

# **By-Laws of Friends of Gradalis**

## **ARTICLE 1 OFFICES**

### **SECTION 1. PRINCIPAL OFFICE**

The principal office for the transaction of business of the corporation is hereby fixed and located at 10661 Utrillo Lane, Northglenn, CO 80234 in Adams County Colorado.

### **SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these By-Laws and not otherwise. The Board of Trustees 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 By-Laws:

\_\_\_\_\_ Date: \_\_\_\_\_  
\_\_\_\_\_ Date: \_\_\_\_\_

### **SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of Colorado, where it is qualified to do business, as its business may require, and as the Board of Trustees may, from time to time, designate.

## **ARTICLE II SEAL**

The corporation shall have a common seal consisting of the word "Friends of Gradalis" together with the logo and the date of incorporation of the corporation.

## **ARTICLE III PURPOSES**

### **SECTION 1. OBJECTIVES AND PURPOSES**

The mission of Friends of Gradalis is as follows:  
The Friends of Gradalis mission is to further and improve Waldorf education in the United States of America through philanthropic support of Waldorf endeavors, including the training of Waldorf teachers who can teach in both public and private Waldorf schools.

### **SECTION 4. VACANCIES**

Any vacancy or vacancies in the Board of Trustees resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining Trustees in office. A minimum of 3 trustees shall be maintained, and up to 9 possible at any one time.

## SECTION 5. PLACE OF MEETING

Regular meetings of the Board of Trustees shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. On-line meetings and conference-call meetings are possible if respecting guidelines of public meetings laws. Special meetings of the Board of Trustees may be held on-line or at a place so designated and agreed upon by the Board.

## SECTION 6. ANNUAL, REGULAR AND SPECIAL MEETINGS

An Annual Meeting of the Board of Trustees shall be held in April of each year. Meetings of the Board may be held at any time by the President or Secretary, or by a majority vote of the Board. Trustees shall be notified in writing via e-mail of the time, place, and purpose of all meetings, at least 4 days in advance of the meeting.

Special meetings of the Board of Trustees for any purpose or purposes shall be called at any time by the President or by any two trustees. Written notice of the time and place or venue shall be delivered to each trustee via e-mail and a phone call to each member made in consideration so each member is fully aware of the meeting.

Agendas shall be posted 24 hours prior to any meeting on the Gradalis website and shall be in compliance with Public Meetings Laws in the State of Colorado.

## SECTION 7. ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of the members may be taken without a meeting of the Trustees if authorized in writing and signed by all members who would be entitled to vote on such action at a meeting and filed with the Secretary of the corporation, except as otherwise expressly provided in these By-Laws. Such action might include, but is not limited to, a mandated committee for the purposes of granting scholarships to students for Waldorf teacher training.

## SECTION 8. CONDUCT OF MEETINGS

Meetings of the Board of trustees shall be presided over by the President of the Board or his/her designee. In the absence of these two persons, a Chairperson chosen by a majority of the Trustees present at the meeting shall lead the meeting.

## SECTION 9. ADJOURNMENT

In the absence of a quorum at any meeting of the Board of Trustees, the majority of the Trustees present may adjourn the meeting until the time fixed for the next regular meeting of the Board.

## SECTION 10. REMOVAL

A Trustee may be removed from office for cause by a vote of a majority of the Trustees.

## SECTION 11. COMPENSATION

Trustees shall serve without compensation, except they shall be allowed their actual and necessary expenses incurred in attending Trustees meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these By-Laws.

## SECTION 12. DISSOLUTION OF THE CORPORATION

In the case of dissolution of the corporation, all assets will be given to another not-for-profit organization with a similar purpose.