

**ARTICLE I  
NAME AND OFFICE**

**Section 1. Name.**

The name of the Corporation shall be **Klahanie School**.

**Section 2. Principal Office.**

The principal office of the Organization shall be located in Vashon, WA.

**ARTICLE II  
PURPOSES AND POWERS**

**Section 1. IRS 501(c)(3) Purposes.**

This Organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Purpose.**

**PURPOSE OF NONPROFIT CORPORATION:**

The organization is organized exclusively for educational, charitable and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

It is Klahanie School's mission to nurture the introduction and later practice of holding space with people outside of the family experience. We believe no child is too young for the wonderment of connection with humans and the flora/fauna of the earth and honoring our native surroundings. With the practice of presence, acceptance and nurturing while a child experiences new levels of human emotion, a safe environment in our school's early education program is created so a child may freely express emotions. Social-Emotional intelligence education is a core component to the school's peace development curriculum. We are focused on expanding the child's love of self, others, earth and learning. Children are encouraged in a nurturing method to actively explore the world at his/her own pace. Klahanie is the Native American meaning,

“enjoyment of the outside world” and that is exactly what we encourage for human enrichment; the appreciation, love and respect of the world we are offered in order to further the growth of self and greater world care. Our intention is to instill a love of life and the confidence necessary to explore our ever-changing world. The Montessori philosophy foundation is "Follow the child". Using the interests and needs of the children as a guide, a learning environment is created in the classroom and mentorship programming. The environment is prepared to be developmentally appropriate and interesting while nurturing the creative and problem solving methods. The prepared environment encourages children to move about at will, making choices and building skills toward independence.

Klahanie School Peace-Building curriculum is founded on the Compassionate Listening, Anti-Bias and Emotional Intelligence, multi-age models and practice daily. Our additional education is offered through movement (dance, yoga, safe climbing exploration), music, language (English, Hawaiian, French and Spanish vocabulary introduction), exploration of the earth (introduction to plants and the care of them) and exposure to compassionate listening/communicating. Peace work introduction and implementation is a foundation for community connection building between youth as well as formation of support for guardians.

With a world full of disconnect and extended families many times living far away, Klahanie School programming is committed to offering an environment where children and guardians can experience sincere levels of support and community development. Teachers at Klahanie School maintain high levels of training in varying social-emotional support oriented fields. Through Klahanie School programming, youth participants will be instructed and mentored in key life skills that may include but are not limited to: social-emotional intelligence, conflict resolution, nature-connection, and mindfulness. Klahanie School admits students of any race. Klahanie does not discriminate against applicants or students on the basis of race, color, religion, ethnic origin or financial abilities.

The funds received through the entirety of the corporation’s activities will be used exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

This statement of purpose is consistent with stated purposes found in other corporate documents and in no way limits these other purposes.

### **Section 3. Powers.**

In order to carry out its purposes the Corporation shall have the following powers:

- a) To make or procure grants to sponsor and finance in all, or in part, programs, speakers, forums, meetings and other programs;
- b) To solicit and invest funds and/or restricted gifts from corporations, foundations, trusts, and the general public to carry on its activities and to create endowments or reserve for future activities; and
- c) To engage in any lawful act or activity reasonably related to the foregoing purposes of the Organization, as in effect from time to time (the “Act”) and in this connection the judgment of the Board of Directors of the Corporation shall be conclusive; provided, however, that the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

#### DISTRIBUTION OF ASSETS:

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

##### **Section 1. Powers and Duties.**

###### Qualifications, Rights, & Responsibilities of Members:

The activities, property, affairs and business of the corporation shall be managed by the Board of Directors (referred to as “The Board”). The Board shall have the power to amend the Organization’s Certificate of Incorporation and Articles and shall have the right to vote on each matter requiring the vote of directors. The Board shall consist of not less than three (3) nor more than six (6) elected directors, each of whom is active and diligent in meeting the obligations of a director and is committed to the Klahanie School’s mission to promote and support the welfare and success of the organization.

The activities, property, affairs and business of the corporation shall be managed by the Board of Directors (sometimes, the “Board”) Chairs. The Board of Directors shall have the power to amend the Organization’s Certificate of Incorporation and articles

and shall have the right to vote on each matter requiring the vote of Directors in the case of corporations without members entitled to vote in accordance with the Act.

