

**BY-LAWS
OF
THE WOODLAND SCHOOL, INC.**

Section 1. *Name*

The name of this corporation is The Woodland School, Inc., a non-profit association organized under the laws of the Commonwealth of Virginia, and is referred to in these By-Laws as “the School.”

Section 2. *Trustees*

The affairs and business of the School shall be managed by a Board of Trustees as that Board is constituted from time to time (the “Board”). The Board shall have at least two independent Trustees, one Ex Officio Trustee, and no more than seven Trustees in total. Other than the initial Trustees appointed by the Articles of Incorporation, Trustees shall be appointed by majority vote of the Board of Trustees. An Independent Trustee is a Trustee who is not employed by the School, whose spouse is not employed by the School, and who neither receives compensation from the School, nor has a spouse who receives compensation from the School, other than reimbursement for approved expenses. No individual may serve as a Trustee while his or her spouse or domestic partner is serving as a Trustee. The Program Director shall serve as a voting ex-officio member of the Board of Trustees.

Each Trustee shall serve a one-year term and shall continue to serve until resignation, removal, or until a successor has been appointed. A Trustee may be removed prior to the end of his/her term by the Board of Trustees in extraordinary circumstances (which include, but are not limited to, non-attendance at meetings, conflicts of interest or confidentiality issues). Removal of a Trustee may be undertaken only at a meeting called for the purpose of removing said Trustee. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Trustee, and the trustee is removed by the affirmative vote of two-thirds of the remaining trustees.

Section 3. *Fiscal Year*

The Fiscal Year of the School shall end on June 30th.

Section 4. *Annual Meeting*

The annual meeting of the Board shall be held on a day duly designated by the Board.

Section 5. *Special Meetings*

Special meetings of the Board may be called at any time for any purpose or purposes by the Chair or a majority of the Board. Such request shall state the purpose or purposes of the meeting.

Business transacted at all special meetings of the Board shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 6. *Place of Meetings*

All meetings of the Board shall be held at the principal office of the School or elsewhere in the Amherst, Virginia area as designated by the Board.

Section 7. *Notice of Meetings*

Notice of the time and place of all meetings of the Board of Trustees, regular and special, shall be delivered to each Trustee at least three days before the time fixed for the meeting. A Trustee may, by suitable writing, waive notice of any meeting. A Trustee's attendance at or participation in a meeting waives any required notice unless the Trustee at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or transacting business at the meeting.

Section 8. *Quorum*

The presence of a majority of the Board entitled to vote thereat shall constitute a quorum at all meetings of the Board, except as otherwise provided by law, the Articles of Incorporation, or these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Trustees present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 9. *Conduct of Meetings*

Meetings of the Board shall be presided over by the Chair, or if he or she is not present, by a chair to be elected at the meeting. If the Secretary of the School is not present, the Chair may appoint a person to act as Secretary of the meeting. Meetings may be conducted by telephone, video conferencing, or similar means by which all Trustees participating are in simultaneous communication with each other.

Section 10. *Voting*

At all meetings of the Board, every Trustee entitled to vote thereat shall have one (1) vote. All elections shall be had and all questions shall be decided by a majority of the votes cast at a

duly constituted meeting, except as otherwise provided by law, the Articles of Incorporation, or these By-Laws.

Action may be taken by unanimous written consent, including electronic signatures or electronic communications permitted under applicable law, signed or approved by all Trustees.

Section 11. *General Powers*

The property and business of the School shall be managed under the direction of the Board, which management may be fully or partially delegated to the Program Director per the terms of his or her employment agreement.

Section 12. *Officers, Election and Tenure*

The officers of the School shall be a Chair of the Board of Trustees, a Secretary, and a Treasurer. Officers must be Trustees. The Chair may only hold one office. One person may hold up to two of the offices of Vice Chair, Secretary, or Treasurer, so long as there are always at least three individuals serving as officers. All officers shall be approved by the Board of Trustees at the Annual Meeting. Terms for Chair and Vice Chair shall be two years. Vacancies may be filled at any time by the nomination and approval of an officer who shall fill the remainder of the term of the original officer. A Trustee may become Chair after serving at least one year on the Board. A Chair may serve consecutive two-year terms. In the event of a succession issue, a leadership term may be extended an additional year.

Any officer may be removed, prior to the end of his or her term, by the Trustees then serving whenever in their judgment the best interests of the School would be served thereby.

The same individual may hold more than one office, except that the positions of Chair and Treasurer shall be held independently. An individual who holds more than one office in the School may act in more than one capacity to execute, acknowledge, or verify any instrument required to be executed, acknowledged or verified by more than one officer.

In the event that any office other than an office required by law shall not be filled by the Board, or once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in an agreement duly authorized by the Board, all officers and agents of the School shall be subject to removal at any time by the affirmative vote of a majority of the Board entitled to vote, and all officers, agents, and employees shall hold office at the discretion of the Board or of the officers appointing them.

