

July 13, 2023

**BYLAWS
for the
ELLENSBURG SCHOOL DISTRICT EDUCATION FOUNDATION**

**ARTICLE I
*PURPOSE***

The purposes of the Ellensburg School District Education Foundation are to:

- (1) promote educational programs for the Ellensburg School District No. 401, Ellensburg, Washington;
- (2) provide a committee to review program ideas and to make grants to the schools, departments, staff, individual students and student groups in furtherance of the purposes of the Ellensburg School District;
- (3) raise funds to meet the above objectives through donations from individuals, corporations and foundations as well as a through sponsorship of fund-raising events;
- (4) act as a fiscal agent for donors who wish to sponsor projects, grants, and scholarships for the schools, staff, and students;
- (5) establish endowment funds on such terms and conditions as established by the Board of Directors of the Ellensburg School District Education Foundation and as reflected, as needed, by these Bylaws, as amended from time to time; and
- (6) engage in all other lawful endeavors of a non-profit corporation.

**ARTICLE II
*MEMBERS***

Section 1: CLASSES. There shall be a voting Board of Directors of not less than five (5) nor more than fifteen (15) in number; and an unlimited non-voting membership of Foundation Associates.

Section 2: FOUNDATION ASSOCIATES. From time to time, the Board of Directors may, by majority vote, admit to membership as Foundation Associates, those individuals; parent and booster groups, organizations and school-affiliated groups who are interested in the objectives and purposes of this Foundation. The Board of Directors shall determine qualifications for such membership. The Board of Directors shall arrange for meetings and programs for the particular purpose of acquainting the Foundation Associates with the affairs of the Foundation as well as naming select Foundation Associates to act in an ad hoc advisory capacity to the Board of Directors as needed.

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Section 3: TERMINATION OF MEMBERSHIP. Membership in the Foundation may be terminated for any action by a member or group that is deemed by the Board of Directors to be detrimental to the best interest of the Foundation, or for failure to actively support corporate purposes, or to actively participate in corporate activities. Removal for such reasons shall require a two-thirds vote of a quorum of the Board.

ARTICLE III

DIRECTORS

Section 1: POWERS AND DUTIES. All corporate powers of the Foundation Shall be exercised by or under the authority of the Board of Directors.

Section 2: DIRECTORS AND QUALIFICATIONS. The Board of Directors shall include the Superintendent of the Ellensburg School District, and a school board liaison who may represent the Ellensburg School District Board of Directors. The school board liaison shall serve in an ex officio capacity with no voting privileges. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent or reducing the number of Directors to less than five (5). Not more than twenty-five percent (25%) of the total number of Directors at any point in time shall be employed by the Ellensburg School District.

Section 3: REMOVAL. The Board of Directors, by a two-thirds vote of a quorum of the Board, may, at a meeting expressly called for that purpose, and after due notice to all Directors, remove any Director for misconduct, malfeasance in office, lack of participation in meeting the goals of the Foundation, or any other good cause.

Section 4: VACANCIES. Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled by a majority vote of a quorum of the Directors present at the meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 5: COMPENSATION. No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursements of reasonable expenses incurred by members in connection with his or her participation on the Board.

Section 6: TERM OF OFFICE AND ELECTION. The Superintendent shall serve during his or her respective term of office. The school board liaison shall serve as a liaison until a new liaison is appointed by the school board. Acceptance and approval of the appointed school board liaison shall remain with the Foundation Board of Directors. The remaining Directors shall serve for a term of three (3) years and until a successor is elected and qualified, as follows: one-third of the Directors shall be elected at each year at the Annual meeting by a majority vote of Directors in

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attendance. Nominations for Directors may be submitted to the Nominating Committee or by individual Board members.

