

FIRST AMENDED AND RESTATED BYLAWS OF
SUMMERFIELD WALDORF SCHOOL AND FARM
A California Nonprofit Public Benefit Corporation

ARTICLE I. NAME AND OFFICES

SECTION 1. NAME.

The name of this Corporation is Summerfield Waldorf School and Farm.

SECTION 2. PRINCIPAL OFFICE.

The principal office for the transaction of the activities and affairs of this Corporation is located at 655 Willowside Road, in Sonoma County, California. The location of the principal office may be changed by amendment of these Bylaws only.

ARTICLE II. PURPOSE AND DEDICATION

SECTION 1. PURPOSE.

The purposes of this Corporation are to create, establish, and provide an independent non-profit educational resource for the advancement of education and for scientific purposes, in order that improved ways of assisting children in their learning and development can be explored, demonstrated, and implemented.

In the context of these general purposes, the Corporation shall operate and manage the school and farm located at 655 Willowside Road in Sonoma County, California and known as the Summerfield Waldorf School and Farm, so as to embody the spirit and principles of the anthroposophical spiritual science of Rudolf Steiner, from which the school derives its primary philosophical and curricular grounding, and shall nurture, support and cooperate with similar endeavors elsewhere.

SECTION 2. DEDICATION OF ASSETS.

This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

SECTION 3. NON-PARTISAN ACTIVITIES.

No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

ARTICLE III. MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP.

This Corporation shall have two classes of members, designated as parent members and teacher members. An individual may be both a parent member and a teacher member at the same time, provided that he or she meets the qualifications for both classes. Each member shall have one vote for each class of members to which he or she belongs. Membership shall be automatic upon fulfillment of the qualifications set forth in Section III.2 below, and shall automatically cease once those qualifications are no longer met.

SECTION 2. QUALIFICATIONS OF MEMBERSHIP.

A. **Parent member:** a parent or legal guardian of a child currently enrolled in the Summerfield School and who has signed the following statement:

In joining the membership of the Summerfield Waldorf School and Farm corporation, I understand that this is a Waldorf school which strives to embody the spirit and principles of the anthroposophical spiritual science of Rudolf Steiner, from which the school derives its primary philosophical and curricular grounding. So understanding, I stand in support of these principles and will endeavor, to the best of my ability, to apply them in any vote or other exercise of my rights as a member of the corporation. I acknowledge my responsibility to participate in any vote by written ballot and to be present at any general meeting of the corporation. I am a parent or legal guardian of one or more children currently enrolled in Summerfield Waldorf School and Farm.

B. **Teacher member:** a person currently employed as a teacher by the corporation.

SECTION 3. RIGHTS OF MEMBERSHIP.

All members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Except as expressly provided in these Bylaws, all members shall have the same rights, privileges, restrictions and conditions.

SECTION 4. FEES, DUES AND ASSESSMENTS.

Beyond the tuition assessment and such other fees as may be required for enrollment of children in the school, no member shall be assessed any fees or dues as a condition of membership.

SECTION 5. NUMBER OF MEMBERS.

There shall be no limit on the number of members the Corporation may admit.

SECTION 6. NON-LIABILITY OF MEMBERS.

Members of this Corporation are not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

SECTION 7. MEMBERSHIP BOOK.

The Corporation shall keep a membership book or electronic record containing the name and address of each member. Termination of the membership of any member shall be recorded in the book or electronic record, together with the date of termination of such membership. The book or electronic record shall be

kept at the Corporation's principal office and shall be available for inspection by any director or member of the Corporation during regular business hours.

SECTION 8. TERMINATION OF MEMBERSHIP.

A. Grounds. A person's membership in the Corporation shall terminate upon the occurrence of any of the following events:

1. In the case of parent members, upon the withdrawal or graduation of their child or children from the school.
2. In the case of teacher members, upon termination of their employment by the Corporation.
3. Upon any member's voluntary resignation, as of the date that written notice of resignation has been delivered to the Corporation.
4. Upon a good faith determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Corporation.