**Section 2. Number and Composition.**

a) The Board of Directors shall consist of not less than three (3) nor more than six (6) elected Directors, each of who is active and diligent in meeting the obligations of a Director, who is committed to the Klahanie School mission and who promotes and supports the welfare, success, and purposes of the Organization. The number of elected Directors in office at any time shall constitute the number of Directorships of the Corporation, which number shall be determined by resolution of the Board of Directors.

b) In addition to the elected Directors, there may be ex-officio non-voting members of the Board of Directors.

**Section 3. Election and Nomination.**

All members of the Board of Directors and Advisory Council must be approved by a two-thirds majority vote of the members present or via email voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 4 of this Article and the Executive Director is alerted.

Each member of the Board of Directors shall be a member of the Corporation shall hold office for up to a three-year term as submitted by the nominations committee. Each member can be re-elected for additional terms. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms.

**Section 4. Resignation or Removal.**

a) The resignation of any elected member from the Board of Directors shall be in writing addressed to the President or the Board of Directors. If no effective date is stated, the resignation shall be effective upon receipt. Acceptance of the resignation shall not be necessary to make it effective.

b) Any Director who misses more than one-fourth (1/4) of the regular

meetings of the Board of Directors in one (1) fiscal year may be asked in writing by the President to resign. If the Director fails within thirty (30) days thereof to submit a written resignation, the Director shall be deemed to have resigned.

c) Any Director whose conduct is otherwise detrimental to the Corporation may be removed by vote of the Board of Directors at any meeting upon vote of two-thirds (2/3) of the Directors present or email and voting. Notice of the proposed removal shall be given to the Director in question at least ten (10) days prior to the meeting at which the matter will be voted upon by the Board.

## **ARTICLE IV MEETINGS**

### **Section 1. Regular Meetings of the Board.**

The full Board of Directors shall meet digitally and in person at least quarterly during each calendar year. Reasonable notice of the date, time, and place of each such meeting shall be given to each Director by mail, telephone, text, electronic mail, or personally a minimum of two (2) weeks prior to the meeting, provided that no notice need be given of any meeting held in accordance with an approved schedule of regular meetings distributed to Directors. It is expected that Board members will attend all board meetings unless there are extenuating circumstances that prevent them from attending, with an expectation that board members will attend at least three-fourths of all meetings each year.

### **Section 2. Special Meetings.**

Special meetings of the Board of Directors may be called by request of two (2) elected Directors and Executive Director stating the purpose of such a meeting. Reasonable notice of the date, time, place, and purpose of each such meeting shall be given to each Director by mail, electronic mail, text, telephone, or personally a minimum of two (2) weeks prior to the meeting.

### **Section 3. Action in Lieu of Meeting.**

Any action required or permitted to be taken by the Board may be taken without a

meeting if all the Directors consent to such action in writing, including electronic correspondence. Such written consent shall be made a part of the minutes of the proceedings. Such action by written consent shall have the same force and effect as a vote of Directors at a duly convened meeting.

#### **Section 4. Quorum.**

The presence of two-thirds of current members of the Board of Directors, shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. Members may vote in absentia. Ex officio members shall not be counted in determining a quorum.

#### **Section 5. Voting.**

The act of a majority of the elected Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors unless a greater number is required by these Bylaws or by law. Except as provided in Section 6 below, each Director shall have one (1) vote on any matter coming before the Board. Ex-officio Directors shall not have the right to vote on any matter.

#### **Section 6. Participation in Meeting by Telephone.**

A Director or a member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of conference, telephone call or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

#### **Section 7. Records of Meetings.**

There shall be a written agenda for each meeting, and minutes of each meeting shall be prepared. Minutes of a meeting shall reflect the identity of those Directors in attendance at the meeting.

#### **Section 8. Compensation.**

Members of the Board of Directors shall not receive any compensation for their

services as Board of Directors.

**Section 9. Confidentiality.**

Directors shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organizations' purposes, or can reasonably be expected to benefit the Organization. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Organization, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

**Section 10. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Organization would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE V  
OFFICERS

Section 1. Officers.