ARTICLE IV
POWERS & DUTIES OF BOARD OF DIRECTORS

Section 1: ENUMERATION OF POWERS & DUTIES. In addition to all other powers granted by law, the Board of Directors shall have power and authority:

- A. To purchase or otherwise acquire, and to sell, convey, and otherwise dispose of property, rights, and privileges for the Foundation at such prices and on such terms as the Board of Directors may deem proper.
- B. To pay for such property, rights, or privileges, in whole or in part, with money or other securities of the Foundation, or by delivery of other property of the Foundation.
- C. To create, make and issue mortgages, deeds of trust, trust agreements and negotiate or transferable instruments and security, to borrow money secured by mortgages or otherwise, and to do every other act necessary to effectuate the same.
- D. To hold, operate, lease, invest, reinvest, and otherwise manage real and personal property of every kind and description.
- E. To appoint non-elective officers, agents, clerks, assistants, and other employees as it may deem necessary or proper; to ensure their duties are properly performed; to fix their duties, compensation, fringe benefits, and emoluments and to change them from time to time, and to require such security as it may be deemed proper. To select, discharge, and suspend such unelected persons and employees.
- F. To determine by whom and in what manner the Foundation's bills, notes, receipts, acceptances, endorsement, checks, releases, contracts, or other documents shall be signed and to confer and delegate such power.
- G. To select one or more banks to act as depositor of the funds of the Foundation and to determine the manner of receiving, depositing, and disbursing the funds of the Foundation.
- H. To determine the policies of the Foundation and to make such rules and regulations as may be deemed necessary for the government and guidance of the officers, employees, and members of the Foundation, consistent with the laws of the State of Washington, the Articles of Incorporation, and these Bylaws.

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Provided, however, that nothing in the foregoing shall empower the Board of Directors to do any act or thing in contravention of the provisions of the Articles of Incorporation, or which does not in fact benefit or support Ellensburg School District; provided further, however, that nothing herein shall empower the Board of Directors to expend property, funds, or in kind services in the value of \$5,000.00 or more on any specific project acquisition or expenditure without the affirmative vote of not less than two-thirds of all Directors.

ARTICLE V **OFFICERS**

Section 1: NUMBER. The officers of the Foundation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other offices as the Board of Directors may from time to time appoint.

Section 2: ELECTION AND TERM OF OFFICE. The officers of the Foundation shall be elected annually by the Board of Directors, immediately following the election of Directors, at the Annual meeting. Vacancies may be filled by a majority of a quorum at any Board of Directors meeting for which adequate notice has been given in accordance with **Article VII** herein. Each officer shall hold office until a successor is duly elected and qualified. Each shall be eligible to succeed him or herself in office.

Section 3: PRESIDENT. Subject to the control of the Board of Directors, the President shall have general supervision of the affairs of the Foundation. The President shall preside at all meeting of the Board of Directors and shall serve as an ex-officio member of all committees, with the exception of the Nominating Committee.

Section 4: VICE-PRESIDENT. In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall serve as a member of the Fundraising Committee and shall have other such powers and duties as may be assigned by the Board.

Section 5: SECRETARY. The Secretary shall keep minutes of the proceedings of all meetings of the Board of Directors. The Secretary shall keep current records of the name, mailing address, telephone numbers and email addresses of all the Directors and Foundation Associates. The Secretary shall perform all duties and have such powers as may from time to time be assigned by the Board of Directors.

Section 6: TREASURER. The Treasurer shall have custody of the Foundation funds and securities and shall keep full and accurate records of all receipts and disbursements in books belonging to the Foundation. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall cause the funds of the Foundation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, whenever

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required, an account of all transactions completed as Treasurer and an account of the financial condition of the Foundation. The Treasurer shall perform all duties and have powers incident to the office of the Treasurer and shall perform all duties and have such powers as may from time to time be assigned by the Board of Directors.

Section 7: REMOVAL. Any officer may be removed at any time for good cause, including without limitation malfeasance or nonfeasance, by a two-thirds vote of all the Directors then in office.

Section 8: VACANCIES. Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors following nomination(s) by the Nominating Committee and approved by a majority of a quorum of the Board of Directors in attendance.

ARTICLE VI COMMITTEES

Section 1: COMMITTEES. Except as otherwise stated in the Bylaws, the President shall appoint the members and designate the chair of the standing and other committees created by the Board. Committees shall serve at the pleasure of the Board of Directors under such rules and regulations as the Board of Directors may approve.

