

**BY-LAWS**

**SCHOOL FOR FRIENDS**

**ARTICLE I – Name**

The corporation shall be named School for Friends, hereinafter referred to as the “School.”

**ARTICLE II – Location**

The School shall be located at 2201 P Street, NW, Washington, DC, 20037; the School shall also operate at any other location(s) designated by the Board of Trustees.

**ARTICLE III – Powers**

Section 1. Organization.

(A) The School shall be organized to encourage the active participation of Friends, Parents, and Staff in the pursuit of the objectives of the School. Because of the small size of the School and the nature of its operation, parental participation is both critical and required.

(B) The student-adult ratio shall not exceed 6:1 and there shall always be at least two adults supervising the students.

Section 2. Non-discrimination/Diversity.

(A) The School does not discriminate on the basis of race, color, religion, national or ethnic origin, gender, age, mental status, personal appearance, family responsibilities, political affiliation, source of income, disability, or sexual orientation in administration of its educational policies, admissions policies, scholarship programs, or any other school-administered program.

(B) The program developed by the School shall promote the understanding of persons of different sexes, races, ages, and cultural and economic backgrounds.

Section 3. Non-political.

(A) The School shall not devote a substantial part of its activities to carrying on propaganda or attempting to influence legislation.

(B) The School shall not participate in any political campaign on behalf of any candidate.

Section 4. Tuition.

A tuition charge may be made by the School. Any operating surplus or other earnings of the School shall be used solely to advance the general purposes of the School and may not inure to the benefit of any individual.

Section 5. Financial Powers.

(A) Subject to the requirements of applicable law, the School may accept, buy, well, hold, use, exchange, or otherwise handle or dispose of any property (real or personal) to promote the purposes of the School.

(B) The School may borrow money, issue notes and obligations, and secure any debt by deed of trust or mortgage to promote the purposes of the School.

(C) The School shall possess and may exercise all the other rights, powers, and privileges granted in its Certificate of Incorporation or by the laws of the District of Columbia.

**ARTICLE IV – Board of Trustees**

Section 1. Composition.

The School shall be governed by a Board of Trustees which shall consist of no more than sixteen members, as follows:

(A) Four Friends recommended by the Friends Meeting of Washington;

(B) Four parents of children either (i) expected to be enrolled in the School for the academic year in which they will serve; (ii) enrolled in the School during the academic year preceding the academic year in which they will serve; or (iii) expected to be enrolled in the academic year following the academic year in which they will serve. At least two of the four parent trustees must be parents of current students;

(C) The School Director(s);

(D) No more than seven other outstanding persons, who may or may not be parents of children attending the school or teachers or other staff employed by the School.

Section 2. Selection.

The Trustees shall be elected as follows:

(A) At the March meeting the President shall appoint a Nominating Committee.

(B) The Friends Meeting of Washington shall be asked to recommend to the Nominating Committee four Friends to serve as Trustees.

(C) The Nominating Committee may invite nominations, solicit volunteers, or otherwise identify nominees for Board membership. The Committee may also identify a member of the teaching staff who may wish to participate as an observer. In identifying potential nominees, the Nominating Committee shall consider, but not be bound by, the factors described in the Board Profile, as modified from time to time.

(D) At the April meeting of the Trustees, the Nominating Committee shall present the nominees to the Board. At the May meeting, the Board shall elect the Trustees and the officers in the manner of Friends.

### Section 3. Term.

- (A) The term of Trustee service shall be three years.
  - 1. However, Trustees appointed to serve beginning in the year following the adoption of this section shall divide into three classes, with one-third to serve a term of one year, one-third to serve a term of two-years, and one-third to serve a term of three years. If it is not possible to divide the Board equally into thirds, the apportionment between the classes of Trustees shall be as close to equal as possible.
- (A) The terms of service of the several Trustees shall be staggered, so as to create three equal classes of trustees. If it is not possible to divide the Board equally into thirds, the apportionment between the classes of Trustees shall be as close to equal as possible.
- (B) In the event of the resignation, death, or disqualification of a Trustee, the vacancy may be filled for the duration of the departing Trustee's term. A Trustee filling an early vacancy shall be elected by the Board in the manner of Friends.
- (C) After serving two consecutive terms, full or partial, a Trustee must step down from the Board for at least one year before serving another term.
- (D) Newly selected Trustees are requested to attend Board of Trustee meetings between the date of their selection and September 1 as non-voting observers and participants in discussions.

### Section 4. Powers of the Board of Trustees.

The Board shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the school, subject to the provisions of the laws of the District of Columbia, the Certificate of Incorporation, and these By-Laws. The Board of Trustees shall have the power:

(A) To approve the general policies of the School, including policies related to the hiring and dismissal qualifications of staff; the admission and removal of students; and the administration of funds and properties of the School.

(B) To employ the School Director(s) and, at its discretion, a bookkeeper.

(C) To review, as appropriate, all decisions by the School Director regarding (1) personnel, including but not limited to hiring and dismissing staff and (2) students, including but not limited to, admission and removal from the program.

(D) To establish the tuition and other charges of the School.

