

Bylaws of The School of Living



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Preamble to the By-Laws

Since no formal structure can adequately define and implement the generative spirit of an organization, this Preamble affirms that the fundamental values of the School of Living, as defined in its Charter, shall be primarily a guide to interpretation of the specific provisions of the By Laws, and that in daily operation, the School of Living shall conduct its affairs in constant accord with the following basic principles.

DEVOTION TO EDUCATION

The School of Living is primarily devoted to education, a process which implies a definition of the basic problems of humankind and study and experience designed to understand and address these problems in a context in which learners, members, and staff are continually engaged in mutual and self-education, without regard to credentials or other extrinsic rewards.

EGALITARIANISM

Titles and offices within the School indicate differentiation of function and of responsibility, not of power of groups or individuals over one another. All activities and processes within the School shall be as widely participatory and consultative as possible, decentralizing authority and eliminating hierarchy.

CONSENSUS: A Process of Caring

All decisions will be made by consensus, but that means much more than a limitation of action to occasions of total agreement. Rather, consensus is a process of reference and caring for one another, with full respect for individual differences and the achievement of unity in decisions which reflect the relationships of individuals to one another and to the issue at hand.

METHODS of HUMANE GROUP PROCESS

To achieve consensus and egalitarianism, there shall be continual effort to maintain open and participatory communication by methods of humane group process, such as broadening the availability of essential information, guaranteeing that each individual has a chance to be heard, and is respected, regardless of age, sex, position, race or temperament. Meetings shall be open, well-announced, and realistic in scope and function, and provide ample opportunities for response and consideration of alternatives. Teams of individuals performing specific tasks shall seek a broad base of input of information and opinion and make their records and reports open and public. Personal blocks to communication and egalitarian participation such as aggressiveness or shyness shall be recognized and dealt with to facilitate group process, and all possible means explored to foster self and mutual respect in consensual action toward the School's stated objectives.

RESPONSIBLE STEWARDSHIP

All resources of the School, including its accumulated talents and energies and possessions, but most specifically the land it holds in trust, are held by the School in responsible stewardship for public use and achievement of the purposes of the School. It is the intent of the School to remove such resources from the speculative marketplace, to keep them enduringly available and managed in such a way that will not limit their value for others in the future, will perpetuate the spirit of human stewardship of land and other resources, and contribute to education goals and the general aims of a decentralized, ecologically-sound, participatively-governed and humane society.

Devotion to Social Justice

In order to fulfill its primary purpose to assist adults in the study and use of the accumulated wisdom of humankind, the School of Living, through its educational programs and activities, shall include the experiences of all people. SOL shall honor the lived experience of the historically and currently oppressed as a necessary source of wisdom to guide the work of collective liberation. SOL shall learn and practice restorative justice, decolonization and other processes that support the creation of a more socially just and sustainable world.

Approved by consensus of the Board on April 27, 2019.

Bylaws of The School of Living

Article I: Name

The name of the corporation shall be The School of Living, hereinafter referred to as “the School”.

Article II: Purpose

The purposes of the School are as defined in the article of Incorporation of the School of Living filed July 5, 1954, and as amended August 30, 1959, and October 11, 1959, in the State of Ohio.

Article III: Office

The office of the School shall be at such place as the Board of Trustees shall designate from time to time.

Article IV: Fiscal Year

The fiscal year of the School shall be from January 1st to December 31st.

Article V: Membership

Members are those who contribute six dollars or more annually to the School of Living, and who are accepted at a member's meeting. The Board of trustees in consultation with the Membership and Election Committee may establish additional criteria for new membership from time to time.

