

**Process for Bringing on New Board Members-  
WALDORF ASSOCIATION OF LAWRENCE/PRAIRIE MOON WALDORF SCHOOL**

**FROM THE BY-LAWS OF THE WALDORF ASSOCIATION OF LAWRENCE**

**Article Three – Directors**

**Powers:**

The activities of the Corporation shall be managed by a number of directors that are collectively known as its Board of Directors except as otherwise specified in this document.

Directors shall discharge their duties diligently and in good faith and are considered legally liable and responsible for the activities of the corporation. In discharging their duties directors shall not be considered liable if, acting in good faith, they rely on the opinion of counsel for the corporation or upon written reports setting forth financial data concerning the corporation and prepared by an independent public accountant or upon financial statements, books of accounts or reports of the corporation represented to them to be correct by the President, the officer of the corporation having charge of the books of account (treasurer), or the person presiding at a meeting of the board.

*Regarding the board's relationship to the school or schools under its care:* The board shall act in good faith to implement, to the extent it considers legally and financially possible, the curriculum and programs of the school as defined by the school's College of Teachers (in the absence of a College of Teachers, by the school's faculty.) The board shall establish general policies and procedures that govern the hiring, evaluation and dismissal of faculty and staff. The board shall accept the College's decisions regarding pedagogical matters as definitive, including, but not limited to the establishment of curricular programs and the hiring, evaluation and dismissal of particular faculty members. During the early development of a school the board shall retain control over all decisions until such time that it (the board) determines there is a sufficient number of faculty members to assume the duties that are outlined above.

**Composition and Term**

The number of directors at any given time shall be no fewer than three and no more than twelve. The number serving during any given period shall be determined by the board. The term of service shall be three years with no limit to the number of terms served. Upon the completion of a term, a director may choose to continue to serve on the board, which then requires a consensual vote by the board for approval.

During the period in which a Waldorf school is being formed under the supervision of the Corporation (the period of inception to establishment of a full eighth grade school) the board shall require inclusion of school faculty among its number as deemed appropriate and beneficial by the board with the provision that at least one faculty member should serve at any given time.

At such time that the kindergarten through grade eight are established in the school the board shall consider establishing an appropriate ratio of faculty to non-faculty representation on the board.

### **Compensation**

Neither directors nor officers shall receive any fee, salary or remuneration of any kind for their services as directors or officers. However, they may be reimbursed for reasonable expenses incurred while performing duties for the corporation upon the presentation of vouchers or receipts and upon approval of the board.

### **Regular Meetings**

The Board of Directors will hold regular meetings at least but not limited to, once per quarter, with an annual meeting held in the month of July. By resolution, the board will establish a day, time, and place for the regular Board of Directors meeting. Provided, however, this day falls on a legal holiday, then this meeting will be held at the same time on the same day of the week, one week later.

If this corporation makes no provision for members, then, at the annual meeting of directors held in July, any open director positions shall be filled by the Board of Directors from a list of candidates provided by the Nominating Committee.

### **Special Meetings**

A special meeting of the board may be called at any time by the President and shall be called by the President upon request of 1/3 of the Board of Directors.

### **Notice of Meetings**

At least six days notice of each regular and any special meeting of the board shall be given via U.S. Mail, telephone, email, or by an internal delivery system. In the case of email, confirmation of notice is required.

### **Nominations**

The board shall appoint a Nominating Committee whose charge it is to provide a slate of candidates for available director positions no later than six weeks prior to the annual meeting in July. Acceptance of the slate shall be achieved upon consensus of the board membership (at a meeting at which a quorum is present) and the results announced at the annual meeting.

### **Vacancies**

If, for any reason, a director is unable to complete his/her term, the board shall appoint a replacement to serve to the end of the unexpired term. In the case of the inability of an officer of the board to complete his/her term, the board vacancy, but not necessarily at the same time the board office, may be filled by consensual agreement of the remaining members of the board.

### **Resignation**

A director may resign by submitting written notice to the corporation. The resignation shall be considered effective upon receipt of the notice unless another specific date is indicated therein.

