

BYLAWS OF THE
ANTHROPOSOPHICAL SOCIETY IN NORTH CAROLINA, INC.

Adopted January 27, 1997. Amended 2003, 2013, 2017. Amendments adopted March 4, 2017.

ARTICLE I NAME

The name of this Corporation (hereafter "the Corporation") is The Anthroposophical Society in North Carolina, Inc.

ARTICLE II MISSION, PURPOSES, POWERS, AND INTENTIONS

Section 1. Mission. The Corporation is the legal body of a community of people who choose to relate to each other out of their shared regard for humanity, inspired by the anthroposophical spiritual science initiated by Rudolf Steiner.

Section 2. Purposes. The Corporation is organized exclusively for charitable, educational and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law), including the following specific purposes:

- a. To form the legal entity of a community of people who relate to each other in accordance with the mission of the Corporation as stated in Section 1 above;
- b. To organize and promote activities and events that foster the heart activity of the community and the well-being of each individual within it;
- c. To foster, promote and communicate the principles and philosophies of anthroposophy (based on the teachings of Rudolf Steiner) to the general public;
- d. To sponsor activities based on the principles of anthroposophy, including activities of the School of Spiritual Science, study groups, artistic presentations, celebrations of festivals;
- e. To offer courses of study, lectures, workshops, conferences and artistic classes to educate the general public on the principles of anthroposophy;
- f. To publish, sell and distribute written materials, educational materials and related items which communicate the principles of anthroposophy to the general public;
- g. To help found, develop, and/or support activities and initiatives that are based on the principles of anthroposophy, such as eurythmy, the fine arts, drama, biodynamic agriculture, anthroposophical healing arts, and Waldorf education;
- h. To support the preceding purposes by soliciting funds and making disbursements to individuals and to organizations working in harmony with the principles of anthroposophy. Beneficiary organizations will qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law).

Section 3. Powers.

- a. The Corporation shall have the following powers:
 - i. to sue and to be sued;
 - ii. to hold, receive, lease and purchase such real estate and personal property as may be requisite and expedient for its purposes, and to sell, lease, encumber and dispose of such property;
 - iii. all other powers granted to nonprofit corporations by Chapter 55A of the North Carolina General Statutes.
- b. The Corporation shall not, however:
 - i. carry on any activities, nor shall it have any powers prohibited to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Internal Revenue law); and in particular, but without limitation of the foregoing, the Corporation shall not:
 - ii. have or issue shares of stock or pay dividends, and no part of its earnings or assets shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, provided that it shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its authorized purposes;
 - iii. make loans to officers or directors of the Corporation.

Section 4. Spiritual Intentions.

The Corporation recognizes itself and is recognized by the Anthroposophical Society in America as a branch of the Anthroposophical Society in America, part of the General Anthroposophical Society with its headquarters at the Goetheanum in Dornach, Switzerland. As such, the Corporation intends:

- a. to conduct its legal and financial activities in public view;
- b. to open to the public or restrict to members (optionally including friends) its cultural activities according to the nature of the activity;
- c. to establish and maintain a sense of openness through which members of the Corporation can freely express themselves regarding the affairs of the Corporation, and can be greeted with equanimity and interest by those who accept the roles of leadership within the corporate structure;
- d. to reach decisions in its corporate affairs, as provided in these bylaws, as far as possible on the basis of shared understanding rather than by voting, the requirements for voting as stated hereinafter notwithstanding. In the event a shared understanding cannot be reached, the requirements for voting as stated in each provision shall be governing. Unless otherwise specified herein, a simple majority vote (more than half of the votes cast, disregarding abstentions) is required for a motion to succeed;

- e. to bring the impulses of anthroposophy to bear on social life and daily activity and to fields of economic endeavor;
- f. to nurture the life of the soul and spirit, both in the individual and in human society, on the basis of a knowledge of the spiritual world and its relationship to earthly life;
- g. to provide spiritual insight into moral conduct, social relationships, artistic expression, cultural exploration, seasonal festivals, spiritual-scientific study, meditative training, and other aspects of human existence;
- h. to abstain from activity related to party politics;
- i. to support spiritual research as undertaken by the members of the School of Spiritual Science, which has its headquarters at the Goetheanum in Dornach, Switzerland.

ARTICLE III OFFICES

The principal office of the Corporation shall be located at 5622 Brisbane Drive, Orange County, Chapel Hill, North Carolina 27514. The Corporation shall have and continually maintain a registered office and agent in North Carolina, and may also have other offices as the directors may determine.

