 OFFICERS	3
Section 6.1 Officers Enumerated	3
Section 6.2 The President	4
Section 6.3 The Vice President	4
Section 6.4 The Secretary	4
Section 6.5 The Treasurer	4
Section 6.6 Vacancies	4
Section 6.7 Removal	4
ARTICLE 7 ADMINISTRATIVE AND FINANCIAL PROVISIONS	4
Section 7.1 Fiscal Year	4
Section 7.2 Loans Prohibited	4
Section 7.3 Policy of Nondiscrimination	4
Section 7.4 Corporate Seal	4
Section 7.5 Books and Records	4
Section 7.6 Amendment of Bylaws	5

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OF
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**ARTICLE 1
MEMBERSHIP**

The corporation shall have no members.

**ARTICLE 2
BOARD OF TRUSTEES**

Section 2.1 Powers. The affairs of the corporation shall be managed by the board of trustees.

Section 2.2 Number and Term. The number of trustees of the corporation shall be not less than three (3) and not more than seven (7). The board of trustees, by amendment of these Bylaws, may increase or decrease the number of trustees, provided that no decrease in number shall have the effect of shortening the term of any incumbent. The trustees shall serve terms of three (3) years. It is the corporation's intention, to the extent possible, that the terms of trustees be staggered such that an equal number of trustees shall be elected each year.

Section 2.3 Committees. The board of trustees, by resolution adopted by a majority of the trustees in office, may designate and appoint committees of the board in accordance with Chapter 24.03 of the Revised Code of Washington.

Section 2.4 Election. The trustees shall be elected at any meeting of the board of trustees at which a quorum is present, to hold office until the expiration of the term for which he or she is elected, and until his, her or their respective successors are elected and qualified.

Section 2.5 Removal. Any trustee may be removed by a majority vote of the board of trustees whenever in its judgment the best interests of the corporation will be served thereby. Any trustee who is absent from four out of six consecutive, properly noticed meetings, after receiving proper notice of such meeting, shall be considered to have resigned.

Section 2.6 Vacancies. The board of trustees shall have the power to fill any vacancy occurring in the board and any trusteeship to be filled by reason of an increase in the number of trustees by amendment to these Bylaws. Any trustee elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

**ARTICLE 3
MEETING OF BOARD OF TRUSTEES**

Section 3.1 Annual Meetings. The annual meeting of the board of trustees for election of trustees to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year in the month of August at such day, time and place as determined by the board of trustees.

Section 3.2 Special Meetings. Special meetings of the board of trustees may be held at any place and time, whenever called by the president, secretary, or any two (2) trustees.

Section 3.3 Notice of Meetings. Notice of the time and place of any special meeting of the board of trustees shall be given by the secretary, or by the trustee or trustees calling the meeting, by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, telegram, teletype, or by personal communication over the telephone or otherwise, at least fifteen (15) days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the board of trustees need be specified in the notice or any waiver of notice of such meeting.

Section 3.3.1 Consent to Notice By Email. If notice is provided to trustees by email, it is effective only with respect to trustees who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A trustee who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any trustee is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the trustee's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 3.3.2 Delivery of Notice By Email. Notice provided by email to a trustee who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

Section 3.3.3 Delivery of Notice By Posting to Electronic Network. The corporation may provide notice of the time and place of any special meeting of the board of trustees by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the trustee notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 3.3.4 Delivery of Notice By Other Means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the trustee at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 3.3.5 Effect of Attendance at Meeting. Attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where the trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.4 Quorum. Two thirds of the currently serving members of board of trustees shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of trustees present at a meeting at which a quorum is present shall

be the act of the board of trustees. At any meeting of the board of trustees at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A trustee who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the trustee's dissent or abstention is entered in the minutes of the meeting, or unless the trustee delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a trustee who voted in favor of such action.

Section 3.5 Meetings Held by Telephone or Similar Communications Equipment. Members of the board of trustees or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 4 ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of trustees (or its committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by all of the trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE 5 WAIVER OF NOTICE

Whenever any notice is required to be given to any trustee of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 6 OFFICERS

Section 6.1 Officers Enumerated. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the board of trustees, each of whom shall be annually elected by the board of trustees, and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of trustees may prescribe.

Section 6.2 The President. The president shall also be known as Chief Governing Officer, he or she will be responsible to ensure the integrity of the board's governance.

Section 6.3 The Vice President. In the absence or disability of the president, the vice president shall act as president.

Section 6.4 The Secretary. The secretary will be responsible for the integrity of the board's documents.

Section 6.5 The Treasurer. The Executive Director of the corporation shall also serve as the treasurer until such time as the Executive Director resigns or is removed from office.

Section 6.6 Vacancies. Vacancies in any office arising from any cause may be filled by the board of trustees at any annual or special meeting.

Section 6.7 Removal. Any officer elected or appointed may be removed by the board of trustees whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE 7 ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 7.1 Fiscal Year. The last day of the corporation's fiscal year shall be July 31.

Section 7.2 Loans Prohibited. The corporation shall make no loans to any officer or to any trustee.

Section 7.3 Policy of Nondiscrimination. The corporation shall conduct all of its programs without discrimination on the basis of race, color, national or ethnic origin. The original motivation for the Waldorf education movement was to promote the peaceful evolution of humankind by leading children away from narrow interests toward a broad worldview. Three Cedars School continues the active development of that tradition. Consequently, it is not merely an act of compliance with federal law, but of free, willful and deliberate policy to offer education to families who desire it for their children regardless of race, color, national or ethnic origin, class, gender, sexual orientation, family structure, or, to the extent the corporation's resources permit, their ability to pay.

Section 7.4 Corporate Seal. The board of trustees may provide for a corporate seal, which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

Section 7.5 Books and Records. The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; correct and adequate statements of accounts and finances; a list of officers' and trustees' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. All books and corporate records of the corporation may be inspected by any trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 7.6 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of trustees at any annual or special meeting of the board.

CERTIFICATION

Buckley Guderian, being Secretary of Three Cedars School Association, hereby certifies that the foregoing Bylaws were duly adopted by the board of trustees on September 27, 2010.

Buckley Guderian
Secretary