Section 2: EXECUTIVE COMMITTEE. There shall be an Executive Committee composed of the officers of the Foundation. The Executive Committee shall meet at the call of the President or any two officers to conduct the affairs of the Foundation between meetings of the Board of Directors. All action taken by the Executive Committee shall be subject to the ratification of a majority of the Board of Directors.

Section 3: STANDING COMMITTEES.

A. Associates Committee. There may be an Associates Committee who is responsible for managing the Foundation Associates on behalf of the Foundation. The Associates Committee responsibilities may include, but not limited to:

1. Develop and maintain a working relationship with Parent Groups and other Associates in furthering mutual goals and interests.
2. Develop and manage all Foundation Associate agreements with the Foundation including Sponsorship and Liability Insurance.

B. Communications Committee. There may be a communications committee whose responsibilities may include, but not limited to:

1. Development and distribution of Foundation brochures
2. Development and maintenance of the Foundation website
3. Develop and implement a public relations strategy for the Foundation.

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C. Finance Committee. There may be a Finance Committee whose responsibilities may include fact-finding for the Board of Directors on matters relating to the financial administration of the Foundation, preparation of the Annual Budget for presentation to the Board of Directors, invest and manage funds held by the Foundation, and to create and manage a Foundation endowment fund.

D. Fund Raising & Development Committee. There may be a Fund-Raising Committee whose responsibilities may include planning for the solicitation of contributions in support of the Foundation's purposes including but not limited to planning and implementing all aspects of the annual Foundation fundraising event, Legacy Wall tile sales, and the development and implementation of other fundraising events approved by the Board.

E. Grants Committee. There may be a Grants Committee whose responsibilities include:

1. Research, write and pursue grants for Foundation approved projects and programs.
2. Implement and monitor grants to ensure compliance with grant and Foundation requirements
3. Review proposals and recommendations for program allocations.

F. Nominating Committee. There may be a Nominating Committee whose responsibilities may include seeking, orienting and presenting nominees to the Board of Directors. Committee duties include the following:

1. Develop and update a list of potential individuals to serve as members of the Board
2. Recruit and present potential board members
3. Annually recruit a slate of officers for Board election
4. Recruit an interim officer for vacant officer position(s)
5. Maintain and update Board roster.

G. Scholarship Committee. There may be a Scholarship Committee, who is responsible for all aspects of the scholarships managed by the Foundation, including:

1. Develop and manage all scholarships held by the Foundation and the Unified Scholarship Application Project.
2. Annually communicating with the Ellensburg High School and scholarship participants to update contacts and participation
3. Assist Ellensburg High School in promoting and coordinating the annual scholarship fair.

H. Other Committees. The Board of Directors may create other committees as needed.

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Section 4: NUMBER OF DIRECTORS ON COMMITTEES. Each committee shall be made up of at least two (2) Directors of the Foundation.

Section 5: ANNUAL REPORTS. Each committee will make a report of its activities at the Annual Meeting and at such other times as may be requested by the President.

ARTICLE VII

MEETINGS

Section 1: ANNUAL MEETING. The Annual Meeting of the Board of Directors shall be held in the month of April at such date, time, and place as the Board of Directors shall determine.

Section 2: REGULAR MEETINGS. In addition to the Annual Meeting, regular meetings will be held monthly except for the months of July, August, and September

Section 3: NOTICE OF MEETINGS. A notice of the Annual Meeting shall be given not more than thirty (30) days and not less than seven (7) days prior to the meeting. Notice of regular meetings will be given at least seven (7) days prior to the meeting.

Section 4: QUORUM. Two-thirds of the Directors shall be present either in person, video conference (Zoom) or by proxy to constitute a quorum for the purposes of transacting business at any meeting of the Board of Directors; provided however, that if less than a quorum of Directors is present, it may recess the meeting from time to time without further notice. The quorum requirements and provisions for voting by proxy or video conference set forth herein shall not apply to any actions to amend either the Articles of Incorporation or the Bylaws which shall specifically require the affirmative vote of not less than two-thirds vote of all Directors.

Voting by members of the Board of Directors shall be in person, by proxy, video conferencing, or email. No member in attendance at a meeting may hold the proxy of more than one other Director, and such proxy must be given in writing or by email and shall be effective only for the particular meeting for which it is given.

