

[As adopted effective July 29, 2011]

**BYLAWS OF
FRIENDS OF WOODSTOCK SCHOOL, INC.
also doing business as The Woodstock Old Students Association in North America
("WOSA-NA")**

ARTICLE I: NAME

The name of the Corporation is Friends of Woodstock School, Inc. The Corporation is also authorized to conduct business under the names of WOSA-NA, or The Woodstock Old Students Association in North America.

ARTICLE II: MISSION AND PURPOSE

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

ARTICLE III: EFFECT

These bylaws 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 IV: MEMBERS

Section 1. **Regular and Honorary Members defined.** The regular members of the Corporation shall be any and all individuals present in North America who (i) have attended Woodstock School, in Mussoorie, Uttarakhand, India, as a member of a class that has graduated, or (ii) have served as a faculty or staff member of Woodstock School. The honorary members of the Corporation shall be (i) parents of students who have attended the School and (ii) any other person who may from time to time be designated by the Corporation as an honorary member because of friendship for, or distinctive service to, the School.

Section 2. **Annual Meeting.** An annual meeting of the regular members of the Corporation shall be held at any place and on any day certain established by the President of the Corporation each year, at which time the regular members shall transact such business as shall properly come before them, including the election of Alumni Directors as prescribed in these bylaws. The annual meeting may be convened at any location within North America. In setting the time and place for the annual meeting, the President shall use his or her best efforts to accommodate the regular membership in order to ensure the maximum possible attendance.

Section 3. **Special Meetings.** Special meetings of the regular membership may be called for any purpose at any time by the President, and the President shall call a special meeting if a request in writing is made by 5 or more Directors.

Section 4. **Notice.** The Secretary of the Corporation shall notify members of the time, place and business for the annual meeting and any special meetings. Notification shall be made no less than 30 days before such meeting, utilizing any means the Secretary determines to be appropriate.

Section 5. **Voting.** Only regular members of the Corporation shall be entitled to vote upon matters properly brought before the annual or any special meeting, including the election of Directors. Regular members entitled to vote at any meeting also may vote by mail or electronic communication to the extent that timely notification of the meeting has framed discrete questions which are to be submitted, and are submitted, to a vote of the regular membership during the meeting.

Section 6. **Participation of Honorary Members.** To the extent practicable, honorary members shall also be notified of the time and place for all meetings of the regular membership and, with the exception of voting, may participate at any such meeting within the discretion of the presiding officer.

Section 7. **Quorum.** The presence of 25 regular members in person shall constitute a quorum for the transaction of business at any meeting of the regular members. In establishing this quorum, any person represented by proxy, or voting on any proposal by mail or electronic communication, shall not be taken into account.

Section 8. **Majority vote.** Except as otherwise specified in these Bylaws or the Certificate of Incorporation of the Corporation, the vote, at any meeting where a quorum is present, of a majority of the regular members voting in person, and by mail, shall constitute the act of the Corporation.

Section 9. **Election of Alumni Directors.** Should the absence of a quorum at the Annual Meeting of the Members in any given year prevent the election of Alumni Directors, the terms of incumbent members whose positions were to be filled shall automatically be extended until such time as new Directors can be expeditiously elected.

ARTICLE V: 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 nine, consisting of two Ex-Officio Directors, four Directors-at-Large and three Alumni Directors. Each Director shall have one vote.

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, Uttarakhand, 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. **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.

c. **Alumni Directors.** Alumni Directors shall be elected by the regular Members of the Corporation at the Annual Meeting in the year in which the vacancy to be filled occurs; provided however that no less than 30 days prior to such meeting the Alumni Committee shall be asked to submit nominations to be presented to the Members. Such nominees shall be included on the slate of nominations presented to the Members for consideration, as shall any candidate nominated in a writing submitted by five or more Members prior to the call for the election during the meeting. Candidates shall not stand for individual Director's seats, but shall be presented as a slate with those nominees receiving the largest number of votes elected. Voting shall not be cumulative.

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 Corporation, 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 unexpired remainder of the term.

Section 10. **Committees.**

a. **Alumni Committee.** The corporation shall maintain an Alumni Committee, which may also be known as the Alumni Council or the WOSA-NA Council. The Committee shall be chaired by a Director, and shall prepare minutes of its meetings. Committee members shall be appointed by the Board, and shall be residents of North America. The Committee may adopt bylaws or other rules to govern its composition, functioning and activities, subject to the continuing direction of the Board. The Committee shall have such responsibilities, and such authority, as may be delegated to it by the Board from time to time, which shall include the ability to recommend candidates to the general membership for election as Alumni Directors, and to recommend candidates to fill expiring terms of members of the Committee.

b. **Other Committees.** The Board of Directors may create additional 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 VI: 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 VII 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 VII: 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.

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 VIII: 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 Directors 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 IX: 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 X: 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 XI: FISCAL YEAR

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

ARTICLE XII: DISSOLUTION

No action to dissolve the Corporation shall be valid unless proposed by the Board by an action approved by no fewer than 2/3 of those voting at a meeting at which a quorum is present, and ratified by the regular members by an action approved by no fewer than 2/3 of those voting at a meeting at which a quorum is present.

ARTICLE XIII: 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 _____

Signed: _____ Date: _____

(NEW)

**BYLAWS OF THE ALUMNI COMMITTEE
of the
WOODSTOCK OLD STUDENTS ASSOCIATION
IN NORTH AMERICA**

ARTICLE I. Name

As provided for in Article V, Section 10.a. of the Corporation's bylaws, the name of the Committee shall be the Alumni Committee, but the Corporation, the Committee and its members are also authorized to identify it as the Alumni Council, or the WOSA-NA Council. References in these Bylaws may avail themselves of this option, and subsequent references to the WOSA-NA Council or to "the Council" are references to the Committee.

