

**BYLAWS OF  
FRIENDS OF WOODSTOCK SCHOOL, INC.**

**Adopted June 16, 2006  
Amended January 9, 2010 - BOD 2010-01-09 #3**

**ARTICLE I: MISSION AND PURPOSE**

The purposes of the Friends of Woodstock School, Inc. are as set out in the organization's Articles of Incorporation.

**ARTICLE II: EFFECT**

These bylaws shall take effect on June 16, 2006, and on that date shall succeed all other bylaws of the Corporation previously in force, including those that governed the affairs of the Corporation under its previous name of KW International, Inc.

**ARTICLE III: MEMBERS**

The members of the corporation shall consist of the individuals serving on the Board of Directors. For the purposes of any law or rule relating to or requiring meetings or actions of the members of a corporation, meetings of the Directors shall be deemed to simultaneously constitute meetings and actions of the members as if such meetings and actions had taken place independently of the meetings and actions of the Directors, and Directors shall be authorized to identify themselves collectively or individually as members on any form, application or similar instrument where such identification is required or advantageous.

**ARTICLE IV: BOARD OF DIRECTORS**

Section 1. **General Powers and Duties.** The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

Section 2. **Directors.** The Board of Directors shall number seven, consisting of two Ex-Officio Directors, two Alumni Directors, and three Directors-at-Large. Each Director shall have one vote. All Directors except Ex-Officio Directors shall be legal residents of the United States.

Section 3. **Terms and Tenure.** Ex-officio Directors shall serve so long as they continue in the office by virtue of which they are identified as Directors as described below. Directors-at-Large and Alumni Directors shall serve three-year terms, which may be staggered so that terms of office do not expire simultaneously. No Director shall serve more than two consecutive full terms.

a. **Ex-Officio Directors.** The Ex-Officio Directors shall consist of the two individuals serving as the Principal and as the Director of Development at Woodstock School, in Mussoorie, Uttaranchal, India. The status of Director shall attach personally to these

individuals. Ex-Officio Directors may, if they are unable to attend meetings of the Board, designate any individual to attend and monitor proceedings at any meeting, but the individuals so designated shall not be entitled to vote, nor shall their presence be counted toward establishment of a quorum.

b. **Alumni Directors.** Alumni Directors shall be elected by all serving Directors at the meeting preceding the occurrence of the vacancy to be filled; provided however that no less than 60 days prior to such meeting the officers of the Corporation shall invite nominations from The Woodstock Old Students Association in North America (WOSA-NA), a duly constituted unincorporated association, or any successor or alternate constituted organization that the Board determines in good faith to be the primary association of alumni of Woodstock School residing in North America; and shall include any such nominations on the slate of nominations presented to the Board for consideration.

c. **Directors-at-Large.** Directors-at-Large shall be elected by all serving Directors at the meeting preceding the occurrence of the vacancy to be filled.

Section 4. **Qualification of Directors.** In order that the Board of Directors may faithfully discharge its duty, no Director other than Ex-Officio Directors shall be deemed to have qualified, nor shall he or she be seated as a Director unless, in the view of a majority of all of the Directors serving at the time of election he or she is deemed to have, or to be willing to obtain

a. **Relevant experience.** Appropriate experience with, training in, or knowledge of issues of governance, finance, or administration relevant to non-profit organizations; or

b. **Applicable knowledge.** Knowledge in substantive topics of interest to the Foundation, such as education, coupled with a respect for the need of the Corporation to maintain institutional independence.

c. **Determination.** The decision on whether such qualifications have been met is vested solely in the Board of Directors serving at the time of election; provided, however, that such authority shall be exercised in good faith and that acknowledgement of the qualification of an elected Director shall not be unreasonably withheld.

Section 5. **Compensation.** By resolution of the Board of Directors, the Corporation may provide payment for a Director's expenses of attending a meeting, but Directors shall not receive any fees or salaries for their services as Directors.

Section 6. **Meetings of the Directors.** The Board of Directors shall meet no less than three times per year.

Section 7. **Quorum.** The presence in person of a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

Section 8. **Resignation, removal.** Any Director may resign at any time. Directors other than those serving ex-officio may be removed by a unanimous vote of all other Directors present at a meeting where notice of the pendency of such action has been duly given.