The Officers of the Corporation shall be a Chair, a Vice Chair, Secretary, a Treasurer, and other officers that may from time to time be designated by the President Chair. All Officers shall be chosen from the Directors of the Organization (only Directors can be designated as Officers) and any Director may hold two (2) offices concurrently.

**Section 2. President Chair.**

The President shall be the Chief Executive Officer of the Organization. The President shall have general supervision over the activities of the Organization as directed by the Board, shall provide due notice of all meetings, shall preside over all meetings of the Board, shall be a member of all committees, and shall perform other duties as assigned by the Board.

**Section 4. Secretary Chair.**

The Secretary shall attend and keep minutes of the Board. These minutes shall include all waivers of notice, consents to the holding of meetings, and approval of minutes of meetings. The Secretary shall assist the Treasurer in preparing and filing with the Office of the Secretary of State a biennial report, any appointment to or vacancy in the statutory agent for service of process, directorship of office, and any other notices and reports required by applicable law.

**Section 5. Treasurer Chair.**

The Treasurer shall have charge of the funds of the Organization and keep full and accurate accounts of receipts and disbursements in the books of the Corporation.

Except for invested funds and petty cash, the Treasurer shall keep the Organization's monies on deposit in the name and to the credit of the Corporation in one or more bank or trust companies, state or national, at least one of which will have a branch or main office located in Vashon, WA; shall disburse the funds of the Organization as directed by the Board; and shall cause to be kept under his or her supervision an adequate set of records in which, in accordance with customary accounting practices, all the financial transactions of the Organization shall be promptly recorded. The Treasurer shall prepare and file with the Office of the Secretary of State and the Federal Government any notices, forms, or reports required by applicable law. The Treasurer shall present annually a report in accordance with applicable Washington law. The Treasurer shall send to the Directors, not later than 120 days after the close of the Organization's fiscal year, a report in accordance with the provisions of applicable Washington state law. The Treasurer shall also make from time to time during the year, as requested by the Board, interim reports to the Board on the financial transactions and condition of the Organization and shall perform such other duties as the Board may prescribe.



**Section 6. Compensation.**

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation or for additional roles served outside of their officer role.

**Section 7. Responsibilities.**

In addition to the duties and responsibilities set forth in these Articles, the Officers shall be responsible for all aspects of the day to day operations of the Corporation and each Officer shall perform such other duties and carry out such responsibilities as pertain to his or her office and as he or she may reasonably be requested to perform by the Board.

**Section 8. Removal.**

Any Officer may be removed at any time by a vote of at least a majority of the Directors present at a meeting at which there is a quorum with or without cause. Any Officer may resign at any time by written notice to the Secretary.

**ARTICLE VI  
EXECUTIVE DIRECTOR**

**Section 1. Executive Director.**

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for the management of personnel, finances and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge.

**ARTICLE VII  
ADVISORY BOARD**

**Section 1. Advisory Board.**

The Board of Directors may appoint an Advisory Board to provide advice and assistance to the Board. Members of the Advisory Board may be invited to

meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the organization. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

## **ARTICLE VIII COMMITTEES**

### **Section 1. General.**

The Board may establish or abolish any standing or special committees of the Board, as it deems proper from time to time. Committee chairs shall appoint members to their committees. Each committee shall determine its own rules of procedure, the time and place of its meetings, and the notice to be given thereof.

### **Section 2. Quorum and Vote Required for Action.**

A majority of the members of any committee shall constitute a quorum at all meetings of such committee. Each committee member shall have one vote. The act of a majority of the members of any committee present at a meeting, at which a quorum is present, shall be the act of such committee, unless the act of a greater number is required by these Bylaws or by law.

## **ARTICLE IX INDEMNIFICATION**

### **Section 1. Indemnification.**

The Corporation shall indemnify its Directors, Officers, employees and agents against judgments, fines, penalties, amounts paid in settlement and expenses including attorney's fees, in accordance with the procedures of and to the extent that such indemnification is permitted under the Act. The Organization may purchase insurance providing indemnification in such amounts and with such coverage as the Board of Directors may from time to time determine and may pay

the full premiums itself, or, if in the judgment of the Board it is advisable, share the premium cost with any Director, Officer, employee or agent on such basis as may be agreed upon. The right of all indemnification herein provided for shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled, and such right of indemnification shall inure to the benefit of the heirs and personal representatives of such indemnified persons.