### **Removal of Directors**

One or more or all of the directors may be removed from office with or without cause in the following way: A motion to remove the director(s) must be jointly made, in writing, by a majority of the directors. All of the directors, except those in question, must agree to the removal. In the case of a motion to remove all of the directors, all of the directors must agree to such action. In the case of a motion to remove a director with cause, that director shall be afforded the opportunity to address the board before any action is taken. No act of the board done during the period when a director has been suspended or removed for cause shall be impugned or invalidated if the suspension or removal is thereafter rescinded or invalidated.

### **Quorum**

A majority of the entire board, or of any committee thereof, shall constitute a quorum for the transaction of business.

Any or all directors may participate in a meeting of the board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear one another.

### **Action**

The board may take action upon the consent of all directors who are present at a meeting of the board at which a quorum is present. On a question before the board, directors may take any of the following positions:

- a) Consent*
- b) Dissent*
- c) Dissent without blocking*

Option (c) affords a director the choice of opposing an action without blocking it if a majority of the directors consent to that action. In this case the action will be taken and the dissension recorded by the Secretary.

Any action required or permitted to be taken pursuant to authorization voiced at a meeting of the directors, or any committee thereof, may be taken without a meeting if, prior or subsequent to the action, all directors of the board or all members of the committee, as the case may be, consent thereto, in writing and written consents are filed with the minutes of the board or committee. The consents shall have the same effect as a unanimous action of the board or committee for all purposes, and may be stated as such in any certificate or other document filed with the Secretary of State.

A director who is present at any meeting of the board, or a committee thereof, at which an action is taken shall be presumed to have concurred in the action taken unless the dissent of the director is entered in the minutes of the meeting or a written dissent is filed with the Secretary of the corporation promptly after the meeting at which such action was taken. The right to file a written dissent after the close of the meeting at which such action was taken shall not be afforded to those who consented to the action.

A director who is absent from any meeting of the board or committee thereof at which an action has been taken will be presumed to have concurred in the action unless a written dissent is filed within fifteen days with the Secretary of the corporation.

### **Personal Liability**

The Board of Directors and officers of the corporation will not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having claim against the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgments or decree, or of any money that may otherwise become due or payable to them from the Corporation.

### **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 Four Officers**

### **Designation of Officers**

The offices of the corporation shall consist of President, Vice President, Secretary, and Treasurer. The board may also add additional offices if it is deemed beneficial to do so.

### **Election and Term of Office**

Officers of the corporation shall be appointed annually by the Board of Directors no later than the end of the first regularly scheduled board meeting following the annual meeting. There is no limit to the number of terms an officer can serve in a specific office provided he/she is reappointed annually.

Any two or more offices may be held by the same individual, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law, or by these Bylaws, to be executed, acknowledged or verified by two or more officers.

### **Removal, Resignation, and Vacancies**

Any officer may be removed from any office at any time with or without cause by consensual agreement of the remaining members of the Board of Directors.

An officer may resign by giving written notification to the corporation. The resignation shall be considered in effect upon receipt thereof unless a subsequent time is specified in the notification.

If, for any reason, an officer is unable to complete his/her term in office a replacement may be appointed by action of the Board of Directors.

#### **Duties of the President**

The president shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and its Board of Directors as well as be, Ex-Officio, a member of all board committees.

He/She shall actively manage the affairs of the corporation and shall see that all resolutions of the board are carried into effect subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation.

#### **Duties of the Vice-President**

The **Vice-President** shall act in all cases for and as the President in the latter's absence or incapacity, and may be called upon by the board to perform other duties.

#### **Duties of the Secretary**

The **Secretary** shall attend all sessions of the Corporation and its Board of Directors and act as clerk thereof, recording all the minutes of all transactions in an appropriate manner and maintain a book of all the minutes to be filed in the corporation office. He/She shall perform, or cause to be performed, all like duties for the committees of the board when required and shall give, or cause to be given, notice of all meetings of the Corporation and the board and perform such other duties as may be assigned by the board or its President. He/She shall keep, or cause to be kept, in safe custody the corporate seal of the corporation, and when authorized by the board affix the same to any instrument upon which it is required.

