

Corporate Bylaws of The Clearwater School

Revised February 6, 2019

ARTICLE 1

SECTION 1. NAME

The name of the corporation shall be The Clearwater School, Inc., and it shall be located in Bothell, Washington or at such other convenient place as the members shall from time to time determine.

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 assembly 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 Bylaws.

ARTICLE 2

Purposes

SECTION I. MISSION AND OBJECTIVES

Our mission is to create a school where all students are free to determine what they want to do, as well as how, when and where they want to do it. This freedom belongs to all students as a right, not to be violated. The school will provide a rich environment, full of abundant resources where all individuals will have the opportunity to explore those things in which they are passionately interested. Through participatory democracy, students and staff will fully share the responsibility for effective management of the school as well as the quality of life at school.

The school believes that human beings are by nature capable curious and creative, and learn in community. If children experience freedom, each will flourish in their own way according to their own timetable.

The primary objectives of this corporation shall be:

- a) to establish and maintain a school that is founded on the principle that learning is best fostered by self-motivation, self-regulation, self-evaluation, and participation in community;
- b) to provide a curriculum, determined by the interests of students, in which all pursuits are highly valued;
- c) to allow the opportunities and responsibilities of managing the school to be shared among the members of the School Meeting that consists of students, and staff. And,

d) to maintain a flexible structure which will conform to the needs of the school community.

The corporation shall be empowered to hold, purchase, mortgage and convey real and personal property and to do any and all things which may be incidental to the foregoing purposes; provided that the corporation shall not carry on propaganda or otherwise attempt to influence legislation, nor shall it participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and provided further, that no part of the net earnings of the corporation shall inure or be payable to or for the benefit of any private member or individual (provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the School Meeting), and provided further that upon dissolution of the corporation its assets shall be distributed to organizations selected by the members which have similar purposes and are exempt from taxation under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE 3 The Assembly

SECTION I. MEMBERSHIP

The membership of the corporation shall be known collectively as the Assembly and shall be composed of the following persons:

(a) Each parent or legal guardian whose signature appears on the enrollment form of every student in good standing who has not reached the age of eighteen years. Such membership shall begin after the student has attended the school for at least two months.

(b) Persons on the staff of the school.

(c) Trustees.

(e) Students in good standing. Such membership shall begin after the student has attended the school for at least two months.

There shall be no limit to the number of members the Assembly may have.

SECTION 2. MEETINGS

Unless an alternate date is designated by the President, the Annual Meeting shall be held at 5PM on the first Wednesday of February of each year, or if it is a legal holiday, then on the succeeding day not a holiday. Written notice of the time and place of the meeting

shall, at least ten days before such meeting, be emailed, mailed or delivered to each member at his or her address as shown on the school records.

Special meetings may be called at any time by the President or by School Meeting; by a majority of the Trustees acting by vote or by written instrument signed by them; or by a majority of the members of the Assembly acting by written instrument signed by them. Such call shall state the time, the place, and the specific subject matter of the meeting, but need not state the resolutions to be acted on. Written notice, including a copy of such call for any special meeting, shall at least ten days before such meeting be emailed or mailed to each member at his or her address shown on the school records.

At any meeting a quorum shall consist of ten Assembly members, or the number of Assembly members equal to one fifth of the total number of students enrolled at the time of the meeting, whichever is greater. A majority of the votes properly cast shall decide any question.

Each member of the Assembly present at a meeting shall have one vote, and there shall be no voting by proxy. The members of the Assembly may also act by unanimous written consent without a meeting.

SECTION 3. POWERS AND DUTIES

- (a) The Assembly shall review and support the philosophy, directives as stated in these bylaws, and the policies of the school as determined by School Meeting.
- (b) The Assembly shall review annually the operating budget of the School and approve tuition and fees.
- (c) The Assembly explicitly gives the rights of managing the School to School Meeting.
- (d) The Assembly shall elect Trustees and Officers as provided in Articles 4 and 5.
- (e) The Assembly may amend the Bylaws of the corporation as provided in Article 9.