Section 9. **Vacancies.** Vacancies in the Board of Directors shall be filled by vote of the remaining Directors. A Director elected to fill a vacancy shall hold office for the remainder of the unexpired term.

Section 10. **Committees.** The Board of Directors may create committees by resolution. The tenure, responsibilities, and procedures of such committees shall be as specified in the resolution by which they are created, provided that any committee shall be chaired by a Director, and shall appoint a secretary to prepare minutes of committee meetings, and shall in every instance be subject to the continuing direction of the Board. A committee so created may include as voting members any individuals deemed to be of potential assistance to the Corporation, whether or not those individuals serve the Corporation in any other capacity.

#### **ARTICLE V: ACTIONS; WAIVER OF NOTICE**

Section 1. **Action.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is expressly required by law or by these Bylaws.

Section 2. **Proxies Prohibited.** Voting by proxy shall not be permitted.

Section 3. **Electronic communication defined.** As used in these Bylaws, "electronic communication" is defined as any form of communication not directly involving the physical transmission of paper that creates a record that may be

- a. Retained, retrieved, and reviewed by a recipient of the communication, and
- b. Reproduced directly in paper form by a recipient through an automated process, and
- c. Reasonably ascertained by the recipient to have originated with the indicated sender.

Section 4. **Unanimous actions.** Any action that may be taken at a meeting may be taken without a meeting if unanimous consent which sets forth the action is given in writing or by electronic communication by each member entitled to vote on the matter; and filed with the records of the corporation.

Section 5. **Conference telephone.** The Board of Directors and any committee may meet by conference telephone. Members of the Board or a committee may participate in physically convened meetings by conference telephone to the extent such participation is deemed feasible by the President. Participation in a meeting pursuant to this section shall constitute presence in person.

Section 6. **Network meeting.** Members of the Board of Directors or any committee may meet by computer network, or similar communications equipment by means of which all persons participating in the meeting can contribute equally to deliberations and can be assured they are

monitoring all communications between all other parties although such monitoring may be sequential rather than simultaneous. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 7. **Electronic poll.** The President or other officers designated under Article V may submit questions to the Directors for decision by electronic communication, provided that the question is submitted simultaneously to all members of the Board, framed in such a way as to permit a "yea" or "nay" response, and that the period during which a response may be returned by electronic communication shall not be shorter than seven (7) days. A decision made pursuant to this section shall be the act of the Directors only if no less than a majority of the entire Board is in agreement at the end of the polling period, and records of the polled responses are retained in the corporation's records.

Section 8. **Notice, and Waiver of Notice.** To the extent permitted by law, any notice required to be given may be waived. Notice shall be deemed to be sufficient if given by sending the same to the person entitled thereto at his or her last known post office address, and such notice shall be deemed to have been given on the day of mailing such notice. Attendance at any meeting shall constitute a waiver of notice thereof except where attendance is for the sole purpose of objecting to the transaction of any business for the reason that the meeting is not lawfully called or convened, or that notice of a proposed removal of a director has been insufficient.

## ARTICLE VI: OFFICERS

Section 1. **Officers.** The officers of the Corporation shall be elected by the Directors, and shall consist of a President, a Secretary, and a Treasurer, and such other officers, if any, as the Board of Directors may from time to time appoint. The officers of the Corporation may receive such salaries or other reasonable compensation for their service as officers as may be authorized by the Board of Directors. Officers may be, but shall not be required to be, members of the Board of Directors.

Section 2. **Terms of Office.** The officers of the Corporation shall serve for one year, and may be re-elected. Any officer of the Corporation may be removed at any time by vote of two-thirds of the Board of Directors then in office. Any officer may resign at any time by delivering a written notice of resignation to the President or Secretary of the Corporation. The acceptance of any such resignation shall not be necessary to make it effective. This section shall not, however, operate to create or prejudice any rights arising from a written contract between any officer and the Corporation. Any vacancy among the officers may be filled at any time by action of the Directors.

Section 3. **President.** The President shall serve as the chief executive officer of the Corporation, and shall have the duties and powers customarily accorded to such office. The President shall preside at meetings, and the Board may authorize him or her to additionally hold the title of Chairman of the Board.