ARTICLE IV MEMBERS

Section 1. Non-discrimination. The Corporation does not discriminate against individuals on the basis of race, gender, national origin, social standing, religion, political views, sexual orientation, or disability, or on the basis of any other particular characteristics incidental to the universal human spirit dwelling in every individual. No academic study or degree is required for participation or membership in the Corporation.

Section 2. Criteria of Active Membership. An active member of the Corporation is a person who:

- a. Supports the Spiritual Intentions of the Corporation as presented in Article II, Section 4; and
- b. Pays annual Corporation dues.

Section 3. Inactive Membership. A member who has lapsed in paying his/her corporation dues will be regarded as an inactive member for a period of two years or until s/he announces his/her intention to discontinue permanently his/her membership in the Corporation, either verbally or in writing to the Board or its agent, is removed from his/her membership, or bring his/her membership into active status, whichever occurs first. Inactive members are not eligible to cast votes under Section 6 of this Article.

Section 4. Removal and Reinstatement.

- a. Removal. An individual may be removed as a member by a two-thirds vote of the full Board of Directors, not including directors then on leave of absence, if his/her activity is deemed detrimental to the Corporation or the work of its members within the context of the Corporation. Removal of an individual's membership is a last resort and will be preceded by appropriate efforts to seek common ground with the member. At the discretion of the

Board of Directors, an individual so removed from membership may be asked to absent him- or herself from meetings and activities of the Corporation.

- b. Reinstatement. An individual removed from membership may be reinstated as a member of the Corporation at the discretion of a two-thirds majority of the Board of Directors.

Section 5. Resignation. An individual may resign his/her membership by submitting written notice to the Board of Directors.

Section 6. Voting. Each active member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 8. Distribution of Assets to Members. No member will be entitled to any asset of the Corporation merely by virtue of his or her membership. If an individual has contracted with the Corporation granting him or her entitlement to an asset, for instance through making a loan to the Corporation, no change in that individual's membership status will have any impact on the terms of the contract.

Section 9. Friends. The Corporation recognizes the presence within its community of people who are not members of the Corporation.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of members shall be held in the first half of each year, on a date and at such time and location as determined by the Board of Directors. The Secretary shall give notice to the members in writing of the meeting's time and place, not less than fourteen days before the annual meeting date.

- a. The Board of Directors shall call for any items of business for the Annual Meeting, by any usual means of written communication, two months prior to the meeting. Active members may propose topics to be discussed or motions to be proposed, which have the endorsement of a minimum number of active members, as specified by the Board. The Board of Directors shall publish, by any usual means of written communication, the discussion topics and motions to be included in the agenda, at least two weeks prior to the Annual Meeting,
- b. The purpose of the annual meeting shall be to elect directors and for the transaction of such business for which notice has been duly given. The Annual Meeting is open to all members and friends.

Section 2. Special Meetings. Special meetings may be called by the President, the Board of Directors, or by one-third of the active members.

Section 3. Notice of Special Meeting. The Secretary shall provide written notice stating the place, day and time of any special meeting of members. Such notice is to be delivered, either personally or by mail or email, or other usual means of written communication, to each active member, not less than ten or more than thirty days before the date of such meeting. The purpose for which the special meeting is called shall be stated in the notice. If mailed, the notice shall be deemed delivered when

deposited in the United States mail or dispatched by other means and addressed to the member at his/her address as it appears on the records of the Corporation, with postage, if required, prepaid.

Section 4. Proxies. Active members may vote by proxy, and be counted present for purposes of obtaining a quorum. A written proxy may be executed by the member or by the member's attorney-in-fact. Proxies shall be valid for one specific meeting. A member casting proxy votes may represent a maximum of three other members on any matter considered by the members.

Section 5. Quorum. Ten active members, or one-half the active membership of the corporation, whichever is less, present in person or by proxy, shall constitute a quorum at any meeting.

Section 6. Adjournment. If a quorum is not present at any meeting, a majority of the active members present may adjourn the meeting from time to time without further notice, but no other business may be transacted until and unless a quorum is present. At any reconvened meeting at which a quorum is present, no business may be transacted which was not scheduled for the original meeting.

ARTICLE VI DIRECTORS

Section 1. General Powers. The business of the Corporation shall be managed by the Board of Directors or by such committees as the Board may establish pursuant to these Bylaws.

Section 2. Number, Term and Qualification. The number of directors of the Corporation shall be not less than three, nor more than nine. A simple majority of the Directors will be members of the First Class of the Free High School for Spiritual Science. Directors shall be elected to three year staggered terms. Each director shall hold office until the director's end of term, death, resignation, retirement, removal, disqualification, or his/her successor is elected and qualifies. Directors must be active members of the Corporation.