Section 5: SPECIAL MEETINGS. A special meeting of the Board of Directors may be called upon written request of the President or any two (2) Directors. Notices of such a meeting will be given not less than three (3) days before such a meeting. Oral notice, by telephone or direct conversation, or written notice personally delivered or delivered by mail or email shall be sufficient.

Section 6: CONSENT OF DIRECTORS IN LIEU OF MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors consent in writing and the writing or writings are filed with the minutes of the Board of Directors.

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ARTICLE VIII AMENDMENTS

Section 1: AMENDMENTS. These Bylaws may be amended at any Annual Meeting or at a special meeting of the Board of Directors called for that purpose. No amendment shall be in order at any meeting unless a minimum of seven (7) days previous notice of the nature of the proposed amendment has been given by mail or email to all Directors.

ARTICLE IX GIFTS TO THE FOUNDATION

Section 1: GENERALLY. Donors may make gifts to the Foundation by specifically naming the recipient as the Ellensburg School District Education Foundation. Gifts and endowments shall vest in the Foundation upon receipt and acceptance by the Foundation, as an officer of the Foundation signifies such acceptance.

Section 2: ACCEPTANCE OF GOVERNING DOCUMENTS. Each donor making a gift or endowment to the Foundation accepts and agrees to all of the provisions of the Articles of Incorporation and these Bylaws unless otherwise indicated by the donor and accepted in advance by the Foundation.

Section 3: GIFTS. It is the intent of the Board of Directors to keep the gifts substantially intact and to restrict distribution of the monies to interest income and for purposes delineated by the donor.

Section 4: REMAINDER GIFTS. If a gift is made to the Foundation or a third party in trust to make income or other payments for a period of a life or lives or other periods to any individuals or for non-charitable purposes, followed by payments to the Foundation, or in trust to make income or other payments to the Foundation, followed by payments to any individuals or for non-charitable purposes, only the payments to the Foundation shall be regarded as subject to the Foundation's Articles of Incorporation and these Bylaws, and then only when the Foundation becomes entitled to use of such payments. The Board of Directors may take such actions as it from time to time deems necessary to protect the Foundation's rights to receive such payments.

Section 5: GIFTS ACCEPTANCE. With respect to any gift made to the Foundation, the donor may establish, at the time of the gift, restrictions or conditions not inconsistent with the charitable purposes of the Foundation, as to (a) the manner of distribution, including amounts, times and conditions of payment and whether from principal or income; (b) the name for a fund given, as a memorial or otherwise; (c) an addition to a fund previously held; or (d) anonymity for the gift. Restrictions involving the naming of a fund as a memorial or otherwise may be satisfied by maintaining, under such designated name, appropriate account records reflecting the interest of such funds in a common investment.

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Section 6: DECLINING A GIFT. Nothing in these Bylaws shall obligate the Foundation to accept any gift or perform any action, which in the opinion of the Board of Directors will not be in the best interest of the Foundation or which may jeopardize or cause it to lose its status as an exempt organization under 501 (c) (3) and/or any other federal tax exemption of the Internal Revenue Code 1954, as amended

ARTICLE X FISCAL YEAR

Section 1: FISCAL YEAR. The fiscal year of this Foundation shall end on December 31st of each calendar year.

ARTICLE XI FINANCIAL SERVICES & REPORTS

Section 1: All payments and check writing privileges along with issuance of monthly Statements of Financial Position and Activity for the Foundation shall be performed by a licensed Certified Public Accountant (CPA) or CPA firm. In addition, the CPA firm/individual will also perform the following services, including but not limited to:

- A. Assist the Foundation Treasurer in preparing the annual budget for the coming fiscal year.
- B. Presents to the Foundation Board, the annual financial report and budget for the previous fiscal year at its annual meeting.
- C. Receives and records all payments and deposits to the Foundation's checking and investment accounts.
- D. Pay all documented budgeted/approved expenses incurred on behalf of the Foundation.
- E. Prepares and submits monthly Statements of Financial Position and Activity to the Treasurer to be presented by the Foundation Treasurer at monthly Board of Directors meetings.
- F. Assist the Foundation Treasurer in preparing final financial reports and attends the annual review of the Foundation financial records.
- G. Annually file reports to the Secretary of State Corporation and Charities Division: Charitable Organization Renewal and Corporation Annual Report, or any other reports or filings required by the State.
- H. Annually files with the IRS the 990 forms for the Foundation.

