

BY-LAWS OF THE CAMPHILL FOUNDATION

ARTICLE I - NAME AND ADDRESS

1. The name of the corporation is Camphill Foundation is incorporated in the state of PA. The office address is 285 Hungry Hollow Road, Chestnut Ridge, New York, 10977.

ARTICLE II - STATEMENT OF PRINCIPLES OF THE CAMPHILL MOVEMENT

1. The international Camphill Movement is an instrument of the Camphill Community, promoting human services through a cooperative life, social interaction, and spiritual activity, based on Anthroposophy as developed by Rudolf Steiner. Founded by Karl Koenig, Camphill works for the individual's unfolding toward community life, particularly where such individual unfolding may be threatened by disabilities. Camphill's fields of activity are chiefly in curative education and social therapy, education, training, agriculture and horticulture for and with persons who are disabled mentally, physically or socially, or otherwise in need of special care. The intention of this activity for the human being and for the earth is summarized best in the following words by Rudolf Steiner: "... in place of what brings quarrel and discord to men, there must come that which can bring the Good to earth".

Camphill applies itself to these tasks through cultural activities, social awareness and brotherly practices, the three principal activities of the whole human being who is manifest in body, soul, and spirit. Cultural pursuits of the Camphill Movement are reflected in the professional conduct of the work in specific areas for which seminars and training courses have been established and which continue to be evolved. Studies, in particular Anthroposophical studies, conferences, lectures and artistic endeavors form integral parts of these pursuits.

2. The mutual support of member for member and community for community gives expression to the understanding that each person at all times sees in the other the reason for his own work; that each person in the Camphill Movement knows himself to be, and subscribes to, working with others for the achievement of specific common goals, such as in an organized system of volunteer services; and that such community work on the one hand and gainful employment in the usual sense on the other are two separate categories which must be kept apart: so that, in applying brotherly and associative practices, the Fundamental Social Law (as formulated by Rudolf Steiner) can be realized:

In a community of human beings working together, the well-being of that community will be the greater, the less the individual claims for himself the proceeds of the work he has himself done; i.e., the more of these proceeds he makes over to his fellow workers, and the more his own requirements are satisfied, not out of his own work, but out of work done by others.

ARTICLE III- PURPOSES AND DISTRIBUTION OF FUNDS

1. The Camphill Foundation shall receive and expend funds for charitable and educational purposes to promote the moral, physical and mental wellbeing and progress of humanity. This shall be done through the support, aid, promotion and the encouragement of public and private support for people with special needs and activities connected with the organizations, non-profit corporations and associations of the Camphill Association of North America, including the Camphill Communities of North America, those communities seeking association status, as well as any other venture supported or recognized by the Foundation or Association that promotes the mission of Camphill with similar purposes and goals which include: the education, training, housing, care and work with children and adults with varying disabilities (developmental, physical, social or otherwise) and other special needs, without regard as to gender, age, race or religion in schools, training centers, workshops, farms and working communities and other premises maintained and operated in connection therewith.
2. The Camphill Foundation, with Board approval, may act as Trustee to a trust, where the beneficiary of the trust is a Camphill Community Resident, a Camphill Community itself, or the Foundation itself. The Foundation may also act in the Capacity of Trustee, where a remainder trust initially attaches to the benefit of either a Community resident, or Community itself, with the (if any) remainder benefiting the Foundation. Upon acceptance of the

position of Trustee, the Foundation will act through its President for all Trustee related responsibilities as defined by the Trust; and the President shall act with advice of the Treasurer, other members of the Executive Committee, and the Asset Management Committee as he/she shall see fit. The President of the Foundation, acting on behalf of the Foundation will enjoy all powers and responsibilities of Trustee as defined by the Trust documents. The President of the Foundation may resign as Trustee to a Trust previously approved by the Board in his/her discretion, acting in recognition of his/her Fiduciary responsibilities to both the Board and the Trust.

3. The Camphill Foundation, in furtherance of its exempt purposes, shall have the power to make gifts, loans, or grants to any foreign organization consistent with Article II, Statement of Principles of the Camphill movement (defined as a community outside the Camphill association of North America) organized and operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any gift, loan, or grant to such foreign organizations shall be subject to the following restrictions:

- (a) The making of any gift, loan, or grant, and otherwise rendering financial assistance for the purposes set forth in the Articles of Incorporation shall be within the exclusive power of the Board of Directors.

