

Tumwater Education Foundation

Bylaws

ARTICLE I

Name and Principal Office

Section 1: Name-The nonprofit Corporation is hereby known as the Tumwater Education Foundation (TEF), also known as “The Foundation” or referred to as TEF. It shall function in accordance with its Articles of Incorporation, Bylaws and laws of the State of Washington.

Section 2: Principal Office- The principal office for the transaction of the business of the Foundation shall be located at PO Box 15122, Tumwater, Washington 98501.

ARTICLE II

Members

Section 1: Number. The Foundation shall have no members. The Board of Directors are responsible for conducting the business of the Foundation, during and between Annual Membership Meetings. (Hereafter referred to as The Board or Board Members)

ARTICLE III

Purpose and Mission

The purpose of the Foundation is to enhance educational opportunities and educational excellence for students of the Tumwater School District No. 33.

The Foundation accomplishes its mission by providing:

- Classroom Enrichment Grants to fund teacher requests for projects/activities that cannot be funded through individual building budgets,
- A Scholarship program that provides scholarships for graduating Seniors, and
- A Principals’ Emergency Fund which provides funds for principals to emergent student needs, quickly and with a minimum of paperwork so that students come to school ready to learn. This Fund is the Principals’ Emergency Fund (hereafter referred to as PEF)

This end is to be accomplished by:

Section 1: IRS Section 501(c) (3) The Foundation is organized exclusively for one or more of the purposes specified in Section 501(c) (3) of the Internal Revenue Code, including for such purpose, the receipt of gifts, grants and donation and other pursuits for of fund-raising which shall provide resources in any form acceptable to the Foundation.

Section 2: The Foundation is not formed for pecuniary profit or financial gain. The purpose for which the Foundation is formed is to support and enhance public education in the Township of Tumwater. To conduct and carry on the work of the Foundation, not for profit, but exclusively in

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such a manner that no part of its net income or assets shall inure to the private benefit of any donor, member, trustee, office or individual having a personal or private interest in the activities of the Foundation. The Foundation shall utilize the establishment of an endowment fund and the investment of other resources and provision for stewardship and accountability for grants, donations and gifts. All activities shall be limited by the provisions of IRS Section 501(c) (3).

Section 3: Identification and support of projects and needs within the Tumwater School District which will provide for:

- Recognition of student achievement through scholarships for continued, post-high school education.
- Provision of resources for special projects and programs which exceed the funding resources of the basic educational program.
- Provision of a contingency fund for assisting individual students' emergent needs.
- Other appropriate projects/needs as may be identified and/or suggested by the Tumwater School District.

The Foundation shall not endorse or support political campaigns, candidates, or any ballot issue.

The Foundation will allocate funds without regard to race, color, national origin, gender, disability.

ARTICLE IV

Board of Directors

Section 1: General Powers. Subject to the provisions of the Certificate of Incorporation, the bylaws of the Foundation, and other applicable laws and regulations, the business and affairs of the Foundation shall be managed by its Board of Directors (hereby known as Board Members or Board) and the control and disposal of the Foundation's properties and funds will be vested in the Board on behalf of the members, during and between Annual Membership Meetings.

Section 2: Board Composition and Membership

2.1 Composition. The membership of TEF is open to any parent, guardian, faculty member, staff member, student or member of the community interested in the welfare of The Tumwater School District No. 33. The number of Board Members of the Foundation shall be comprised of elected Board of Trustees (aka: Board Members.) totaling at least four Members (Unless circumstances warrant this). One, non-voting, liaison will serve on the board to represent the Tumwater School District. Membership will not be prohibited for any reason which would violate Chapter 49.60 RCW, or the Civil Rights Act of 1964, as amended. There are no membership dues.

2.2 Election. Membership on the Board of Directors shall be by election of the Board Members. The annual election of Board Members and officers shall take place at the

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regularly scheduled meeting of the Board in May. Board Members are elected by a majority vote of the Board. Newly elected Board Members and officers shall be instated at the regular scheduled meeting of the Board in September.

At least 90 days prior to the May meeting, the Board President shall appoint a Nominating Committee to nominate candidates for election to the Board and to the officer positions. The Nominating Committee shall accept nominations from Board Members and the public up to thirty days in advance of the May board meeting. Board Members shall receive written notice of all candidates at least seven days prior to the regular Board Meeting in May.

2.3 Terms. Board Members shall serve two year terms. Elected officers may serve two years (one term) in one position consecutively however former officers, or those coming out of office, may be re-nominated or be re-elected to the same position or another when there are vacancies. A person filling a vacancy, serving one year or more of an unexpired term, shall be deemed to have served a full term. Elected officers are expected to attend all Board meetings from the time of their election until another member assumes their office.