Section 3. Nomination of Directors. The current Board of Directors shall call for nominations for any vacancies on the Board of Directors, by any usual means of written communication, two months prior to the Annual Meeting. Active members may be nominated by themselves or another member. The Board of Directors shall publish, by any usual means of written communication, the names of nominated members who have agreed to serve as Directors, at least two weeks prior to the Annual Meeting.

Section 4. Election of Directors. Except as provided otherwise in these bylaws, the directors shall be elected at the annual meeting of members. Those persons who receive the highest number of votes shall be deemed to have been elected, provided that they also have received a simple majority of the votes cast. If a majority of the Board of Directors so determines, election of directors may be accomplished by mail ballot. In case of a mail ballot, the election will be valid if the number of ballots returned adheres to the quorum rule.

Section 5. Voting. At each election of directors, every active member shall have the right to vote, in person or by proxy, for as many different nominees as there are directors to be elected. Members may cast only one vote per nominee.

Section 6. Compensation. There shall be no compensation in consideration for acting as director of the Corporation. This provision shall not, however, limit the Corporation from contracting with a director for services that fall outside the duties of a director.

Section 7. Removal. Directors may be removed from office with or without cause. Removal of a director is a last resort and will be preceded by appropriate efforts to seek common ground with the director. A director may be removed:

- a. by a three-fourths vote of the active membership;
- b. by a two-thirds vote of the directors; or
- c. without vote, if the director is absent without excuse, as defined in Article VII, Section 5, below, for three meetings within a calendar year. The director's seat will be considered vacant and will be filled under the provisions of Section 8 of this Article.

Section 8. Vacancies. A vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors, though less than a quorum, as defined in Article VII, Section 6, below, or by the sole remaining director; a vacancy created by an increase in the authorized number of directors shall be filled by the Board of Directors or at a special meeting of members called for that purpose. A director elected to fill a vacancy serves the unexpired term of his/her predecessor, or, if the director has no predecessor, until the next meeting at which directors are regularly elected.

Section 9. Committees. Standing committees shall consist of members of the Corporation and at least one member of the Board of Directors, excluding the President unless specifically appointed as a member of the committee. The President is otherwise a de facto member of all committees.

ARTICLE VII MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held within one month of the annual meeting of members. In addition, the Board of Directors may hold other regular meetings.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two directors.

Section 3. Means of Meeting. A meeting may be held in person or in whole or in part by telephone or other real-time audio and/or video communication.

Section 4. Notice of Meetings.

- a. The President shall give notice of any regular meeting of the Board of Directors at least seven days before the meeting, by any usual means of communication.
- b. The person or persons calling a special meeting of the Board of Directors shall, give notice thereof by any usual means of communication at least two days before the meeting. Notice or waiver of notice must specify the business to be transacted at, or the purpose of, the meeting that is called. Notice of an adjourned meeting need not be given if the time and place are fixed before the meeting is adjourned and if the period of adjournment does not exceed ten days in any one adjournment.
- c. Waiver of notice may be given in accordance with Article XIII, Section 2, below. In addition, attendance by a director at a meeting shall constitute a waiver of notice of such

meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Attendance. Members of the Board of Directors are expected to attend meetings of the Board. In the event a member cannot attend a meeting, the member will inform one of the attending members of the Board of his/her expected absence. An absence without such notification will be considered an unexcused absence. If a member must be absent from a number of consecutive meetings, the member will arrange with the Board for a leave of absence of specified length or will resign from the Board.

Section 6. Quorum. A quorum for the transaction of business at any meeting of the Board of Directors shall be the next whole number more than half the number of directors serving at that time, excluding directors on leave of absence.

Section 7. Manner of Acting. Any act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by law or by the charter of the Corporation.

ARTICLE VIII OFFICERS

Section 1. Number. The officers of the Corporation shall consist of a President, Secretaries, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices, other than that of President and Recording Secretary, may be held by the same person. In no event, however, may an officer act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. The officers of the Corporation shall be elected annually by the Board of Directors by common assent or formal vote. Such election shall be held at the first meeting following the annual meeting, otherwise in a special meeting or proceeding of the Board of Directors. Each officer shall hold office until the expiration of the officer's term, death, resignation, retirement, removal, disqualification, or the officer's successor is elected and qualifies.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board with or without cause by a two-thirds vote of the Directors, after appropriate efforts to find common ground with the officer.

Section 4. Compensation. There shall be no compensation in consideration for acting as an officer of the Corporation.

Section 5. President. The President shall be the chief executive officer of the Corporation, and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these Bylaws. The President shall preside at all meetings of the members. The President shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents. The Vice-Presidents in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers as the President or the Board of Directors shall prescribe.