- A. **Membership privileges.** of each member shall include: 1) vote at all meetings of the members and the right to: 2) serve on committees if appointed; and 3) serve as officers if selected; and 4) nominate eligible candidates for the Board of Trustees; and 5) elect Trustees at the annual meeting; and 6) approve or disapprove committee members appointed by the board of Trustees, and have 7) such other privileges as the Board of Trustees may establish from time to time.
- B. **Sustaining members and supporting members** of the school may be established from time to time by the Board of Trustees at its own discretion, and such members shall have the same rights and privileges as all other members.
- C. **The rights of members** of the school to absolute freedom of religion, politics, association, expression, production, and exchange shall never be abridged or impaired by the group, except insofar as the freedom of individual members conflicts with the rights of other members. In all its dealings, the school, and/or its duly authorized agents, shall not discriminate against individuals for reasons of sex, race, creed, color, age, class, culture, or national origin.

Article VI: Members' Meetings

- A. **The annual meeting** of the total membership shall be held as near to the Spring Equinox as practicable. Notice shall be sent by pre-paid mail to all members of the School not less than 21 days in advance of the annual meeting, stating when and where it shall take place, and shall include a notice of business to be voted upon at the meeting. All matters except Amendments, election of Trustees, and recall of Trustees, officers, or committee members will be decided by a 60% majority.

- B. **Special meeting** may be called by the Board of Trustees or by a written demand addressed to the clerk, of 10% of the members of the School. Notice shall be the same as for the annual meetings.
- C. **A quorum** shall consist of at least 12 members at any duly-called meeting.
- D. Neither **voting by proxy** nor cumulative voting shall be permitted.
- E. **Minutes** will be taken at each and every meeting of the membership, and will be accessible to each and every member.
- F. **Membership meetings** shall have the following order: a moment of silence, followed by
 - 1) call to order;
 - 2) accept new members as submitted by the Membership and Election Committee;
 - 3) reading of the minutes of the last meeting;
 - 4) approval of minutes;
 - 5) reports from the Treasurer, Audit Committee, each and every standing committee, the Board of Trustees;
 - 6) approval or disapproval of committee appointments;
 - 7) old business;
 - 8) new business;
 - 9) election of Trustees;
 - 10) adjournment.

Article VII: Board of Trustees

- A. The general management of the policy and property of the School shall be vested in a Board of nine Trustees, who must be members at the time of their election.
- B. Members of the Board of Trustees shall be elected at the annual meeting. Each trustee shall be elected for a term of three years, and shall serve until the expiration of any term to which s-he is elected.
- C. To insure continuity of the Board, three Trustees shall be elected each year. Of these three, not more than two nor fewer than one must be, at the time of election, a resident on land owned by the school. If at least two such residents were not nominated for the Board, then the Land Committee may submit enough nominations to ensure that at least two nominees are either such residents or person(s) nominated by the Land Committee. If there are not at least two such nominees, then the above ration of 'not more than two or fewer than one' will not be applied and the election should proceed.
- D. The Membership and Election Committee shall establish and monitor an election procedure to ensure that the Board composition, as defined in 'C' above, is adhered to.
- E. If a vacancy should occur; the Board is empowered to select a replacement Board member, subject to approval by the general membership at the next meeting of members.
- F. Trustees may be removed from the Board for missing three consecutive meetings of the Board, or by recall at a general membership meeting.
- G. The Board of Trustees shall hold regular meetings at stated times, such as it may determine.

- H. Board members are to serve without monetary compensation, except for expenses incurred by the necessary performance of their duties, such as traveling expenses or postage, when authorized by the Executive Committee or the Board.
- I. No officer, agent, or employee of the School shall have any power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its land and other real or personal property, except within the scope and to the extent of the authority delegated by resolution of the Board of Trustees.
- J. The Board may establish whatever tasks, procedures, and policies it shall deem wise or necessary for administering the purposes and duties of its trusteeship, which are not otherwise forbidden in these by-laws.
- K. The Board may delegate whatever tasks and responsibilities it deems necessary or wise. Yet the Board must always retain the ultimate responsibility to the members of the School for the activity and well-being of the School.
- L. Certain standing committees have been provided for by these by-laws, and the Board of Trustees shall delegate to these committees the functions which have been ascribed to them.
- M. The Board may establish a decision-making process for extraordinary decisions between meetings, provided such interim decisions are confirmed at the next Board Meeting, and entered into the minutes; however, such decisions shall not include divestitures of land.
- N. Special meetings may be called by any Board members provided notification is given to all other members at least ten days in advance of the meeting.
- O. The Board of Trustees may recall any officer or committee member.

