

BY-LAWS OF THE CAMPHILL FOUNDATION

ARTICLE I - NAME AND ADDRESS

1. The name of the corporation is Camphill Foundation, and its registered office is located at Pughtown Road, Box 290, Kimberton, PA, 19442.

ARTICLE II - 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 mentally handicapped individuals and activities connected with the organizations, non-profit corporations and associations of the Camphill Association of North America, including and specifically this Foundation, the Camphill Association of North America and the following: Camphill Village U.S.A., Inc.; Camphill Village Kimberton Hills, Inc.; Camphill Special Schools, Inc.; Triform Enterprises Ltd.; Camphill Village Minnesota, Inc.; Camphill Communities Ontario; Camphill Soltane; Camphill Communities California; and such other recognized Camphill village communities within the International Camphill Movement, and such other organizations to be organized in the future and approved by the Camphill Association of North America and the Camphill Movement (hereinafter referred to as "village communities"] with similar purposes and goals which are: the education, training, housing, care and work with mentally handicapped individuals and other people with special needs without regard as to sex, 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, in furtherance of its exempt purposes, shall have the power to make grants to a foreign Camphill organization (defined as a Camphill community outside 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 grants to such foreign Camphill organizations shall be subject to the following restrictions:
 - (a) The making of grants 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 Camphill 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 shall require 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 grants or contributions or otherwise render financial assistance to or for any or all of the purposes for which the funds are requested.
3. 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent federal tax laws.

Notwithstanding any other provision in these By-laws, 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.

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.

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) 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 III - SEAL

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

ARTICLE IV - MEMBERSHIP

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

ARTICLE V - 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 fifteen (15) in number. 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) Up to two (2) directors shall be designated and appointed by the Board of Directors of each of the respective present Camphill communities, (and, when organized and approved by the Camphill Association of North

America, each such future village community) to serve for a period of three (3) years. The presently existing Camphill village communities are as follows:

Camphill Village, U.S.A., Inc., Copake, NY;
Camphill Village Kimberton Hills, Inc., Kimberton, PA;
Camphill Special Schools, Inc., Glenmoore, PA;
Triform Enterprises Ltd., Hudson, NY;
Camphill Village Minnesota, Inc., Sauk Centre, MN;
Camphill Communities Ontario, Angus, Ontario, CANADA;
Camphill Soltane, Glenmoore, PA.
Camphill Communities California, Soquel, CA

- (b) Up to a total of two (2) directors for this Foundation shall be designated and appointed by the Presidents from the chapters of the Friends of the Camphill Movement for terms of three (3) years each, as appropriate and needed.
 - (c) A total of one (1) director for this Foundation shall be designated by the Camphill Association and approved by the Foundation for a term of three (3) years. This director may also serve as a representative from another Camphill organization as appropriate and needed.
 - (d) Not less than three (3) nor more than thirteen (13) members at large 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.
 - (e) Further terms may be approved, upon careful review, by the Board of Directors.
 - (f) Of the two (2) Directors designated and appointed by each of the aforementioned Camphill communities, one shall be a co-worker residing therein and the other shall be a relative or guardian of a handicapped person residing at the appointing village community or a member of the Board of Directors or other governing body of the appointing village community. Upon the request of the "board of directors" or other governing body of any such village community, the Board of Directors of this Foundation may, by majority vote, waive any or all of the foregoing requirements. Each community appointing members to the Board of Directors shall have the right to designate an alternate member for each of its designees, which alternate members shall have the right to attend meetings and exercise all rights and privileges as Directors in the event that the designated member is unable to attend.
 - (g) A Director appointed by a community may be recalled by the community which appointed him or her and in the case of a Director appointed by the President(s) of the chapter(s) of the Friends of the Camphill Movement he or she may be recalled by the then President of that organization. A recalled person shall cease to be a Director.
 - (h) A Director elected under paragraph "(d)" above may be removed, with or without cause, by the vote of a majority of the Directors present at a regularly called meeting.
 - (i) In the event of a vacancy in the Board, whether caused by death, resignation, disability, removal or recall, the vacancy shall be filled by the community which appointed him or her, or in the case of one appointed by the said Presidents of the chapters of the Friends of the Camphill Movement, by its then Presidents, or in the case of one elected by the Board itself, by the Board.
 - (j) 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 President.
 - (k) 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. (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 President or on the request of five (5) Board members. Notices of all meetings shall be given by mail, telephone, fax or telegraph at least seven (7) days prior thereto.
- (b) A quorum at any meeting of the Board shall consist of not less than seven (7) members of the board.
 - (c) Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all 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 VI - OFFICERS AND THEIR QUALIFICATIONS