Section 7. Recording Secretary. The Recording Secretary shall keep records of the acts and proceedings of all meetings of members and directors. The Recording Secretary shall ensure that all notices are given as required by law and by these Bylaws. The Recording Secretary shall have general charge of the corporate documents and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The Recording Secretary shall have, at the principal office of the Corporation, a record of members showing the name and address of each member. The Recording Secretary shall sign such instruments as may require his/her signature, and, in general, shall perform all duties incident to the office of Recording Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 8. Corresponding Secretary. The Corresponding Secretary shall answer correspondence addressed to the Corporation. The Corresponding Secretary shall also handle correspondence sent to members and others by the Board. In addition, the Corresponding Secretary shall perform all duties incident to the office of Corresponding Secretary and such other duties and have such other powers as may be assigned from time to time by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have custody of all funds, securities, negotiable instruments and other monies belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, and shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member for a period of five years, and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member upon written request. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 10. Bonds. The Board of Directors, by resolution, may require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE IX INDEMNIFICATION

Section 1. Right to Indemnification. Each person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall be indemnified by the Corporation as a matter of contract right to the maximum extent permitted under North Carolina law against any and all claims and liabilities to which the person has, or shall become subject to, by reason of serving or having served as such director or officer, or by reason of any action alleged, whether or not the claim, liability or alleged action arises from action taken in an official capacity, and the Corporation shall reimburse each such person or shall advance such person sums as hereinafter provided, for all expenses, including reasonable attorneys' fees, actually incurred by him/her to the maximum extent permitted under North

Carolina law in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability in which it is adjudged that the person acted in bad faith or was guilty or liable by reason of his/her own willful misconduct in the performance of duty; and, provided further, that the Corporation shall indemnify such person for actions initiated by such person unless such action is or was authorized by the Board of Directors.

Section 2. Insurance. The Corporation shall have the power, by resolution of the Board of Directors, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by him/her in such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify the person against such liability.

Section 3. Non-Exclusivity of Rights. The right of indemnification hereinabove provided shall be in addition to other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such director, officer, employee or agent may otherwise be entitled under any bylaw, agreement, vote of the Board of Directors or members or otherwise with respect to any liability or litigation expenses arising out of the person's activities in such capacity.

Section 4. Advances. Expenses incurred by a director, officer, employee or agent in defending a civil or criminal action of any type may be paid in advance of the final disposition of such action by the Corporation as authorized by the Board of Directors only upon receipt of an undertaking in writing by, or on behalf of such director, officer, employee or agent that the person will promptly repay such amount unless it shall be ultimately determined that the person is entitled to such indemnification by these Bylaws or otherwise by applicable law.

ARTICLE X CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. No change in an individual's status as a Corporation member, as a Corporate Director, or as an officer of the Board will affect the individual rights under any contract with the Corporation. Expenditures, contracts, leases or capital investments in aggregate over \$5,000 shall be approved at a Special Meeting by a simple majority vote of the members according to Article V herein.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depository or depositories as the Board of Directors shall direct.

ARTICLE XI BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members and Board of Directors. All books and records may be inspected upon written request by any director or member, or the agent or attorney thereof, for any proper purpose at any reasonable time. Such records may be kept on, or be in the form of, any information storage device, provided that such records may be converted into clearly legible forms within a reasonable time. The Corporation shall convert such records upon reasonable requests of any person entitled to inspect them.

ARTICLE XII TERMINATION OF THE CORPORATION

In the event of dissolution, the residual assets of the Corporation shall be distributed as provided in the Articles of Incorporation.

ARTICLE XIII GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the Corporation consists of two concentric circles between which the words “Anthroposophical Society in North Carolina, Inc.” and in the center of which is inscribed “Corporate Seal 1996 NC”. This seal is impressed on the margin hereof and is hereby adopted as the corporate seal of the Corporation.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any member or director under the provision of Chapter 55A of the North Carolina General Statutes or under the provisions of the Charter or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be the calendar year.

ARTICLE XIV AMENDMENTS TO BYLAWS

Section 1. Proposed Changes to Bylaws. Proposed changes to the bylaws shall be announced to the active members by any usual means of written communication and delivered to them by any usual means of written communication including posting on a website available to all active members. The Board shall call a Special Meeting of the members prior to considering adopting the changes, to present the proposed changes to members, hear members’ comments and answer questions. The written announcement and delivery of the bylaw changes will occur at least one month before the Directors’ meeting at which the changes will be considered for a vote.

Section 2. Passage of Changes to the Bylaws. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a three-fourths vote of directors holding office.