Article VIII: Board of Trustees' Meetings

- A. All meetings of the Board shall be open for any member to attend and voice an opinion.
- B. Two-thirds of the members of the Board of Trustees shall constitute a quorum. No proxy voting shall be permitted.
- C. Complete and accurate records of all Board proceedings shall be compiled and maintained by the Clerk of the Board and shall be open and accessible to any member.
- D. The Board of Trustees shall meet immediately after the annual Meeting to select members of the Board to fill the following positions: Clerk, Treasurer, Convener, Assistant Convener, and President. The President may either be chosen from the Board of Trustees or from the membership at large.
- E. Any three of these provided for in 'D' may serve as the Executive Committee upon such designation from the Board.
- F. Suggested order of meeting:
 - 1) call to order;
 - 2) moment of silence
 - 3) reading of last minutes;
 - 4) approval or amendment of minutes;
 - 5) committee reports when appropriate;
 - 6) old business;
 - 7) new business;

- 8) election of Officers or appointments, if any;
- 9) adjournment.

Article IX: Decision-Making Process

- A. All decisions by the Board shall be made by consensus as defined below; an effort shall be made to reach unanimous agreement by all Board members present. Under no circumstances may any matter be decided upon when fewer than five Trustees shall vote in its favor. If one of the members at the meeting shall dissent on any matter, such matter shall be referred to a meeting to be held in not less than one week, and if at the next meeting there is still only one dissenting vote, the matter shall automatically pass, providing there were at least five votes in its favor at either meeting.
- B. An exception to the above decision-making process shall be when the Board is considering the sale of land or other real property, or other exceptions as may be provided for in these by-laws. The sale of any land or other real property of the School shall require the unanimous consent of all members of the Board of trustees and the Land Committee.

Article X: Advisory Board

- A. The Board of Trustees shall establish an advisory Board which shall have no fixed term of service, and shall be appointed by the Board of Trustees.
- B. The Advisory Board shall advise the School on all matters which are thought proper and necessary. Any member of the Advisory Board, individually or collectively, shall have complete access to all meetings, records, and archives of the School. The Advisory Board shall by resolution determine its own procedures.
- C. No participant on the advisory Board shall receive a salary for such participation. However, the executive Committee may authorize payment of expenses for such participation. Nothing herein shall be construed to preclude any participant from serving the School in any other capacity, and receiving compensation therefor. Advisory Board members need not be members of the School.

Article XI: Duties of Officers

- A. **The Convener** of the Board shall preside at the meetings of the Board of Trustees and work with the Clerk and the treasurer in establishing proper procedures.
- B. **The Assistant Convener** shall assume the duties of the Convener in the latter's absence or inability to serve, and shall have such other powers as the Board may delegate.
- C. **The Clerk** shall be responsible for:
 - 1) compilation of the agenda and minutes of the Annual Meeting and of all Board Meetings;
 - 2) seeing that proper notice of all Board and Members' meetings is given;
 - 3) seeing that all records and reports are properly kept and filed by the School as required by law.
- D. **An Assistant Clerk** may be appointed by the Board of Trustees to work under the direction of the Clerk or in the absence of the Clerk. The Assistant Clerk need not be a member of the

Board of Trustees.