- (b) The Board of Directors shall review all requests for funds from foreign organizations, shall require that such requests specify the use to which the funds will be put, and if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantee.

- (c) The Board of Directors may require as they see fit, that the grantees furnish a periodic accounting to show that the funds were expended for the purposes, which were approved by the Board of Directors.

- (d) The Board of Directors may, in its absolute discretion, refuse to make any gift, loan, grant, or contributions or otherwise render financial assistance to or for any or all of the purposes for which the funds are requested.

4. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

6. The above provisions shall be audited and monitored to insure compliance by the audit committee. The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

7. In the event of dissolution or final liquidation of the corporation, the board of directors or trustees shall, after paying or making provisions for the payment of the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the board of directors or trustees of the corporation shall determine:

- (a) a non-profit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code: and/or

- (b) existing Camphill Communities

(c) a non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.

#### ARTICLE IV - SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, "CAMPHILL FOUNDATION, (1966)", and the words "Corporate Seal, Pennsylvania."

#### ARTICLE V - MEMBERSHIP

1. The Board of Directors shall constitute the sole membership of the Corporation.

#### ARTICLE VI - BOARD OF DIRECTORS, QUALIFICATIONS AND MEETINGS

1. The entire control and management of the corporation shall rest in the Board of Directors of not less than eleven (11). Directors shall be chosen annually by the Directors and shall serve for terms of three (3) years and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year.
2. Until new directors are designated and appointed by each appointing body in accordance with the following provisions of this Article, those directors designated earlier by the appropriate appointing body shall continue to serve as members of the Board of Directors.
3. Each Director shall be an individual of full age, who need not be a resident of Pennsylvania.
4. Directors shall be selected, as follows:
  - (a) All Directors shall be elected by a majority vote of the above constituted Board of Directors for terms of three (3) years each. Up to three consecutive terms of all directors may be served after review and upon approval of the Board of Directors.
  - (b) Further terms may be approved, upon careful review, by the Board of Directors.
  - (c) No more than half of the elected Directors shall be representatives of present Camphill communities.
  - (d) A Director elected under paragraph "(a)" above may be removed, with or without cause, by the vote of a majority of the Directors present at a regularly called meeting.
  - (e) A Director who fails to attend three (3) successive meetings of the Board, or who does not indicate adequate cause in advance, shall be deemed to have resigned unless excused for such absence by the Chairman.
  - (f) Notices of designation and appointment and notices of removal or recall shall be given promptly in writing to both the President and the Secretary of the corporation.
5. The Executive Committee shall be comprised of the Chairman, Vice Chair, President, Treasurer, and the Secretary of the board, as well as others members of the board that the Executive Committee deem necessary to carry on the functions of the committee. The committee will serve on behalf of the board at the boards' discretion. The Board has designated the Executive committee to act on its behalf on an emergency basis including the emergency distribution of foundation funds.
6. Meetings, Quorums, and Voting Responsibilities:
  - (a) Regular meetings of the Board shall be held at such times and places as the Board may determine, but not less than twice a year. A special meeting of the Board may be called by the Chairman or on the request of five (5)

Board members. Notices of all meetings shall be given by reasonable means at least seven (7) days prior thereto.

- (b) A quorum at any meeting of the Board shall consist of not less than 51% of the Board membership.
- (c) Any action which may be taken at a meeting of the Board may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by a majority of the Directors in office and shall be filed with the Secretary of the Corporation.
- (d) The annual meeting of the Directors shall be held in May of each year at a designated place, or upon five (5) days notice at such other time and place as the Directors shall determine.
- (e) Except as otherwise provided, all actions of the Board shall be by majority vote of the Directors present at any meeting.
- (f) Every member of the Board shall have the right to vote at meetings.
- (g) One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