ARTICLE 4 The Board of Trustees

SECTION I. MEMBERSHIP

The corporation shall have a Board of Trustees consisting of not less than seven. The number, once set, shall continue unless changed by the Assembly at the annual meeting. The Trustees are elected annually at the Annual Meeting. Nominations may be submitted by written notice through email or postal mail or through motion at the Annual Meeting. All nominations must be seconded at the annual meeting. The Trustees shall serve until final adjournment of the next annual meeting, or until their successors shall qualify. Officers of the corporation shall be ex-officio members of the Board of Trustees.

Any Trustee may resign at any time by delivering his or her resignation to the President or the Secretary or to a meeting of the Trustees. Such resignation shall take effect at such time as specified therein, or if no such time is specified, then upon delivery.

Any vacancy on the Board of Trustees due to a Trustee's death, incapacity, resignation, or refusal to serve shall be filled by a majority of the Board.

SECTION 2. MEETINGS

Regular meetings of the Trustees may be held at such places and at such times as may be fixed from time to time by the Trustees.

Special meetings of the Trustees may be held at such places and at such times as may be fixed from time to time by the Trustees.

Special meetings of the Trustees may be called by the President or by two or more Trustees and shall be held at the time and place specified in the call. Reasonable notice of such special meetings of the Trustees shall be given to each Trustee and the Chairperson of the School Meeting, by the Secretary or by one of the Trustees calling the meeting. Notice shall in any case be sufficient if mailed or emailed at least ninety-six hours before the meeting, sent to the address shown on the school records, or if given at least forty-eight hours before the meeting in person or by telephone. Notice of a meeting need not be given if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting. A notice or a waiver of notice need not specify the purpose of the meeting.

At any meeting of the Trustees, the presence of a quorum, consisting of five Trustees, shall be required for the transaction of any business. When a quorum is present, the votes of the majority of the Trustees present and voting shall decide any question. In the absence of a quorum, a meeting may be adjourned by a majority vote of those present. If any meeting is adjourned, no notice need be given of the reconvened meeting if the adjournment is to a certain time and place.

SECTION 3. POWERS AND DUTIES

- (a) The Trustees shall evaluate the school's programs and operation.
- (b) The Trustees shall make such reports and recommendations to the Assembly as they deem appropriate.
- (c) The Trustees shall fill vacancies as provided in articles IV and V.
- (d) The Trustees may call special meetings of the Assembly as provided in Article 3.

ARTICLE 5 Officers

SECTION I. ENUMERATION

The officers of the corporation shall be a President, a Secretary, and a Treasurer.

SECTION 2. ELECTION

The Assembly, at the Annual Meeting, shall elect each officer. Officers shall serve until final adjournment of the next Annual Meeting, or until their successors are duly elected.

SECTION 3. VACANCIES

Any officer may resign at any time by delivering his or her resignation in writing to the President or to the Secretary or to a meeting of the Trustees. Such resignation shall take effect at such time as is specified therein, or if no such time is specified, then upon such delivery. Any vacancy of an officer shall be filled by majority vote of the Board of Trustees, from the Trustees serving at the time the vote is taken.

SECTION 4. POWERS AND DUTIES

The President shall preside, when they are present and able, at all meetings of the Assembly and all meetings of the Board of Trustees, and may call special meetings thereof as provided in Articles 3 and 4. They may determine alternate dates of the annual Meeting of the Assembly, as provided in Article 3.

The Secretary shall be the custodian of all records of the corporation not placed in the custody of the Treasurer. They shall record all proceedings of the Assembly and of the Board of Trustees in separate books to be kept therefore within the State of Washington. In the absence or incapacity of the President or Secretary, a temporary presiding officer or secretary shall be chosen.

The Treasurer shall keep or cause to be kept in books belonging to the corporation complete and accurate accounts of all monies, funds, and property of the corporation; shall have the care and custody of the money, funds, valuable papers, documents, and securities of the corporation. They shall have and exercise all the powers and duties ordinarily incident to such office in similar corporations; provided, however, that no promissory note or bond shall be given in the name of the corporation unless previously authorized by a vote of the Assembly, and in such cases the same shall be signed by the Treasurer and countersigned by the President.