B. Procedure. If grounds appear to exist for terminating a member under this Section, the following procedure shall be employed:

1. The Board shall give the member at least 15 days' prior notice of the proposed termination, the reasons for the proposed termination, and the date, time and place of a hearing to be held according to this Section. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.
2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board.
3. The Board shall decide whether the member should in fact be terminated or sanctioned in some other way. The Board's decision shall be final.
4. The Board shall have the right to reinstate any member terminated under this Section at its discretion.

SECTION 9. NON-TRANSFERABLE MEMBERSHIPS.

No membership or right arising from membership shall be transferred. All membership rights shall cease upon termination of the membership or upon the member's death.

ARTICLE IV. MEETINGS AND VOTING OF THE MEMBERS

SECTION 1. ACTION BY WRITTEN BALLOT.

Any action, including the election of directors, that members may take at any meeting of members will ordinarily be taken without a meeting by complying with the conditions set forth in this Section. A vote by written ballot for the election of directors must be completed by April 30 of each year, with ballots to be distributed no later than April 9.

A. Solicitation of ballots. The Corporation shall distribute one written ballot to each member entitled to vote on the matter. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for the election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or

disapproval of each proposal and state that, if the person solicited specifies a choice with respect to any matter, the vote shall be cast according to that specification; and (3) provide a reasonable time in which to return the ballot to the Corporation.

B. Withheld vote. In any election of directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

C. Approval Requirements. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

D. Irrevocable. A written ballot may not be revoked.

E. Filing Ballots. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least 2 years.

SECTION 2. ANNUAL MEETING.

If an election of directors by written ballot is not properly concluded by April 30 of each year, or at the option of the Board prior to the issuance of any written ballots, an annual meeting of members shall be held on the second Monday of May of each year at 7:00pm, unless the Board fixes another date or time and so notifies members as provided in Section IV.5 below. At the meeting, directors shall be elected and other proper business may be transacted.

SECTION 3. LOCATION OF MEETINGS.

Meetings of the members shall be held at the principal office of the Corporation or at such other place within the State of California, County of Sonoma, as may be designated by the Board.

SECTION 4. SPECIAL MEETINGS.

The Board or the President, or 5 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time. For a special meeting called by a percentage of the members, the members shall submit a written request, specifying the general nature of the business proposed to be transacted, to the President or Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Section IV.5 below, stating that a meeting will be held at a specified time and date fixed by the Board. The meeting date shall be at least 35 but no more than 90 days after receipt of the request.

If notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 5. NOTICE OF MEETINGS.

A. Written Notice Required. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by

the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

B. Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

1. Removal of a director;
2. Filling vacancies on the Board;
3. Amending the Articles of Incorporation or these Bylaws; or
4. Electing to wind up and dissolve the Corporation.

C. Other Requirements. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

D. Affidavit of Mailing. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

SECTION 6. WAIVER OF NOTICE.

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section IV.5(B) above, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

SECTION 7. QUORUM.

Fifteen percent (15%) of the voting power of each class shall constitute a quorum for the transaction of business at any meeting of the members. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section IV.5 above.

Except as otherwise required by law, the Articles, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if

enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 8. CONDUCT OF MEETINGS AND VOTING ACTION.

A. Conduct of Meetings. Meetings of members shall be presided over by the President, the Vice President, or, in the absence of both, by a chairperson chosen by a majority of the members present in person. The Secretary shall act as secretary of all meetings of the members. In the absence of the Secretary, the presiding officer shall appoint another person to act as secretary for that meeting. Meetings shall be governed by any ordinary and reasonable procedure, but at the request of any two or more members present at the meeting, the governing procedure shall be *Robert's Rules of Order Newly Revised In Brief*.

B. Manner of Voting. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. Each member entitled to vote may cast one vote for each class of membership to which that member belongs on each matter submitted to a vote of the members.

C. Majority Approval. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law, these Bylaws, or the Articles of Incorporation.

SECTION 9. ADJOURNMENT OF MEETINGS.

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

SECTION 10. RECORD DATE.

The record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. The record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. The record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held. The record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

SECTION 11. PROXIES.

A. Proxies. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

B. Approval Requirements. Any form of proxy distributed to 10 or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group

of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

C. Notice of Matters. Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members. Such matters include amendments of the Articles of Incorporation or Bylaws changing proxy rights; certain other amendments of the Articles of Incorporation; removal of directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation.