Section 2: In conjunction with the CPA firm/individual, the Treasurer shall receive and deposit in such banks and investment brokerages as may be designated by the Board of Directors, all donations, funds, securities and liquid assets of the Foundation. In addition, the Treasurer:

- A. Is the primary liaison between the CPA firm/individual and the Foundation Board of Directors.
- B. Deposits all funds and donations received in the respective/appropriate checking or investment accounts.

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- C. In conjunction with the Foundation Board's Investment Advisor, make deposits of all investment funds.
- D. Submits copies of all budgeted/approved expenses and associated bills to CPA firm/individual along with a recommendation and direction for payment. Provides CPA firm/individual on how appropriate account payments are to be made or account to be credited.
- E. Creates and maintains separate monthly spreadsheets for income and expenditures, including but not limited to the following projects: Mini-Grants, Scholarships, Liability Insurance Associates, the Caring Cupboard, and Foundation fundraisers including the Super Bowl Warm Up.
- F. Maintains and files all Statements of Financial Position and Activity reports, including investment brokerage statements, associated with the Foundation.
- G. Assist the CPA firm/individual in preparing the annual report to the Foundation.
- H. Assist the CPA firm/individual in preparing the annual budget for the coming fiscal year.
- I. Present monthly Statements of Financial Position and Activity at monthly Foundation Board meetings. Periodically, to the Foundation Board, present summary reports and/or spreadsheets for the following Foundation projects, including but not limited to: Caring Cupboard, Mini-Grants, Liability Insurance Associates, Scholarships, and Foundation fundraisers including the Super Bowl Warm Up.

Section 3. Each fiscal year, a full and complete accounting of the financial condition of the Foundation shall be compiled. The Treasurer, CPA firm/individual, and two Foundation Board members, appointed by the President, shall annually review the Foundation's financial records and reports for the prior fiscal year. A written report of the completed review shall be presented at the June Foundation meeting.

ARTICLE XII

EDUCATIONAL TRUST FUND

Section 1. The Foundation shall create and maintain an endowment trust fund entitled the Educational Trust Fund. The purpose of the Educational Trust Fund is to deposit designated funds to support the Ellensburg School District Education Foundation in perpetuity.

Section 2. All funds or gifts designated or donated to the Educational Trust shall become part of the principal balance and only the investment income shall be used to fund Foundation projects and activities.

Section 3. The Educational Trust shall be managed by Foundation's Finance Committee and funds held by a nationally recognized investment firm with a local investment advisor

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ARTICLE XIII
DISSOLUTION

Section 1. At the termination, judicial determination or dissolution of the Foundation, the Board of Directors shall make a true and accurate accounting of all thing's relation to the Foundation. All effects, property, income including investments and investments income shall be deposited with the Ellensburg School District only upon two-thirds (2/3) affirmative vote of the Foundation Board of Directors.

ADOPTED by majority vote of the Foundation's Board of Directors on this day 8th day of July, 2023

President

Approved:	January 8, 2001	
Amended:	November 17, 2005	Article VII, Section 4.
Amended:	January 5, 2011	Article III, Section 6; Article V, Sections 6 & 8; Article VI, Section 3.
Amended:	March 7, 2012	Article III Section 2 and Section 6; Article IV
Amended:	March 1, 2017	Added Articles XI, XII and XIII; Article VII Section 2; Article 3 Sections 2 and 6, Article VI.
Amended:	May 6, 2020	Article II sections 3, 4, 5; Article VII Section 4; Article XI.
Amended:	June 14, 2022	Article III sections 2 & 6.
Amended:	May 2, 2023	Article III sections 2 & 6.
Amended:	July 8, 2023	Article II, section 1; Article III, section 1; Article VII, section 4.