(E) To select Trustees and to fill all vacancies in the positions of the Trustees occasioned by death, resignation, or otherwise.

(F) To establish and appoint a Budget Committee and such other committees as may be appropriate, including providing for the appointment of non-trustee staff, parents or representatives of the broader community who may facilitate the purposes of the committee.

(G) To interpret the By-Laws.

(H) To purchase or otherwise acquire property, rights, or privileges for the School, which the School has the power to take, at such prices and on such terms as the Board of Trustees may deem proper.

(I) To pay for such property, rights, privileges in whole or in part, with money, bonds, debentures, or other forms of securities of the School, or by the delivery of other property of the School.

(J) To create, make and issue mortgages, bonds, notes, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every other act and thing necessary to effectuate the same.

#### Section 5. Compensation.

Members of the Board of Trustees other than the Director(s) shall receive no compensation for their services, but, if decided by the Board in the manner of Friends, may be reimbursed for expenses incurred while acting on behalf of the School.

### **ARTICLE V – OFFICERS**

#### Section 1. Selection.

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

## Section 2. Term.

The terms of the officers shall be for one year beginning on September 1. A Trustee may serve as an officer for no more than three consecutive terms. Service in one office for three consecutive years shall not preclude a Trustee from serving in another office in a subsequent term.

## Section 3. President.

The President shall act as the chief executive officer of the School, performing all duties required by the By-Laws or as determined by the Board of trustees, including:

(A) To preside at all meetings of the Trustees, and to prepare an agenda in consultation with the School Director(s).

(B) To be an ex-officio member of all committees.

(C) Appoint a Quaker board member as chair of the scholarship committee.

## Section 4. Vice President.

The Vice President shall act in the President's absence and shall perform other duties as directed by the Trustees.

## Section 5. Treasurer.

The Treasurer shall have the power and duty to direct and oversee the financial affairs of the School, subject to the direction of the Board of Trustees. The Treasurer Shall:

(A) Serve on the Budget Committee.

(B) Help prepare the annual operating budget.

(C) Review and act as liaison to the Bookkeeper and to the School Director(s) in matters of finance.

(D) Report to the monthly meeting of the Board of Trustees on the financial affairs of the School.

(E) Arrange for the payment of delinquent tuition fees.

(F) Handle checks in the absence of the Bookkeeper.

(G) Advise the Board regarding the prudent investment of all school funds, including the maintenance of interest-bearing accounts.

(H) Receive tuition and donations and pay expenditures for salaries, supplies, rent and other proper expenses, or supervise the Bookkeeper in doing so.

(I) Establish and maintain a checking account at a bank approved by the Board of Trustees or supervise the Bookkeeper in doing so.

(J) Account for the petty cash fund handled by the Director(s) or supervise the Bookkeeper in doing so.

(K) Keep financial records available for review by the Trustees and such independent audits as the Trustees may request or supervise the Bookkeeper in doing so.

#### Section 6. Secretary.

The Secretary shall:

(A) Record the minutes of meetings and keep a file of such minutes.

(B) Arrange for the distribution of minutes and other notices at the Board's request.

(C) Arrange for the availability and distribution of a current roster of children, parents, staff and Trustees.

### **ARTICLE VI - Meetings**

#### Section 1. Monthly Meeting.

There shall be a regular scheduled Monthly Meeting of the Board of Trustees at a time and place determined by the Trustees. At the Monthly Meeting there shall be:

(A) A business session for reports of officers, committees and for other items of business;

(B) A session for reports by the Director(s) of the school;

(C) An opportunity for comments or suggestions by any Trustee.

#### Section 2. Quorum.

The presence of at least half of the members of the Board of trustees shall constitute a quorum for conducting business, except that six Trustees shall constitute a quorum for the purpose of approving any amendments to the By-Laws. All decisions of the Board shall be made in the manner of Friends.

Section 3. Special Meetings.

Special meetings of the Trustees may be called at the discretion of the President, or upon the request of three (3) members of the Board of trustees provided that each Trustee receives notice prior to the meeting.

Section 4. Notice to Parents.

Meetings of the Trustees shall be open to all parents whenever possible. Efforts shall be made to schedule the time and location of all meetings so that parents are afforded reasonable opportunity to be notified and to attend.

Section 5. Interim Action.

The Board of Trustees may take action between meetings if, in the manner of Friends, the President or the Vice president polls a majority of the Trustees and the Trustees polled that favor such action.

**ARTICLE VII – Authority of the School Director(s)**

Section 1. Title.

The Director(s) shall be employed by the Board of Trustees to serve as chief operating officer of the school and shall be responsible for implementing the policies of the Board. The first concern of the Director(s) and all staff employed by the School shall be the safety and welfare of the students.

Section 2. Duties and Authority.

Subject to any policy guidelines established by the Board of Trustees, the Director(s) shall:

- (A) select, supervise, discharge, discipline and otherwise determine the conditions of employment of the staff of the School;
- (B) supervise the admission, instruction, discipline and removal, when necessary, of all the students of the school.
- (C) develop an instructional budget and purchase school supplies and equipment, subject to the School budget approved by the Board of Trustees.
- (D) develop and maintain appropriate relations with staff, parents, alumni parents, Quaker meetings, primary schools to which students of the school regularly apply for admission, and broader community;
- (E) carry out any duties as assigned by the Board of Trustees.