D. Expiration and Revocability. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be 3 years after the date of execution. A validly executed proxy shall continue in full force and effect until either

1. It is revoked by the member executing it, before the vote is cast under that proxy, (a) by a writing delivered to the Corporation stating that the proxy is revoked, or (b) by a subsequent proxy executed by that member and presented to the meeting, or (c) as to any meeting, by that member's personal attendance and voting at the meeting; or
2. Written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under that proxy is counted. A proxy may not be irrevocable.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

SECTION 2. LIMITATIONS.

In keeping with the purposes of the Corporation set forth in Section II.1 of these Bylaws, the Board of Directors shall, unless good cause exists, not make decisions regarding the curriculum, pedagogy or teaching activities of the school. Such decisions shall be made by the teacher members of the Corporation acting through their own protocols and representative bodies, including the Governance Council, which bears primary responsibility for overseeing day-to-day teaching operations. The Governance Council is advised both by the Board of Directors and the College, a self-perpetuating group which nurtures and represents the anthroposophical basis of Waldorf education in the Corporation and the school. The Board of Directors shall not, however, be limited in exercising control over funds related to curriculum or teaching activities, including those funds necessary for engaging personnel, and shall reserve its ultimate power and duty to manage the Corporation's activities and affairs as set forth in Section V.1 above and in California Corporations Code Section 5210.

SECTION 3. NUMBER OF DIRECTORS.

The Board of Directors shall consist of at least eleven (11) but no more than twenty-one (21) directors, unless changed by amendment to these Bylaws. The exact number of directors shall be an odd number and shall be fixed, within those limits, by a resolution adopted by the Board.

SECTION 4. COMPOSITION AND TERMS OF OFFICE.

A. The Board of Directors shall be made up of two (2) or four (4) (the exact number to be fixed by a resolution of the Board) directors to be appointed by the Board, with the remaining odd number of seats split as evenly as possible between the teacher members and the parent members such that the teacher members have the right to elect one (1) more director than the parent members.

B. None of the directors elected by the parent members may be interested persons, as defined in Section V.5 below.

C. The term of each director shall be two years. No director may serve more than three full consecutive terms without at least one year's hiatus before again being eligible for election. Terms shall be staggered so that one half of the directors to be elected by each class will be elected in any given year (or as close to one half as possible in the case of an odd number of seats.) There will be one (1) director appointed by the Board in each year.

SECTION 5. INTERESTED PERSONS.

No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (1) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

SECTION 6. NOMINATION OF DIRECTORS.

By February 1st of each year, the following nominating committees shall be formed:

A. The Board shall appoint a nominating committee consisting of two (2) directors and two (2) parent members who are not directors. This committee shall nominate the directors to be elected by the parent members.

B. The College of Teachers shall appoint a nominating committee of three (3) teacher members. This committee shall nominate the directors to be elected by the teacher members.

The nominating committees shall submit a list of nominees equal in number to the number of directors to be elected by that class in that year to the Secretary of the Corporation by no later than the regular board meeting for the month of March. At such meeting, the nominees shall be announced and any member present at the meeting may place additional names in nomination.

The Secretary shall cause to be prepared written ballots for each class of members containing the names of all nominees for that class. If directors are to be elected at a meeting of the members, the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee. When a meeting is held for the election of directors, any member present at the meeting in person or by proxy may place names in nomination.

The board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable

opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. All nominees shall be treated equally with respect to such procedures.

SECTION 7. VACANCIES.

A vacancy or vacancies on the Board of Directors shall occur in the event of the death, removal, or resignation of any director, or an increase in the authorized number of directors.

A. Resignation. Except as provided below, any director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

B. Removal. A director may be removed at any time by a vote of the class of members that elected such director, at a duly noticed meeting, or by a two-thirds vote of the Board. Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

C. Filling Vacancies. Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by the Board. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

SECTION 8. PLACE OF MEETINGS.

Meetings of the Board shall be held at the principal offices of the Corporation, or any place within Sonoma County, California, that has been designated by resolution of the Board or in the notice of the meeting.

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if each director participating in the meeting can communicate concurrently with all other directors, and each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

SECTION 9. REGULAR AND SPECIAL MEETINGS.