2.4 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Board Members though less than a quorum (As defined in Section 3.3) of the Board. A Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board for a term of office continuing only until the next election of directors/board by the members.

Section 3: Meetings

3.1 Regular Meetings. Regular meetings of the Board shall be held at least once each month on a day and time as approved by a majority of the Board. Meetings may be canceled or changed by action of the Board. The Board may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

3.2 Special Meetings. Special meetings of the Board may be called by the President, a majority of the whole Board, or if requested in writing by three Board Members. Each member shall receive personally or by mail or email or other electronic form of acceptable communication, notice of the date, time, and place of the meeting and the matters to be taken up at the meeting at least 24-hours in advance. No other business shall be transacted at the time of the special meeting.

3.3 Quorum. A majority of the Board shall constitute a quorum for the transaction of business provided there are two elected officers present at any meeting of the Board. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board.

3.4 Agenda. The President shall prepare a written agenda for each Board Meeting.

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3.5 Executive Committee. The Board may, by resolution adopted by a majority of the whole Board, designate from among its members an Executive Committee and one or more other committees, each of which, to the extent provided in said resolution, shall have and may exercise all the authority of the Board, but no such committee shall have the authority of the Board in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Foundation otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the Foundation or a revocation thereof, or amending the Bylaws of the Foundation.

3.6 Presumption of Assent. Board Members who are present at a meeting of its Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they file written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to the Board Member who voted in favor of such action.

3.7 Action by Board without a Meeting. Any action required to be taken or which may be taken at a meeting of the board or of a committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the board, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

3.8 Open Meetings. All Board Meetings shall be open to any person except such meetings that the board has voted for a closed meeting.

Section 4: Removal of Board Member

4.1 Discipline. Reasons for discipline and/or removal may include the failure or refusal to support the policies and objectives of TEF as stated in these by-laws, or any act or omission intended to cause or having the effect of causing damage to TEF or its reputation or financial stability and any misconduct or dereliction of duties. Misconduct is a willful act of dereliction of duties and the negligence of official responsibly for an excessive period. Elected Board Members, at their discretion, may remove officers for excessive (3 or more consecutive) unexcused absences (See Terms Section 2:3) In case of misconduct or neglect of duty by any officer or Board Member, a two-thirds majority of the Board may declare the position of such offender vacant provided the accused shall have had a reasonable notice and opportunity to making defense.

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ARTICLE V

Officers

The officers of the Foundation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board. The term of the elected officers shall be for two years (See Section 2:3). Any two or more offices may be held by the same person if there is a vacancy, except the offices of President and Secretary.

Section 1: Removal of Officer

1.1 Discipline. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Foundation would be served thereby. In case of misconduct or neglect of duty by any officer or Board Member, a two-thirds majority of the Board may declare the position of such offender vacant provided the accused shall have had a reasonable notice and opportunity to making defense. (See ARTICLE IV Section 4:1)
Election or appointment of an officer or agent shall not create contract rights.

Section 2: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term, with the exception of the Office of President, which shall be filled by succession of the Vice President.

Section 3: Authority. All officers and agents of the Foundation, as between themselves and the Foundation, shall have such authority and perform such duties in the management of the Foundation as may be provided in the Bylaws, or as may be determined by resolution of the Board not inconsistent with the Bylaws.

Section 4: President.

- Shall be the principal officer of the Foundation and, subject to the control of the Board.
- Shall in general supervise and control all of the business and affairs of the Foundation
- Shall, when present, preside at all meetings of the members and of the Board and the general membership
- Shall develop and present written meeting agendas
- Shall act as spokesperson for the Foundation
- Shall ensure that regular and special meetings of the Board and general membership are called in accordance with these by-laws
- Shall authorize and approve expenditures within the Board approved budget
- Shall direct fund development activities such as: fund raising events, direct mail solicitations, grant solicitations, and a program for planned giving through appropriate committees which plan, develop, and conduct these activities
- May sign, with the Secretary or any other proper officer of the Foundation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the

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signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed

- Shall ensure that books, reports, statements, and certificates required by law are properly kept, made, and filed and if voted for help facilitate a yearly audit.
- Shall appoint all committees approved by the Board
- In general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time
- Shall further have the authority to delegate their authority to another elected officer when and if necessary
- Shall turn over all files, papers, records, and all other materials pertaining to the operation of that office to the successor at the termination of the term of office.

Section 5: Vice President.

- In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President
- Shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board
- Direct communication activities to increase the visibility and community awareness of the Foundation through appropriate committees, which plan, develop and conduct these activities
- Shall turn over all files, papers, records, and all other materials pertaining to the operation of that office to the successor at the termination of the term of office.

Section 6: Secretary.