They shall file with the corporation a bond in such form and amount and with such surety or sureties, as may be approved by the School Meeting, conditioned for the faithful performance of his or her duties as Treasurer. The School Meeting may direct that the duties of the Treasurer shall be discharged by the Treasurer alone, or by the Treasurer and by one or more of such other persons jointly.

ARTICLE 6 The School Meeting

SECTION 1. MEMBERSHIP

The School Meeting shall consist of the Staff and the Students, each of whom shall have one vote when present at school meetings.

SECTION 2. MEETINGS

The School Meeting shall meet at such intervals, and in such fashion, as it shall determine in its Rules and Procedures. The presence of a quorum, consisting of School Meeting members equal to ten percent of the number of students eligible to vote in attendance, shall be required to convene School Meeting. The meeting must consist of a minimum of 50% students. In the absence of a quorum, those present have the power to convene a mandatory School Meeting. Voting procedures shall be defined and determined by The Clearwater School Rules and Procedures.

SECTION 3. POWERS AND DUTIES

The School Meeting shall determine the general policies of the corporation and manage the school's affairs on a day-to-day basis. The School Meeting is governed through a participatory democracy with one vote per member. The School Meeting has the following powers and duties:

- a) The School Meeting shall determine and implement general policies of the corporation for educational and fiscal matters.
- b) The School Meeting will determine the standards for awarding and award: diplomas, certificates, and degrees.
- c) The School Meeting shall manage the school's affairs on a day-to-day basis.
- d) The School Meeting shall determine the annual budget of the corporation, with the oversight of the Assembly on setting tuition rates.
- e) The School Meeting shall hire and fire members of the Staff for such purpose as it sees fit and set wage scales for all employees.
- f) Staff employment shall be conferred on an annual basis with continuation contingent on annual approval by School Meeting, and there shall be no tenure.
- g) The School Meeting may dismiss or suspend from the school any member, for such cause and after such investigation and hearing as it shall deem appropriate.
- h) The School Meeting shall elect a Chairperson, who may attend as observer all meetings, without exception, of the Trustees.
- i) The School Meeting shall exercise all the powers of the corporation not expressly assigned to others by these Bylaws.

**ARTICLES 7
Files**

All files and official records of the school are openly accessible to all persons. Any documents retained by the school will be placed in such files.

**ARTICLE 8
Fiscal Year**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE 9
Amendment of Bylaws**

These Bylaws may be amended by a vote of two-thirds of the members of the Assembly present and voting at any regular or special meeting of the corporation, provided the notice of such meeting contains a statement of the substance of the proposed amendment.

**ARTICLE 10
Non-Discrimination Policy**

The Clearwater School welcomes students and staff of any race, gender, sex, sexual orientation, color, religion, national and ethnic origin. All are entitled to the rights, privileges, programs, and activities generally accorded or made available at the school. We strive to understand and address the socio-cultural, socio-economic, and historical factors that contribute to inequity in our community. We do not discriminate on the basis of race, sex, gender, age, color, sexual orientation, religion, disability, national and ethnic origin or identity in administration of our educational policies, admissions policies, loan and scholarship programs, and athletic and other school administered programs. We are committed to actively increase the diversity, equity and inclusion of all students, staff and families and address privilege and oppression.

WRITTEN CONSENT OF INCORPORATOR ADOPTING BYLAWS

We, the undersigned persons named as the initial incorporators in the Articles of Incorporation of The Clearwater School, a Washington nonprofit corporation, and, pursuant to the authority granted to the Founders Group by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of ten pages, as the Bylaws of this corporation.

Dated: 20 May 1996
Stephanie Berentoy
[Signature]
Julia A. King
Rayna L. Lee
[Signature]

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Founders Group of said corporation on the date set forth below.

Dated: May 20, 1996
[Signature]

Secretary