Section 13. *Powers and Duties of the Chair*

The office of Chair may be held by one person, or by two Co-Chairs. All references to Chair in these By-Laws are meant to apply equally to Co-Chairs. The Chair of the Board shall serve as president and chief officer of the corporation and shall preside at all meetings of the Board of Trustees. The Chair may sign, with the Program Director, or Secretary, or Treasurer or any other proper agent or office of the School authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed.

Section 14. *Powers and Duties of the Secretary*

The Secretary shall give, or cause to be given, notice of all meetings of the Board and all other notices required by law or by these By-Laws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chair, or by the Board, upon whose written request the meeting is called as provided by these By-Laws. The Secretary shall record all the proceedings of the meetings of the Board in books provided for that purpose and shall perform such other duties as may be assigned to him or her by the Chair or by the Board of Trustees.

Section 15. *Powers and Duties of the Treasurer*

The Treasurer shall have custody of all the funds and securities of the School, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the School. He or she shall deposit all moneys and other valuables in the name and to the credit of the School in such depository or depositories as may be designated by the Board.

The Treasurer shall disburse the funds of the School as may be ordered by the Board, taking proper vouchers for such disbursements. He or she shall render to the Chair and the Board, whenever either so requests, an account of all his or her transactions as Treasurer and of the financial condition of the School.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board and the Chair.

Section 16. *Powers and Duties of the Vice-Chair*

The Board may appoint a Vice Chair. In the Chair's absence, the Vice Chair fills all roles of the Chair.

Section 17. *Bank Accounts*

Such officers or agents of the School as from time to time shall be designated by the Board shall have authority to deposit any funds of the School in such banks or trust companies as shall from time to time be designated by the Board, and such officers or agents as from time to time

shall be authorized by the Board may withdraw any or all of the funds of the School so deposited in any bank or trust company, upon checks, drafts, or other instruments or orders for payment of money, drawn against the account or in the name or on behalf of the School, and made signed by such officers or agents; and each bank or trust company with which funds of the School are so deposited is authorized to accept, honor, cash, and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board until written notice of the revocation of the authority of such officers or agents by the Board shall have been received by such bank or trust company. There, from time to time, shall be certified to the banks or trust companies in which funds of the School are deposited, the signatures of the officers or agents of the School so authorized to draw against the same. In the event that the Board shall fail to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts, and other instruments or orders for the payment of money shall be signed by the Chair and countersigned by the Treasurer of the School.

Section 19. *Loans*

Such officers or agents of this School as from time to time shall be designated by the Board shall have authority to effect loans, advances, or other forms of credit at any time for the School from such banks, trust companies, institutions, corporation, firms, or persons as the Board, from time to time, shall designate, and as security for the prepayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights, and interests of any kind in or to stock or bonds, certificates of such rights or interests, deposits, accounts documents covering merchandise, bills and accounts receivable, and other commercial paper and evidences of debt at any time held by the School; and for such loans, advances, or other forms of credit to make, execute, and deliver one or more notes, acceptances, or written obligations of the School on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms, or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the School, and to that end to endorse, transfer, and deliver the same; provided, however, that no officer or agent of the School shall effect any loan, advance, or credit for the School without the affirmative vote of a majority of the members of the Board of Trustees of the School. There, from time to time, shall be certified to each bank, trust company, institution, foundation, firm, or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, foundation, firm, or person is authorized to rely upon such certification until written notice of the revocation by the Board of Trustees of the authority of such officers or agents shall be delivered to such bank, trust company, institution, foundation, firm or person.

Section 20. *Indemnification*

The School shall indemnify and advance expenses to a Trustee or officer of the School in

connection with a proceeding to the fullest extent permitted by law. With respect to an employee or agent, other than a Trustee or officer, of the School, the School may, as determined by the Board, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by law. No indemnification shall be paid under this section if such payment would result in a penalty or other violation under the Internal Revenue Code of 1986.

Section 21. Conflict of Interest

Any Trustee, staff member, or officer who has a financial or personal interest in a matter before the Board shall disclose the nature of the conflict prior to discussion or voting. The affected Trustee shall abstain from voting on the matter unless otherwise permitted by applicable law. The Board of Trustees will adopt a Conflict of Interest Policy, which is to be reviewed and signed by all Trustees annually.

Section 22. Committees

The Board may establish committees and appoint Trustees or other individuals to serve on such committees as it determines appropriate. Committees shall have such authority as delegated by the Board.

Section 23. *Anti-discrimination*

It shall be the policy of the Board of Trustees and the School not to discriminate in admissions and hiring practices in violation of the law.

Section 24. *Amendments*

The By-Laws of the School may be amended or revised by the Board by the affirmative vote of a majority of the Trustees present at the annual meeting or at any regular or special meeting, provided that the notice of any such meeting contains a summary of the proposed amendment or amendments.

Adopted by unanimous consent of the Board of Trustees of The Woodland School, Inc. on the 29th day of June, 2026.

ATTEST: _____

Title: Secretary for the Organizational Meeting