- Shall keep the minutes of the member's and the Board
- Shall distribute meeting minutes to the Board Members within two weeks of the meeting
- Shall prepare other correspondence at the request of the President or the Board of Directors
- Shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law
- Shall be custodian of the corporate records
- Shall maintain lists of those who have volunteered, donated and attended TEF Fundraising events and help and distribute that information as requested
- Shall ensure that TEF email is checked weekly and responded to
- Ensure that mail is picked up from the TEF Post Office Box and distributed
- Shall keep a register of the post office address of each member which shall be furnished to the Secretary by such member
- Shall have general charge of the membership records of the Foundation

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- Shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board
- Shall turn over all files, papers, records, and all other materials pertaining to the operation of that office to the successor at the termination of the term of office.

Section 7: Treasurer.

- Have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws
- Shall oversee that disbursements by check have two signatures of the Board and that collection of monies received is reconciled by Treasurer and another Board Member prior to deposit.
- Shall keep and maintain accurate records of all financial transactions of TEF, including the collection, deposit and disbursement of funds as authorized by TEF and shall make them available for inspection by the Board within five days of a request by the Board to do so.
- Promptly pay from TEF's accounts any duly-approved obligation of TEF and shall deposit to same within 1 calendar day any cash, checks, or other receipts payable to TEF
- File annual reports and dues owed to federal and state government agencies as required by TEF's nonprofit status.
- Provide a report of TEF's financial status at each meeting of the Board and the general membership, as well as, help facilitate, if voted on, a yearly audit.
- In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board.
- Shall turn over all files, papers, records, and all other materials pertaining to the operation of that office to the successor at the termination of the term of office.

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ARTICLE VI

Committees/Programs

Section 1: Standing Committees/Programs. The Board shall have the following standing committees/programs:

- **Senior Scholarship Committee.** A Senior Scholarship Committee shall be created to assist the Board. Its activities shall be guided by the Scholarship Coordinator. Its membership shall be open to all interested individuals. Its purpose shall be to encourage participation in the scholarship program, in conjunction with each high school; collect and review applications for the annual scholarship program and convene a committee to make selections of scholarship recipients. It shall organize itself in any fashion deemed appropriate by its members.
- **Classroom Enrichment Program.** A Classroom Enrichment Program shall be created to assist the Board. The Classroom Enrichment Coordinator is responsible for collecting and reviewing applications for Classroom Enrichment Grants. The Coordinator will make funding recommendations to the Board for approval.
- **Principals' Emergency Fund.** A Principals' Emergency Fund Program shall be created to assist the Board. The Chair of the fundraising event shall be responsible for all aspects of the event, to include date, time, location, speakers, invitations, etc.
- **Audit Committee.** The Audit Committee shall be appointed by the Board of Directors. It shall consist of any Board members desiring to serve on it (except the Treasurer, who shall cooperate with, but not serve on the committee), at least one non-Board Member, and any other member that notifies the President of their desire to serve on the Audit Committee.
- **Nominating Committee.** A Nominating Committee shall be appointed by the Board 90 days prior to the May meeting each year. The Nominating Committee shall have as its duties 1) recruitment of candidates for all elected offices from members in good standing, and 2) determining that candidates for officers are members in good standing and can meet the minimum requirements of Article IV, Section 2.3 of these bylaws. The Committee shall consider nominations from Board Members. The Committee shall submit a list of candidates for office, along with any information the candidate(s) wish to provide, to the Board at the May meeting each year.

Section 2: Other Committees/Programs. The Board may, at its discretion, create and/or dissolve other committees as needed to further the mission of TEF. In such cases, the Board will determine committee/coordinator roles and duration. Committee Chairs/Coordinators shall be members in good standing and appointed by the President, with the approval of the Board. The

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Chair/Coordinator shall determine the size and direct the activities of the committee. Non-TEF volunteers may serve on Committees/Programs as needed and/or determined by the Committee Chair/Coordinator. These non-TEF members serve at the pleasure and under the direction of the Board, but shall have no vote on matters before the Board.

ARTICLE VII

Contracts, Loans, Checks, and Deposits

Section 1: Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or conjoined to specific instances.

Section 2: Loans. No loans shall be contracted on behalf of the Foundation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3: Checks, Drafts, Etc. All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board. And must have a ‘Two Party Signing’

Section 4: Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select. And the collection of monies received is reconciled by Treasurer and another Board Member prior to deposit

ARTICLE VIII

Waiver of Notice

Whenever any notice is required to be given to any member or director of the Foundation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Nonprofit Corporation Act of the State of Washington, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

Fiscal Year

The fiscal year of the Foundation shall end on the 30th day of September of each year.

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ARTICLE X

Amendments

The power to adopt, alter, amend or repeal the Bylaws or adopts new Bylaws is vested in the Board of Directors.

Revised
Date June, 2020

Justine Capra
Board President