- E. **An Assistant Treasurer** may be appointed by the Board of Trustees to work under the direction of the Treasurer, or in the absence of the Treasurer. The Assistant Treasurer need not be a member of the board of Trustees.
- F. **The President** shall:
 - 1) be the general coordinator of the School;
 - 2) shall preside at all members' meetings;
 - 3) shall sign all documents in the name of the School;
 - 4) serve on both the Educational Committee and the Administrative Committee;
 - 5) be an ex-officio member of the other committees;
 - 6) have other powers as the Board may delegate.
- G. **The term of office** of all officers except the President shall be one year, and the term of office of the President shall be one year or longer at the discretion of the Board of Trustees.
- H. Upon **expiration or resignation** of his/her term of office, each officer shall deliver within seven days to his/her successor such books and records used in the work of the office.

Article XII: Committees [General Provisions]

- A. Committee members shall be appointed by the Board of Trustees and subject to the approval or challenge by vote of the membership at any meeting.
- B. Committee members shall serve for a term of two years, and may be re-appointed.
- C. Committee members may be nominated or recommended by any member of the School.
- D. There shall be seven standing committees: Education, Administration, Publications, Membership and Elections, Land Finance, and Audit. Ad-hoc committees may come into existence through appointment by the Board of Trustees or by appointment by a standing committee as a sub-committee of that committee, and shall be subject to the same guidelines as standing committees as stated in these by-laws.
- E. Less than 50% of the members of the Land Committee shall be residents on land held by the School at the time of their appointment.
- F. Each committee is free to determine the frequency of its meetings, select its own officers, appoint its own subcommittees, and in general, shape its own policy guidelines for conducting its affairs, providing that in so doing they are in adherence with the purposes and philosophy of the School and these by-laws.
- G. Each committee shall have at least three members.
- H. Meetings may be called by the committee coordinator, if there is a coordinator, or by two members of the committee upon notification to those remaining members, ten days in advance of the meeting.
- I. Committee meetings shall be open to members of the School who wish to participate.
- J. All committees shall be responsible to the Board of Trustees which in turn is answerable to the Membership. All Committees shall make a report, including an evaluation of their own functioning, with recommendations for the coming year, at least annually to the Board of Trustees.

Article XIII: Standing Committees

A. The Education Committee shall have the following purposes and functions:

- 1) to carry out the educational function of the school, which includes, but is not limited to, the planning, publicizing, organizing and conducting of seminars, workshops, conferences, and classes in the philosophy and practice of decentralized living as defined in the Articles of Incorporation;
- 2) to establish and maintain demonstration centers for the purpose of practical demonstration of the principles of the School;
- 3) to recruit and recommend to the Administrative Committee a staff and faculty for the purpose of conducting the above affairs of the School;
- 4) The Education Committee shall work with the Board of Trustees to determine the overall educational policy.

B. The Administration Committee shall have the following purposes and functions:

- 1) to conduct the day-to-day affairs of the School;
- 2) collect membership fees;
- 3) maintain accounts;
- 4) prepare budgets;
- 5) employ and dismiss personnel;
- 6) prepare and file necessary legal papers as from time to time may be necessary;
- 7) coordinate all the activities of the School;
- 8) assure all affairs pertaining to taxes are administered properly;
- 9) establish procedures for all of the above.

C. The Publications Committee shall have the following purposes and functions:

- 1) to edit, publish, and disseminate in print and other media any and all publications of the School;
- 2) solicit and collect subscriptions and advertisements for such publications;
- 3) set themes and encourage the contributions of articles, artwork, and other material for School publications;
- 4) in conjunction with the Board of Trustees, establish and review editorial policy.

D. The Membership and Election Committee shall have the following purposes:

- 1) to recruit members of the School;
- 2) to keep a roll of members and certify who shall be eligible to vote and enjoy other membership privileges;
- 3) to establish with the Board membership policy, criteria, and procedure;
- 4) to set up nomination and election procedure;
- 5) to promote good relations between the members and the School;
- 6) to conduct elections in accordance with the provisions of these by-laws.

E. The Finance Committee shall have the following purposes and functions:

- 1) to solicit grants, gifts, and other contributions to the School;
- 2) plan and carry out endowment campaigns on behalf of the School;
- 3) work with and assist the administration committee in the preparation of the budget;
- 4) review and pass upon the feasibility of any extraordinary programs that may be proposed from time to time which may result in financial stress to the School.