#### ARTICLE VII - OFFICERS AND THEIR QUALIFICATIONS

1. Biannually (every two years) the Board of Directors shall elect a Chairman, Vice Chairman, President, Secretary, and Treasurer and such other officers, if any, as the Board may determine from time to time. Officers shall hold office until their successors are elected and take office. Any two (2) offices may be held by the same person, except the offices of Chairman or Secretary.
2. The Chairman shall preside at all meetings of the Board, and shall perform such other duties as may be assigned to him/her by the Board. The Chairman shall be ex officio a member of all standing committees.
3. The President will serve as the chief executive officer and shall have general and active management of the business of this corporation; s/he shall see that all orders and resolutions of the Board of Directors are carried out; s/he shall execute all bonds, mortgages, and all contracts of this corporation, affixing the corporate seal thereon; s/he shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed; s/he shall submit a report of the operations of the corporation for the fiscal year to the Board of Directors, and from time to time shall report to the Board of Directors all matters within his/her knowledge that may affect this corporation; s/he shall be ex officio a member of all standing committees.
4. The Vice-Chairman shall be vested with all the powers and shall perform all the duties of the Chairman during the absence of the latter and shall have such other duties as may, from time to time, be determined by the Board of Directors. In the event that the Chairman shall be absent at any meeting, the Vice-Chairman shall preside, and if neither are present at a meeting, then the Treasurer shall preside.
5. The Secretary shall attend all sessions of the Board of Directors and all meetings of members and act as a clerk thereof; and shall record all votes and minutes of all proceedings; shall, when required, perform a like service for all standing committees; shall send notices of all meetings to the members of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors or the Chairman under whose supervision s/he shall be, and s/he shall be the custodian of the corporate seal and of all of the books and records of this corporation, except as may be otherwise provided.
6. The Treasurer under the direction of the Board of Directors, shall have charge of the funds of this corporation and shall deposit the same in the name of this corporation in depositories designated by the Board of Directors; s/he shall pay all the vouchers or orders properly attested by the President and Secretary; and shall make a complete and accurate report of the finances of this corporation at each meeting of the Board, or at any other time upon request, to the Board of Directors.

7. In the event there shall be a vacancy in the office of an officer for any reason whatsoever, such vacancy shall be filled by the majority vote of the members of the Board at a meeting specially called for that purpose.
8. The officers shall not distribute any funds of the corporation without the approval of the Board of Directors except for emergency Provisions under article (VI.5).

#### ARTICLE VIII - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

1. The property and business of this corporation shall be managed by the Board of Directors. This will include the power to create and approve by resolution policies and procedures that govern Board activity.
2. In addition to the general powers of the Board of Directors by virtue of their office, the powers and authorities expressly given by law and by the terms of the charter of this corporation, the following specific powers are expressly conferred on the Board of Directors:

To determine who shall be authorized, on behalf of this corporation, to sign checks, receipts, contracts and other instruments; to delegate any of the powers of the Board to any committee or to any officer or agent of the corporation; to employ such persons as it may deem warranted and with such powers as the Board may see fit to grant.

3. The Board of Directors shall have the power to elect Honorary Directors of the Board whose qualities shall include outstanding service on behalf of Camphill and whose terms shall be at the discretion of the Board.
4. The Board may establish one or more committees to consist of one or more Directors to the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:
  - (a) The filling of vacancies on the Board.
  - (b) The adoption, amendment or repeal of the By-laws.
  - (c) The amendment or repeal of any resolution of the Board.
  - (d) Action on matters committed by the By-laws or by resolution of the Board to another committee of the Board.
5. Unless otherwise determined by the Board (or set out in these By-laws), the Chairman shall have the power to appoint members of all committees.

#### ARTICLE IX- LIABILITY AND INDEMNIFICATION

1. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:
  - (a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendment and successor acts thereto; and
  - (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

2. The Corporation shall indemnify any officer or Director (or employee or representative of the Corporation) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or

proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had not reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

3. Unless ordered by a court, any indemnification under section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
  - (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
  - (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
4. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
5. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director (or employee or representative) of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.
6. This Article shall not be exclusive of any other right, which the Corporation may have to indemnify any person as a matter of law.

#### ARTICLE X - ADOPTION AND AMENDMENT OF BY-LAWS

These By-Laws shall be adopted by a majority vote of the entire Board of Directors in office and may be amended, from time to time, by a majority vote of the entire Board of Directors in office. The Board of Directors shall be notified thirty days in advance of any proposed amendments to the by-laws or, may choose, as needed, to waive this provision by a majority vote. In amending the By-Laws, the Board of Directors shall adhere as far as possible to the provisions and the spirit and intent of the original By-Laws.

Finalized and approved 10/11/88  
Revised 2/14/90  
Revised 5/13/92  
Revised 5/15/98  
Revised 5/12/00  
Revised 1/20/07  
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