## ARTICLE X CONFLICTS OF INTEREST

### Section 1. Transactions.

No contract or transaction between the Organization and one or more of its Directors or Officers, or between the Organization and any other corporation, partnership, association, or other organization of which one or more of its directors or officers are Directors or Officers of the Organization, or in which one or more of the Organization's Directors or Officers have a financial or other interest, shall be void or voidable solely by reason thereof, or solely because the Director or Officer is present at or participates in the meeting of the Board which authorized the contract or transaction, if:

- a) Duality of interest or possible conflict of interest on the part of any Director or Officer of the Organization is disclosed to the other members of the Board or a committee thereof either through an annual questionnaire or at a meeting at which a matter involving such duality or conflict of interest is considered or acted upon; and
- b) Any Executive Director, Board Member, or Officer having a duality of interest or possible conflict of interest on any matter refrains from voting or using his personal influence on the matter. The minutes shall reflect that a disclosure was made and the abstention from voting.

The foregoing requirements shall not be construed as preventing a Director from briefly stating her position in the matter, nor from answering pertinent questions of other members of the Board of Directors.

#### **For purposes of this Article X:**

- a) Being an employee or otherwise receiving compensation for services from, or owning less than ten percent of the equity in, or holding less than ten percent of the debt obligations owed by an entity shall not be deemed a financial interest in such entity; and

b) Members of an individual's family shall include only such individual's spouse, parents, and children.

**Section 2. Gifts.**

No Director, Officer or employee shall accept any gift, excessive entertainment, or other favor from any individual, company, or agency that does or is seeking to do business with, or is a competitor of, the Organization under circumstances from which it could be reasonably inferred that such action was intended to influence or might tend to influence the individual in the performance of his/her duties. This does not include the acceptance of items of nominal or token value which are not related to a particular transaction or activity of the Organization.

**Section 3. Disclosure.**

No Director, Officer or employee shall disclose or use any information relating to the Organization's business, acquired in the course of or as a result of his/her duties or employment with the Organization for the profit, advantage or benefit of anyone other than the Organization.

**ARTICLE XI  
FINANCE AND PROPERTY**

**Section 1. Fiscal Year.**

The fiscal year of the Organization shall be January 1 through December 31.

**Section 2. Audit.**

There shall be a regular review of bank statements by a member of the Board without check signing privileges. The accounts of the corporation shall be annually reviewed by an audit committee composed of two members of the board without check signing privileges within 120 days of the end of the fiscal year.

**Section 3. Approved Signatures.**

All checks, drafts and other orders for the payment of money shall be signed by the Treasurer, or in the absence of such a Treasurer, the President, with prior written

approval of one other Board member. All checks, drafts and other orders for the payment of money for an amount greater than Five Hundred Dollars (\$500.00) shall be signed by the Treasurer with prior written approval of the President.

#### **Section 4. Contracts and Debts.**

Contracts may be entered into or debts incurred only as directed by resolution of the Board of Directors or by its appointed delegate. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officers, the President or the Treasurer may execute the same in the name of and on behalf of the Organization.

#### **Section 5. Contributions, Gifts and Bequests.**

Contributions, gifts, and bequests may be accepted by the Organization in accordance with its policies. Unless otherwise designated by the donor or otherwise prescribed by statute or law, such gifts, bequests or contributions shall be utilized at the discretion of the Board of Directors and Executive Director.

### **ARTICLE XII AMENDMENTS**

#### **Section 1. Amendments.**

These articles may be amended, altered or repealed at any meeting of the Board of Directors at which a quorum is present or email proxi by a two-thirds (2/3) vote of the Directors present or emailed proxi and voting, provided notice of the general nature of such amendment has been mailed or electronically mailed to the Directors at least seven (7) days preceding the meeting at which they are to be acted upon.

### **ARTICLE XIII DISSOLUTION**

#### **Section 1. Dissolution.**

##### **DISTRIBUTION OF ASSETS:**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes

Klahanie School

within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose.

Adopted 10/1/19 at Board of Directors meeting

The restated articles of incorporation were correctly set forth without changing the provisions of the articles of incorporation as amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

Vashon Klahanie School Board of Directors

Alexander Graham Treasurer, Margaret Kellow Chair, Karyn Graham Vice Chair