Section 4. **Secretary.** The Secretary shall record, distribute and file the minutes of meetings of the Corporation, and shall have the additional duties and powers customarily accorded to such

office or assigned from time to time by the Directors. The Secretary shall be authorized to certify by signature copies of resolutions duly adopted by the Board of Directors. In the absence of the President, the Secretary shall have the powers and perform the duties of the President.

Section 5. **Treasurer.** The Treasurer, with the assistance of Corporation staff, shall maintain an accurate accounting and recording of the funds of the Corporation, and provide such reports on the finances of the Corporation as may be required by law or by the Board of Directors. The Treasurer shall have the duties and powers customarily accorded to such office, and shall perform such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give security for the faithful performance of his or her duties.

Section 6. **Executive Director.** The Board may designate from within or without its number an Executive Director, who, in the event of such designation, shall serve as the chief operating officer of the Corporation and shall carry out the program of the Corporation under policies and directives developed by the officers and the Board of Directors.

## **ARTICLE VII: GRANTS, CONTRIBUTIONS, AND DONATIONS**

Section 1. **Funds and Grants.** In furtherance of the Corporation's purposes, the Board of Directors shall have power to solicit funds for general or specific purposes or projects, and to make grants or render other assistance to any entity organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding provision of any subsequent and applicable law (the "Code").

Section 2. **Exclusive Authority.** The making of grants, contributions, and otherwise rendering financial and other assistance for the purposes expressed in the Certificate of Incorporation shall be within the exclusive control and discretion of the Board of Directors, and may not be delegated or otherwise subjected to the formal influence of any other body or entity.

Section 3. **Review.** The Board of Directors shall review all requests for funds from other organizations; shall require that such requests specify the uses to which the funds will be put by the grantees; and if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantees. The Board of Directors may require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes approved by the Directors. The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to, or for, any or all of the purposes for which the funds are requested.

Section 4. **Conflict of Interest.** The Corporation shall maintain, and periodically review, a written Conflict of Interest Policy, which shall include a provision preventing Director from voting on any resolution or other action that authorizes or makes a grant or contribution to an organization of which he or she is an officer or employee, or in which he or she has a direct or indirect pecuniary interest.

## **ARTICLE VIII: CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS**

Section 1. **Deposits, Signatures.** The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall designate officers who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents, which authority may be general or confined to specific instances.

Section 2. **Investments.** The funds of the Corporation may be retained in whole or in part or be invested or reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable; provided, however, that the Directors shall not invest the property of this Corporation in such a manner as to jeopardize the tax exempt status of the Corporation under Section 501(c)(3) of the Code.

## **ARTICLE IX: INDEMNIFICATION**

Every person who is or was a Director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent allowed by law against all liabilities and expenses imposed upon or incurred by that person in connection with any proceeding in which that person may be made, or threatened to be made, a party, or in which that person may become involved by reason of that person being or having been a Director or officer or of serving or having served in any capacity with any other enterprise at the request of the Corporation, whether or not that person is a Director or officer or continues to serve the other enterprise at the time the liabilities or expenses are imposed or incurred.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of the Corporation shall end on the 30th day of June.

## **ARTICLE XI: DISSOLUTION**

No action to dissolve the Corporation shall be valid without the approval of two-thirds of the entire Board of Directors. In the event of dissolution, all property of the Corporation, from whatever source arising, shall be distributed to such other organization(s) with similar purposes and operated for one or more of the exempt purposes described in Section 501(c)(3) of the Code as the Board of Directors may determine, subject to relevant law. In distributing assets and property pursuant to dissolution, the Corporation shall, to the extent possible, honor the original intent of the donors of funds entrusted to it.

## **ARTICLE XII: AMENDMENTS**

These Bylaws may be amended, added to or repealed only upon the affirmative vote of two-thirds of the Directors then serving.

**CERTIFICATION:**

The undersigned, the Secretary the Corporation, hereby certifies that the foregoing bylaws were adopted by the Corporation at a meeting held June 16, 2006

Signed:

A handwritten signature in black ink that reads "Glenn Conrad". The signature is written in a cursive style with a large initial 'G'.

Glenn Conrad, Secretary

Date: June 16, 2006