F. The Land Committee shall have the following purposes and functions:

- 1) to sponsor and promote land reform and to provide information to the public on issues dealing with land ownership, land taxation, land use, and land abuse, all in accordance with decentralist principles (including site-value taxation) as far as is practicable;
- 2) encourage sound ecological use of the land;
- 3) encourage and assist the poor and disadvantaged to locate on 'community land trust' land;
- 4) administer land held, leased, rented or owned by the School. This shall include the following:
 - a) enforcing lease provisions;
 - b) recommending changes for renewal of leases;
 - c) recommending terms and conditions for the granting of new leases;
 - d) being responsible for all matters pertaining to the termination of leases;
 - e) regulating all transfers of a lessee's interest in either land or improvements, including such transfers as by sale, assignment, mortgage, gift, sublease, or any other means, for the sole purpose of looking for evidence of financial speculation on the land, the committee being bound to prohibit strictly any such speculation on land;
 - f) supervising the receipt of lease fees, taxes, and other monies;
 - g) establishing as needed separate accounts for the purpose of "f" and for the acquisition of additional lands);
- 5) protect all legitimate use-rights of each leaseholder;
- 6) negotiate for the acquisition of additional land by the school, but final approval of such negotiations shall rest with the Board of Trustees;
- 7) act as a mediator upon request in efforts to reconcile disputes and grievances of any persons living on or using School land:
- 8) abide by the provisions of compulsory arbitration as provided in each lease agreement in disputes involving the School and leases;
- 9) investigate the land use and make policy recommendations therefore;
- 10) find people to use School land when it is appropriate to do so;
- 11) make an accounting to the Board of trustees at least once a year or more often if it is thought necessary, of all monies, transactions, agreements, contracts, minutes of meetings, etc., that shall have transpired since the last accounting was made;
- 12) inspect each piece of land at least once a year, but never to enter into a structure without the resident's consent;
- 13) to work with other committees of the School to carry out these objectives;
- 14) except under extraordinary circumstances, it is not within the purposes of the School to sell land;
- 15) if after at least one year of operation, the Land Committee shall decide it wise and necessary, it shall have the power, by unanimous consensus of its members, to incorporate. If it chooses to incorporate, it shall submit proposed articles of incorporation and by-laws to the Board of Trustees, which then may approve the formation of it as a new corporation. It shall be empowered at that time to elect its own Trustees, provide for its own general membership, and it may become a land-holding entity to achieve the goals of the School of Living.

Article XIV: Recall of Trustees, Committee Members, or Officers

An Officer, Trustee, or Committee Member may be recalled at any meeting of the membership by 70% vote of the members present.

Article XV: Amendments

Upon written notice of the proposed changes to members, any of the provisions of these by-laws may be amended, altered, or replaced by a 70% vote of the general membership in attendance at a meeting, plus the consensus of all Trustees at any meeting.

Article XVI: Local Schools of Living

Any group of persons who wish to become a local School of Living may be chartered by meeting conditions established by the Board of Trustees.

Article XVII: Seal

The Seal of the School shall be a design determined by the board of Trustees.

Article XVIII: Dissolution

Upon dissolution of the School, for any cause whatsoever, all assets must be used in the following way and in accordance with Section 501©3 of the Internal Revenue code:

- 1) all obligations and liabilities shall be paid and discharged first with cash or securities, then with personal property, next from buildings and improvements the School has an interest in, and only after all other resources have been exhausted, with interests it has in land;
- 2) after the discharge and payment of its obligations and liabilities, any interests the school has in land shall be transferred and conveyed to an institution which the Board, in its sound discretion, believes will hold such land in accord with the provisions of Article XIII, Section F;
- 3) all other assets remaining shall be transformed, conveyed, delivered, and paid over to the same or another such institution upon such terms and conditions and in such amounts and proportions as the Trustees shall determine.