1. Biannually (every two years) the Board of Directors shall elect a President, a Vice-President, a Secretary, a 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 President or Secretary.
2. The President 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 President shall be the chief executive officer. S/He 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 and shall have the powers and duties and management usually invested in the office of President in a corporation; s/he shall appoint all committees except as herein otherwise provided.
3. The Vice-President shall be vested with all the powers and shall perform all the duties of the President 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 President shall be absent at any meeting, the Vice President shall preside, and if neither are present at a meeting, then the Treasurer shall preside.
4. The Secretary or Assistant 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 in a book to be kept for that purpose; 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 President 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.
5. The Treasurer or Assistant 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.
6. 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.
7. The officers shall not distribute any funds of the corporation without the approval of the Board of Directors.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

1. The property and business of this corporation shall be managed by the Board of Directors.
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 President shall appoint members of all committees.

ARTICLE VIII - BOARD OF TRUSTEES

1. The Board of Directors shall be advised and assisted in its control and management of the business and property of the corporation by a Board of Trustees of not fewer than five (5) and not more than nineteen (19) members.
2. The Board of Directors may waive any or all of the requirements as outlined in Article VIII.
3. Appointment as a member of the Board of Trustees shall be by majority vote of a quorum of the Board of Directors at any regular meeting or special meeting called for that purpose, and such appointment shall be for a period of three (3) years, subject to earlier termination by the Board of Directors for cause shown. Additionally, the Board of Directors may declare vacant the office of any Trustee who is absent for three (3) successive Trustees' meeting for reasons other than illness.
4. Membership in the Board of Trustees shall be granted only to persons who are nominated, seconded and elected by the Board of Directors, and shall be granted to persons who have distinguished themselves in the Arts and Sciences, Education, Government, Learned Professions and the business community and have, in addition, demonstrated their commitment to the charitable service and educational purposes of the Camphill Foundation and their appreciation of the spirit and ideals of the Camphill Movement.
5. Regular meetings of the Board of Trustees shall be held at such times and places the Board of Trustees shall determine, but not less than twice each year; at least one meeting each year shall be conducted at the premises of one of the Camphill establishments regularly supported by this Foundation. The Board of Directors may waive this requirement as needed.
6. The purpose for the formation of this Board is to make available to the Board of Directors a distinguished panel of members capable of rendering advice and assistance in: the management and control of the affairs of the corporation, in the establishment of policy for this corporation, in marshalling public support, financial and otherwise, for the work of the Camphill Movement in North America, the scope, nature and types of services available and the methodology of the Camphill Movement.
7. All business of the Board of Trustees shall be transacted at any meeting thereof by a majority vote of those members present.
8. The officers of the Board of Trustees shall consist of a Chairman, Vice-Chairman and Recorder, each of whom shall serve for a one (1) year term and until their successors are chosen. The first officers shall be appointed by the Board of Directors, and upon completion of their terms, successors shall be chosen for like terms by majority vote of the Board of Trustees. Additional officers, standing and special committees, may be appointed as the Board of Trustees, by majority vote, shall determine are necessary from time to time. Members of the Board of Trustees shall adopt such rules of protocol and procedure as are standard and appropriate.

9. At the conclusion of each meeting of the Board of Trustees, any recommendations thereof shall be incorporated into a written report, and shall be immediately transmitted to the Board of Directors, which shall, at its next meeting, consider all such recommendations, give weight to same, and act upon those such recommendations as are approved by vote of a majority of the Board of Directors as are present at the meeting to which such recommendations are made. In the event that the Board of Trustees recommends appointment of a member thereto, such recommendation shall be considered and acted upon by the Board of Directors in filling the next available vacancy for the Board of Trustees.
10. The Board of Trustees shall have the power through its Chairperson, to appoint such Committees as are deemed necessary for the carrying out of its functions. Each of the officers of the Board of Directors and the Executive Director of the corporation shall be deemed an ex officio member of the Board of Trustees and shall have the right to attend all meetings and to receive any and all notices furnished to members thereof. Persons may serve as members of both the Board of Directors and the Board of Trustees, and in such dual capacities may act as liaison between the two groups.
11. The Board of Trustees shall make recommendations regarding disbursement of funds to the Board of Directors; it shall not receive or disburse funds for the purposes of this corporation or otherwise.

In the event that the Board of Trustees shall have any requirement for funds in fulfilling its public information, fund-raising and other purposes, all financial transactions shall be conducted through the Board of Directors, upon majority vote of the members of said Board in response to appropriate written request..

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