A. Regular meetings of the Board of Directors shall be held every third Monday of each month throughout the year, or more frequently as needed, at 6:30 p.m. or such other time as specified by the Board, unless such day falls on a legal holiday, in which case the regular meeting shall be held on the second Monday. Regular meetings may be canceled or rescheduled by the President, provided that a notice shall be posted at the principal offices of the Corporation no later than the morning of the day that the meeting should have taken place. Under no circumstances shall regular meetings be canceled in two consecutive months.

B. Special meetings of the Board for any purpose may be called at any time by the President, the Vice-President, the Secretary, or any two directors.

SECTION 10. NOTICE OF MEETINGS.

Regular meetings of the Board of Directors may be held without notice. Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that

notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting. Notice of a meeting may be waived by any director who signs a written consent, approves minutes of such a meeting, or who attends such a meeting without protest.

SECTION 11. QUORUM.

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the Board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 12. ADJOURNMENT.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

SECTION 13. BOARD ACTION WITHOUT A MEETING.

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all directors consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

SECTION 14. COMPENSATION.

Directors shall serve without compensation, but may receive reimbursement of reasonable expenses incurred on behalf of the Corporation.

SECTION 15. CONDUCT OF MEETINGS.

Meetings of the Board of Directors shall be presided over by the President, the Vice President, or, in the absence of both, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint another person to act as secretary for that meeting. Meetings shall be governed by any ordinary and reasonable procedure, but at the request of any two or more directors

present at the meeting, the governing procedure shall be *Robert's Rules of Order Newly Revised In Brief*. Meetings shall be open to the members, except that confidential matters shall be discussed in closed session following the regular meeting.

ARTICLE VI. OFFICERS

SECTION 1. NUMBER AND TITLES.

The officers of this Corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer who shall be known as the Treasurer, and such other officers as the Board may appoint. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

SECTION 2. ELECTIONS.

The officers of this Corporation shall be chosen annually from among the directors by the Board at its first regular meeting following the election of directors, and shall serve at the pleasure of the Board.

SECTION 3. REMOVAL AND RESIGNATION.

The Board may remove any officer with or without cause. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Vacancies shall be filled by the Board.

SECTION 4. PRESIDENT

Subject to the control of the Board, the President shall preside at all Board meetings and at all members' meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. The President shall also be the chief executive officer and general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers to the extent required by state law, subject to the considerations set forth in Sections II.1 and V.2 of these Bylaws. The President shall have such other powers and duties as the Board or the bylaws may require.

SECTION 5. VICE PRESIDENT.

If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and duties as the Board or the Bylaws may require.

SECTION 6. SECRETARY.

The Secretary shall keep or cause to be kept, at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date; a record of the Corporation's members, showing each member's name, address, and class of membership; and a book of minutes of all meetings, proceedings, and actions of the Board, and of members' meetings. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these Bylaws require to be given. The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may require.

SECTION 7. CHIEF FINANCIAL OFFICER.

The Chief Financial Officer, who shall be known as the Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the members and directors

such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (2) disburse the Corporation's funds as the Board may order (although the Board may designate additional officers with the authority to disburse funds); (3) render to the President and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (4) have such other powers and perform such other duties as the Board or the Bylaws may require.

ARTICLE VII. COMMITTEES

SECTION 1. BOARD COMMITTEES.

The Board shall not create any committees with authority of the Board except for those specifically provided for in these Bylaws.

SECTION 2. ADVISORY COMMITTEES.

The Board may establish one or more advisory committees to the Board. The members of any advisory committee may consist of directors or non-directors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

SECTION 3. AUDIT COMMITTEE.

The Corporation shall have an audit committee consisting of at least three directors, and which may include nonvoting advisors. Directors who are employees or officers of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as director) may not serve on the audit committee. The audit committee shall perform the duties and adhere to the guidelines set forth in the Corporation's audit committee charter as amended from time to time by the Board. Such duties include, but are not limited to:

1. Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
2. Negotiating the auditor's compensation;
3. Conferring with the auditor regarding the Corporation's financial affairs; and
4. Reviewing and recommending the audit to the Board.

SECTION 3. EXECUTIVE COMMITTEE.

