

**BY-LAWS  
OF RUDOLF STEINER COLLEGE  
a California Public Benefit Corporation**

**ARTICLE I  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office for the transaction of the business of the corporation is hereby fixed and located at 9200 Fair Oaks Boulevard, Fair Oaks, California 95628 in Sacramento County.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Trustees may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these By-Laws:

\_\_\_\_\_ Date:  
\_\_\_\_\_ Date:

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of trustees may, from time to time, designate.

**ARTICLE II  
SEAL**

The corporation shall have a common seal consisting of the words "Rudolf Steiner College" together with the date of the incorporation of the corporation with two concentric circles.

**ARTICLE III  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

(a) The Mission Statement of Rudolf Steiner College is as follows:

Rudolf Steiner College strives to provide a creative educational environment for men and women of diverse ages and backgrounds who seek a deeper understanding of the challenges of modern life

and wish to develop new capacities as a basis for their life's work, for social service and cultural renewal.

Founded on the spiritual scientific work of Rudolf Steiner, the College has as its mission to provide programs that:

- awaken independent thinking and healthy judgement about the deepest issues of human life,
- school powers of perception
- cultivate and enrich artistic faculties
- develop social sensitivity
- strengthen capacities for practical life

Rudolf Steiner College has as a major focus the preparation and certification of teachers for vocations in Waldorf Education. The College also offers programs which develop insights and skills that can lead to practical application in a variety of professions in the arts, sciences and education.

The College aims to serve as a resource center for Rudolf Steiner's work, providing continuing education, fostering research, presenting workshops and conferences, and publishing and making accessible books and other related materials. A further goal is to serve the broader educational community and bring Rudolf Steiner's contributions into the dialogue on education and other issues of global concern.

The view of the human being as an individuality encompassing body, soul, and spirit is central to the programs of the College, along with emphasis on the cultivation of the inner life as a source of strength, creativity, and initiative. Programs strive to address the students' quest for the knowledge, insight, and moral imagination needed to bring balance and healing to human beings, communities, and the earth itself.

(b) The Board of Trustees in collaboration with other organs of Rudolf Steiner College shall from time to time review and reconfirm or recast its mission statement.

## ARTICLE IV MEMBERSHIP

### SECTION I. MEMBERS

There shall be one class of members, who shall be the trustees of the corporation.

### SECTION 2. QUALIFICATIONS

Death, resignation or removal of any trustee as provided in these By-Laws shall automatically terminate membership of such person in this corporation. Election of a successor trustee as provided in these By-Laws shall likewise operate to elect such trustee to the membership of this corporation.

### SECTION 3. LIABILITIES AND PROPERTY RIGHTS OF MEMBERS

No member of the corporation now or hereafter elected shall be personally liable to its creditors for any indebtedness of liability, and any and all creditors shall look only to the assets of the corporation for payment. No member shall have any ownership interest in the assets of the corporation.

## ARTICLE V BOARD OF TRUSTEES

### SECTION 1. NUMBER

The Board of Trustees shall consist of five to eighteen members until changed by amendment of these by-laws. A majority of the Board shall constitute a quorum.

### SECTION 2. POWERS OF TRUSTEES

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers;

- (a) Through the Rudolf Steiner College Directive Council as its agent, to select and remove all employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control or to cause to be conducted, managed and controlled the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all time comply with the provisions of law.
- (d) Through its duly delegated officers or agents, to borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory

notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

### SECTION 3. ELECTION AND TERM OF OFFICE

Members of the Board of Trustees shall be elected at a regular meeting of the members, and shall serve a three-year term. A trustee may serve a second three-year term if re-elected, and may be reelected for further terms after a one year period. The Council shall appoint three to five members to the Board to represent the administrative and financial workings of the College and full-time faculty perspectives. The terms of office of the Council appointees shall be at the discretion of the Council.

A member who has been absent from three consecutive Board meetings will be considered as having resigned from the Board and will be replaced unless the Board votes to retain this member. Honorary members may be appointed to advise the Board. Honorary members are not voting members and are not required to attend meetings and are not counted in the number required for a quorum.

### SECTION 4. VACANCIES

Any vacancy or vacancies in the Board of Trustees resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining trustees or trustee then in office even though less than a quorum.

### SECTION 5. PLACE OF MEETING

Regular meetings of the Board of Trustees shall be held at any place within or without the State which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place so designated or at the principal office.

### SECTION 6. ANNUAL, REGULAR AND SPECIAL MEETINGS

Annual meetings of the Board of Trustees shall take place at intervals of no more than fifteen months.

Meetings of the Board of Trustees may be called at any time, by the President or the Secretary, or by a majority of the Board members. Trustees shall be notified in writing of the time, place and purpose of all meetings of the Board, at least 14 days in advance.

Special meetings of the Board of Trustees for any purpose or purposes shall be called at any time by the president or by any two trustees. Written notice of the time and place of special meetings shall be delivered personally to each trustee or sent to each trustee by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records of the corporation or is not readily ascertainable, at the place in which the meetings of the trustees are regularly held. Such notice shall be mailed at least seventy-two (72) hours prior to the meeting.