ARTICLE II. Purposes

The principal purposes of the WOSA-NA Council are to facilitate the participation of regular and honorary members of the Corporation in the affairs and activity of the Corporation, to plan the logistics and particulars of the Annual Meeting of the regular members of the Corporation, to recommend candidates for election to the Corporation's Board as Alumni Directors, to recommend candidates to fill openings among its members, and to otherwise initiate such activity as it believes will further the purposes and best interests of the Corporation.

ARTICLE III. Committee Members

Section 1. Number. The WOSA-NA Council shall consist of not less than seven (7) nor more than eleven (11) regular members of the Corporation.

Section 2. Term. The term for each member of the Council shall be for three (3) years and shall continue until his or her successor is designated and qualified. To the extent practicable, the terms of members of the Council shall be staggered in order that approximately one-third of such terms will expire each calendar year. A Council member may serve no more than two consecutive terms.

Section 3. Council Meetings. Meetings of the Council shall be held from time to time upon the request of the President of the Corporation, or the Chair of the Council, or of at least three (3) members of the Council. No fewer than 3 Council meetings shall be held each year.

Section 4. Quorum. A majority of the members of the Council shall be necessary to constitute a quorum for the transaction of business. A tie vote goes with the Chair. Except as may otherwise be provided in these bylaws, the act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council.

Section 5. Vacancies. Vacancies in the Council may, in the absence of action by the Board of the Corporation, be filled by majority vote of the remaining members of the Council, though less than a quorum. Each person so elected shall serve out the full unexpired term of the Council member whose absence created the vacancy.

Section 6. Written actions. Any action that may be taken by the Council at a meeting may be taken without a meeting, if consent in writing, setting forth the actions so taken, shall be signed by all of the members of the Council. Such action shall be effective on the date on which the last signature is placed thereon or on such earlier effective date as set forth therein.

Section 7. Electronic communications. Members of the Council, or of any sub-committee designated by the Council, may participate, by means of conference telephone or similar communications equipment in a meeting of the Council or such committee. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV. Sub-Committees

The members of the Council may, by resolution of the Council, designate two or more of their number to constitute the membership of such sub-committees as from time to time are deemed appropriate. The responsibility of any such committee shall be as determined by resolution of the Council, and any such committee shall be subject at all times to the control and direction of the Council.

ARTICLE V. Officers

Section 1. Officers and qualifications. The officers of the Council shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and agents as may from time to time be chosen. Any two offices, except President and Vice President, may be held by the same person. The President and any Vice Presidents shall be regular members of the Corporation. Other officers need not regular members.

Section 2. Election and term. The Council shall, from within or without its number, elect a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as it may deem advisable. Such officers shall hold office until the meeting of the Council next following designation of new Council members or until their respective successors are elected and qualified; provided, however, that any officer may be removed with or without cause by the affirmative vote of the majority of the entire Council.

Section 3. Council Chair. As provided for in Article V, Section 10.a. of the Corporation's bylaws, meetings of the Council shall be chaired by a Director of the Corporation. Members of the Council may select as their Chair any individual from among their number who is also a Director of the Corporation. In the event no member of the Council is also a Director, the Council may call on the Board to designate a Director to serve as Chair. A Chair designated by the Board shall not, by virtue of that designation alone become a voting member of the Council. The Chair of the Council may also serve as the President if elected to that office by the Members of the Council. The Chair shall preside at all meetings of the Council.

Section 3. President. The President shall be the principal executive officer of the Council, shall be responsible for carrying out the directions of the Council, and, in general, shall supervise the business and affairs of the Council.

Section 4. Vice President. Each Vice President shall have such powers and shall perform such duties as may be prescribed by the Council. In the event of the absence or disability of the President, the Vice President(s) shall succeed to the powers and duties of the President in the order in which they are elected or as designated by the Council.

Section 5. Secretary. The Secretary shall attend all meetings of the Council. He/she shall keep a true and accurate record of all proceedings of the Council, and shall have charge of the clerical work of the Council. The Secretary shall also perform such other duties as may be prescribed from time to time by the Council.

Section 6. Treasurer. The Treasurer, or the Council's designee, shall deposit all money, drafts and checks over which the Council may be given authority in such banks and depositories as the Corporation shall designate, and he or she shall have the power to endorse notes, checks and drafts entrusted to the Council for administration. The Treasurer shall, either alone or, if the Council should so require, in conjunction with the President, initiate disbursement of funds as ordered by the Council. He or she shall render to the President and the Council a report of such financial affairs as may have been placed within the jurisdiction of

the Council, and shall also render to the Corporation such reports as it shall request concerning such activities.

Section 7. Vacancies. If there be a vacancy within the officers of the Council by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by a majority vote of the Council.

ARTICLE VI. Liabilities

Nothing herein shall constitute members of the Council as partners for any purpose.

ARTICLE VII. Amendments to the Council Bylaws

The authority to amend or alter these bylaws is vested in the WOSA-NA Council, except to the extent such amendments would expand or contract the authority extended to it by resolution or bylaws of the Corporation, and provided further that (1) the Council shall in good faith entertain amendments and alterations suggested or requested by action of the Corporation's general membership, and (2) amendment or alteration shall require the affirmative consent of two-thirds (2/3) of the entire Council.

ATTEST: _____