#### **Duties of the Treasurer**

The **Treasurer** will have general charge of the finances of the Corporation. When necessary and proper, he or she will endorse on behalf of the Corporation all checks, drafts, notes, and other obligations and evidences of payment of money to the Corporation or coming into the possession of the Corporation according to the policies and procedures of the Corporation; and he or she will deposit the same in such bank or banks as may be selected by the Board of Directors. The treasurer will keep or cause to be kept a full and accurate accounting of all receipts and disbursements of the Corporation in books belonging to the Corporation, which shall be open at all times to the inspection of the Board of Directors, funding entity, or member of the Corporation. Included in these records will be adequate and correct accounts of properties and business transactions such as assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus of the Corporation. The treasurer will present a financial report at each regular meeting of the Board of Directors. This report may be in such form as delivered to the treasurer by the administrator, or in any other such form consistent with generally accepted accounting practices. The treasurer will present at the annual meeting, a report of the finances of the Corporation. If an audit has been performed, then this report shall be consistent with such audit. The treasurer will be bonded, if required by the Board of Directors, the Corporation bearing the cost of any such bond.

**POLICY REGARDING ANNUAL BOARD REVIEW & RECRUITMENT OF NEW BOARD MEMBERS**

**Board Protocol:**

- Determine the number of terms coming to an end
- Determine if the board member(s) holding the position(s) intend(s) to continue for the next term
- Seek the board's approval for the continuation of those members who wish to serve additional terms

**If it is determined that new or replacement members should be added:**

- Review skills/professional experience of current board members/ Determine the skills/professional experience needed on the board
- Identify candidates who could provide the necessary skills/ professional experience in the following ways:
  - a) "Brainstorm" with board and faculty
  - b) Ask for nominations from the parent body
  - c) Ask for nominations from community at large
- Create a list of possible new board members/ Determine those who best provide the skills/ professional experience and leadership abilities
- Meet with prospective candidates/ Provide each candidate with the following:
  - a) Copy of the by-laws of the Waldorf Association of Lawrence
  - b) Information about the process of consensus decision making
  - c) Copies of the policy handbooks (Parent, Personnel)
  - d) Relevant current planning documents (Capital development, fundraising, strategic)
  - e) Copies of all committee mandates and support group charters

And discuss the expectations of board members including:

- a) Taking a leadership position on and possible chairmanship of a board committee in an area related to his/her skills and experience
- b) Importance of working in good faith in the consensus form of decision making
- c) Importance of supporting the school with regular financial donations
- d) Candidates ability to devote sufficient time to board meetings and committee work and to serve for a three-year term
- e) Importance of working with confidential matters related to personnel, families and particular children
- f) Importance of being a representative of the Waldorf Association of Lawrence and Prairie Moon School in the Lawrence community, including the fostering of understanding and promotion of Waldorf education and other Anthroposophical endeavors

**In determining the suitability of a candidate the board should consider the following abilities and qualities in addition to skills and professional experience demonstrated by prospective candidates:**

- a) Has the candidate the ability to devote sufficient time to board responsibilities and commitment to serve a three-year term?
- b) Has the candidate been effective in previous service to the school including board committee work and other volunteer activities?
- c) Is the candidate effective in written and oral communication? / Has the candidate the ability to engage in good faith in a productive and sometimes searching or contentious conversation with an open mind and in a group setting?
- d) Has the candidate an understanding of the importance of setting good policy and following it in letter and spirit?
- e) Would the candidate be a mature and gracious receiver of thoughts and opinions and maintain good communication between the board, faculty, parent body and community at large?
- f) Would the candidate have a harmonizing effect on the school community?
- g) Is the candidate enthusiastic and dedicated to the development of Waldorf education in Lawrence?
- h) Has the candidate an earnest interest in learning more about Waldorf education and Anthroposophical endeavors? Would he/she have the potential to represent the Waldorf Association of Lawrence at regional, national and international meetings of Waldorf and Anthroposophical organizations?

**In considering whether or not he/she can serve as a board member a candidate should consider the following questions:**

- a) Do I have the time and interest to fulfill the duties of a board member?
- b) Do I have the necessary skills and experience to make a contribution to the board in one of the following areas? Governance and Policy Development; Finance and Money Management; Community Development and Communication; Facilities and Property; Fundraising and Grant-writing. Am I willing to take a leadership role in one or more of these areas?
- c) Do I understand consensus decision-making? Can I work in good faith in a consensus decision-making organization?
- d) Am I willing to work for the good of the school as a whole? Am I willing to provide leadership and take responsibility for the entire school community including the board, faculty, staff, parent body and students with equal consideration for all?
- e) Am I able and willing to work within the by-laws and policies of the organization?