#### SECTION 7. ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by all members who would be entitled to vote on such action at a meeting and filed with the Secretary of the corporation, except as otherwise expressly provided in these By-Laws.

#### SECTION 8. CONDUCT OF MEETINGS

Meetings of the Board of Trustees shall be presided over by the Chairperson of the Board or, in his or her absence by the President or, in the absence of both, by a Chairperson chosen by a majority of the trustees present at the meeting.

#### SECTION 9. ADJOURNMENT

In the absence of a quorum at any meeting of the Board of Trustees, the majority of the trustees present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the board.

#### SECTION 10. REMOVAL

A trustee may be removed from office, for cause, by a vote of a majority of the trustees.

#### SECTION 11. COMPENSATION

Trustees shall serve without compensation except that they shall be allowed their actual and necessary expenses incurred in attending Trustees meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these By- Laws.

#### SECTION 12. PROXIES

At any meeting of the trustees, a trustee is entitled to vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact.

## ARTICLE VI DIRECTIVE COUNCIL

The Directive Council (referred to as the Council) shall be a body of senior faculty and staff members of the College who shall oversee matters relating to curriculum and personnel.

## ARTICLE VII OFFICERS

### SECTION I. OFFICERS

The officers of the corporation shall be: a chair, Board of Trustees; a president; a secretary; a chief financial officer; and other such officers as the Board of Trustees may elect. Neither the chair of the Board of Trustees nor the president of the corporation may simultaneously hold either the office of secretary or the office of chief financial officer. Officers other than the chair, Board of Trustees, need not be members of the Board of Trustees.

### SECTION 2. ELECTION

The Board of Trustees shall elect the chair, Board of Trustees, and any other officers whose duties are confined to Board activities, from among its members. The Board of Trustees shall elect all other officers, including the president, the chief financial officer, and the secretary from among candidates nominated by the Directive Council.

### SECTION 3. VACANCIES

A vacancy in any office occurring due to death, resignation, removal, disqualification or other cause shall be filled by the Board of Trustees.

### SECTION 4. CHAIR, BOARD OF TRUSTEES

The chair, Board of Trustees shall be a trustee and shall convene and preside at meetings of the trustees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Trustees.

### SECTION 5. PRESIDENT

The president shall be the general manager and chief executive officer of the corporation. The president shall see that the orders and resolutions of the Board

of Trustees are carried into effect. In general, he or she shall perform all duties incident to the office of president and such other duties as may be assigned to the president by the Board of Trustees.

## SECTION 6. SECRETARY

Unless otherwise provided by the Board of Trustees, the secretary shall:

- (a) Conduct the correspondence of the corporation;
- (b) Issue notices of meetings of the Board of Trustees and of members' meetings;
- (c) Keep minutes of all meetings of the trustees and of all members' meetings;
- (d) Have custody of all records and documents;
- (e) Have custody of the common seal of the corporation;
- (f) Maintain a register of members, employed individuals, and volunteers working for the corporation;
- (g) Discharge such other duties of the office as may be prescribed by the Board of Trustees.

## SECTION 7. CHIEF FINANCIAL OFFICER

Unless otherwise provided by the Board of Trustees, the chief financial officer of the corporation shall:

- (a) oversee the receipt, safe keeping and disbursement of all funds of the corporation;
- (b) have the duty to keep or cause to be kept full and accurate accounts of all receipts and disbursements;
- (c) be responsible for the preparation of any corporate financial reports as may be required by government agencies and departments;
- (d) give or cause to be given, when required, receipts for money or property received by the corporation, and shall deposit or cause to be deposited all funds received by the corporation in accounts established in accordance with resolutions of the Board of Trustees, and shall safeguard the funds of the corporation;
- (e) see that funds of the corporation are paid out only by checks of the corporation, signed by such persons authorized as signatories by resolutions of the Board of Trustees;
- (f) cooperate with independent auditors or certified public accountants retained by the Board of Trustees for the purpose of conducting audits of the accounts of the corporation;
- (g) provide reports regarding the financial condition of the corporation for the Board of Trustees and for other officers of the corporation and other individuals who have been authorized to hear or see such reports by the Board of Trustees or the chief executive officer of the corporation.

The chief financial officer shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

## SECTION 8. OTHER OFFICERS

The Board of Trustees may from time to time elect such other officers as the Board may deem necessary or advisable, each of whom shall hold office for such period, have such authority and perform such duties as the Board may determine.

## ARTICLE VIII COMMITTEES

### SECTION I. COMMITTEES OF THE TRUSTEES

The Board of Trustees, by resolution adopted by a majority of the trustees in office, may designate and appoint one or more committees, each of which shall consist of one or more trustees and may include non-trustee members, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Trustees in the management of the corporation. However, no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the By-Laws.

## ARTICLE IX AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of the members of the entire Board of Trustees at any trustees' meeting.

## ARTICLE X FISCAL YEAR

### SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of September and end on the last day of August of each year.