- (F) Have authority to execute contracts on behalf of the School, provided that contracts in excess of \$1,000 require prior approval from the Board of Trustees.

Section 3. Non-renewal of Contract.

A decision not to renew the Director's contract or to terminate the services of the Director can be undertaken at any meeting of the Board, properly noticed. The Director(s) shall not participate as a Trustee regarding decisions of the Board directly affecting the employment of the Director(s).

**ARTICLE VIII – Amendments**

Amendments to the By-Laws shall be approved in the manner of Friends by the full Board of Trustees at any properly noticed meeting, provided that each Trustee receives notice of any proposed change at least two weeks prior to the meeting and that a quorum of at least six members of the Board is present when an amendment is adopted.

**ARTICLE IX – Dissolution**

In the event of dissolution, the assets and property of the School remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Trustees in its sole discretion, for the non-profit purposes of the School and/or such other charitable, literary, or educational organizations as shall then be qualified under Section 501(c)(3) of the International Revenue Code of 1986, as amended.

**ARTICLE X –Liability of Director and Members of the Board of Directors**

The Director and the members of the Board of Trustees shall not be held liable to the School for any action or failure to take action on behalf of the School unless he or she did not act in good faith; did not reasonably believe the action was in the best interests of the School; was not reasonably informed; had a conflict of interest; engaged in a sustained failure to devote attention or inquire about the School's affairs; or received an improper benefit. Further, the Director and the members of the Board of Trustees shall not be held financially liable to the School for any action or failure to take action in their official capacity unless he or she received an undeserved financial benefit; intentionally inflicted harm; unlawfully distributed the School's assets; or intentionally violated criminal law.

**ARTICLE XI – Indemnification**

Section 1. Mandatory Indemnification of the Director and Members of the Board of Trustees

The School shall indemnify any Director of the School or any member of the Board of Trustees to the extent he or she is successful, on the merits or otherwise, in the defense of any proceeding to which the Director or member of the Board of Trustees was a party because of his or her role as a Director or member of the Board of Trustees of the School against reasonable expenses incurred in connection with the proceeding.



Section 2. Permissive Indemnification

The Board of Trustees may authorize the indemnification of any Director or member of the Board of Trustees who is a party to a proceeding because of his or her role as Director or member of the Board of Trustees against liability incurred in the proceeding, provided that he or she acted in good faith; reasonably believed his or her conduct was in the best interest of the School; and had no reason to believe that his or her conduct was unlawful.

Section 3. Authorization of Permissive Indemnification

Any determination to indemnify a Director or member of the Board of Trustees pursuant to Section 2 of this Article (unless ordered by a court) shall be made through exercise of the following procedure.

- A. Indemnification must first be determined to be permissible under the standard set forth in Section 2 of this Article by:
  - 1. a majority vote of a quorum of disinterested Trustees; or
  - 2. if such a quorum is not obtainable, by an independent legal counsel, selected by the entire Board, in a written opinion.
  
- B. Once a determination is made that indemnification is permissible, indemnification is authorized only by:
  - 1. a majority vote of a quorum of disinterested Trustees; or
  - 2. if there is not a quorum of disinterested Trustees, by the entire Board, including the interested Trustees.

Section 4. Legal Expenses

Expenses incurred in defending an action, suit, arbitration, or other legal proceeding may be paid by the School in advance of the final disposition of such action, suit, arbitration, or proceeding, only as authorized by the Board in the specific case and upon receipt of a written affirmation by the implicated Director or member of the Board of Trustees that he or she has a good faith belief that he or she is entitled to permissible indemnification under Section 2 and is not liable under the standard set forth in Article X; has received no undeserved financial benefit; has not intentionally inflicted harm; has not made any unlawful distribution; and has not intentionally violated any criminal law. The individual seeking an advance of legal expenses must further agree in writing to repay the advance if it is ultimately undeserved.

#### Section 5. Scope.

Indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of disinterested Trustees, or otherwise, as to action in his or her official capacity and as to action in another capacity while holding such office. Provided that the actions or omissions that are the basis of such action, suit, arbitration, or proceeding occurred while a person was acting in his or her capacity as a Director(s), then indemnification rights shall continue as to a person who has ceased to be a Director(s) and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### Section 6. Insurance.

The School shall have the power to purchase and maintain insurance on behalf of any person who is Director of the School against any liability asserted against him or her and incurred by him or her in such capacity.

#### Section 7. Conflict of Interest.

Unless and until there exists a conflict of interest between the School and the Director(s) of the School having indemnification rights, the School may elect to satisfy all or part of its indemnification obligation to such Director(s) by making legal counsel of the School's choice available to him or her.

Approved: January 16, 1992  
Amended: April 13, 1993  
Amended: August 2007  
Amended: February 14, 2012  
Amended: April 12, 2013  
Amended: May 6, 2015