The Board may form, by resolution, an executive committee consisting exclusively of directors. The executive committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated below. All actions of the executive committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

The executive committee is prohibited from doing any of the following:

1. Taking any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
2. Filling vacancies on the Board or any committee of the Board;
3. Amending or repealing Bylaws or adopting new Bylaws;
4. Amending or repealing any resolution of the Board;
5. Approving any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3); or
6. Approving any contract or transaction to which the Corporation is a party and the value of which is in excess of \$20,000.

SECTION 5. COMMITTEE MEETINGS.

Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of Board committees and the calling of special meetings of Board committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

ARTICLE VIII. TRANSACTIONS, INDEMNIFICATION AND INSURANCE

SECTION 1. CONTRACTS WITH DIRECTORS.

No director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation unless (1) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the board's consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (1) is approved or authorized by the Board in good faith and without unjustified favoritism and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

SECTION 2. LOANS TO DIRECTORS AND OFFICERS.

This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be

incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

SECTION 3. INDEMNIFICATION.

To the fullest extent permitted by law, this Corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §5328(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Section, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code § 5238(b) or § 5238(c), the Board shall promptly decide under Corporations Code § 5238(e) whether the applicable standard of conduct set forth in Corporations Code § 5238(b) or § 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code § 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

SECTION 4. INSURANCE.

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE IX CORPORATE RECORDS AND REPORTS

SECTION 1. CORPORATE RECORDS.

This Corporation shall keep the following:

1. Adequate and correct books and records of account;
2. Minutes of the proceedings of its members, Board, and committees of the Board; and
3. A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

SECTION 2. MEMBERS' INSPECTION RIGHTS.

Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

1. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

2. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

SECTION 3. INSPECTION OF RECORDS AND MINUTES.

On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

SECTION 4. INSPECTION OF ARTICLES AND BYLAWS.

This Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during regular office hours.

SECTION 5. DIRECTORS' INSPECTION RIGHTS.

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

SECTION 6. ANNUAL REPORT.

The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds;
3. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
4. The Corporation's expenses or disbursements for both general and restricted purposes;

5. Any information required to be provided under Section IX.7 below; and
6. An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

If the Board approves, the Corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

SECTION 7. ANNUAL STATEMENT.

As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

1. Any transaction (a) in which the Corporation was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that involved more than \$20,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$20,000. For this purpose, an "interested person" is either

(i) Any director or officer of the Corporation (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than 10 percent of the voting power of the Corporation.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Section VIII.3 of these Bylaws, unless that indemnification has already been approved by the members under Corporations Code §5238(e)(2).

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of July of each year.

ARTICLE XI. NON-DISCRIMINATION POLICY

It shall be the policy of this Corporation not to discriminate against any person on the basis of race, color, creed, sex, national origin, sexual orientation or gender identification, including but not limited to non-discriminatory admissions of students and members, and equal use of all facilities.

ARTICLE XII. AMENDMENT

SECTION 1. AMENDMENT OF BYLAWS.

Subject to the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer.

The Board shall immediately inform all members either personally or by first-class mail of any Bylaw changes effected by the Board.

The Board may not, without the members' approval, adopt, amend, or repeal any Bylaw that would:

1. Fix or change the authorized number of directors;
2. Fix or change the minimum or maximum number of directors;
3. Change from a fixed number of directors to a variable number of directors or vice versa;
4. Increase or extend the terms of directors;
5. Allow any director to hold office by designation or selection rather than by election by the members;
6. Increase the quorum for members' meetings;
7. Repeal, restrict, create, expand, or otherwise change proxy rights; or
8. Authorize cumulative voting.

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members, provided, however, that if the Corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different from how the action affects another class, must be approved by the members of that adversely affected class. No amendment may extend the term of a director beyond that for which the director was elected.

SECTION 2. AMENDMENT OF ARTICLES.

Amendments to the Articles of Incorporation may be adopted by two-thirds majority of the Board of Directors and a two-thirds majority of a quorum of the members of the Corporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Summerfield Waldorf School and Farm, a California Nonprofit Public Benefit Corporation; that these Bylaws, consisting of 17 pages, are the Bylaws of this Corporation as adopted by the Board of directors on __[date]__; and that these Bylaws have not been amended or modified since that date.

Executed on __[date]__, at __[city]__, California.

__[Signature]__

__[Typed name]__

Secretary