

NORTH THURSTON EDUCATION FOUNDATION (NTEF)

Administrative Policy - Bylaws

ARTICLE 1. NAME and AUTHORITY

This nonprofit Foundation is known as the North Thurston Education Foundation (NTEF), also known as "The Foundation". It shall function in accordance with its Articles of Incorporation, Bylaws and laws of the State of Washington.

ARTICLE 2. PURPOSE and MISSION

Section 1: The North Thurston Education Foundation is an independent, not for profit, community-based organization that mobilizes financial, leadership and other resources necessary to enrich programs and enhance educational opportunities for students and staff of North Thurston Public Schools. The Foundation accomplishes this by:

Section 2: Receiving gifts and raising funds that shall provide resources in any lawful form acceptable to the Foundation Board.

Section 3: Establishing an endowment fund, investing other resources and providing stewardship and accountability for gifts.

Section 4: Identifying, in consultation with the School District, projects which will:

- A. Recognize student and staff achievement, scholarship or leadership.
- B. Encourage and promote educational improvement, innovation and staff development.
- C. Provide resources for special projects and programs that exceed the funding resources of the basic educational program.
- D. Provide a contingency fund for assisting individual students and school activities.

Section 5: The Foundation shall not endorse or support political campaigns, candidates or any ballot issues.

ARTICLE 3. MEMBERSHIP and GOVERNANCE

Section 1: Any person or organization that makes a financial contribution as provided in Section 2 during its fiscal year (January through December) shall be considered a member of the Foundation, and shall be granted voting privileges at the Annual Membership Meeting.

Section 2: There are seven categories of contributor members:

- A. Student \$5

B. Member	\$25 - 99
C. Supporting Member	\$100 - 249
D. Sustaining Member	\$250 - 499
E. Principal's Club	\$500 – 999
F. Superintendent's Club	\$1,000 - 4,999
G. Foundation Benefactor	\$5,000 and above

Section 3: All identifiable contributors shall receive acknowledgement of receipt of their contributions. Financial records and a contributor database shall be kept to track all contributions.

Section 4: The membership shall elect a twenty person Board of Trustees which is authorized to act on behalf of the members to conduct the business of the Foundation.

Section 5: The Board of Trustees should include broad community representation.

ARTICLE 4. BOARD OF TRUSTEES and DUTIES

Section 1: The Board of Trustees is responsible for conducting the business of the Foundation on behalf of the members, during and between Annual Membership Meetings.

Section 2: The Board of Trustees shall:

- A. Elect Officers, who must be members of the Board.
- B. Select an Executive Director.
- C. Develop and adopt an Annual Budget.
- D. Develop and adopt Operating Policies.
- E. Raise funds.
- F. Manage and protect Foundation assets.
- G. Review and approve financial records and reports.
- H. Appoint an Investment Advisor.
- I. Conduct the business of the organization.

Section 3: Election and Term of Office.

- A. Trustees are elected by the membership and serve three-year terms.
- B. The cycle and duration of the initial terms for each position were determined by lot at the first official meeting in 1988. About one third of the positions have terms that expire in any given year.
- C. Trustees are limited to three consecutive terms.

Section 4: Conflict of Interest. The Foundation shall adopt a conflict of interest policy. In compliance with that policy, should any Trustee experience a conflict of interest between his/her role as a Foundation Trustee and any other role in the community, the Trustee shall recuse him/herself and not participate in that item of business, discussion or vote before the Board.

Section 5: Vacancies and Removals.

- A. Vacancies shall be filled for the balance of the term of the position by Board action at any regular business meeting.
- B. Three consecutive unexcused absences at Board meetings shall constitute abandonment of the Trustee position.

Section 6: Ex-Officio and Non-Voting Members.

The following positions may serve as ex-officio and non-voting members of the Board of Trustees:

- A. A member of the North Thurston Public Schools Board of Directors.
- B. The Superintendent of North Thurston Public Schools.
- C. The Executive Director of the Foundation.
- D. A North Thurston Public Schools student support services liaison (effective 2012)
- E. Honorary Trustees appointed by the Board of Trustees.

ARTICLE 5. BOARD OFFICERS and DUTIES

Section 1: The Officers of the Foundation Board of Trustees shall be:

- A. President.
- B. Vice President for Resource Development.
- C. Vice President for Resource Management.
- D. Vice President for Awards and Disbursements.

Section 2: The Officers, with the exception of the Vice President for Resource Management, shall be elected annually for a twelve (12) month term by majority vote of the Board of Trustees. The Vice President for Resource Management shall be elected for a three-year term by majority of the Board of Trustees.

Section 3: The Officers shall be elected no later than January 1st of each year and will assume office on January 1st.

Section 4: A candidate must be a Trustee; there is no limit on number of terms a Trustee may serve as an Officer.

Section 5: No two Officer positions may be held by the same Trustee simultaneously.

Section 6: The Officers shall constitute an Executive Committee which may act on behalf of the Board of Trustees between Board meetings. The Board of Trustees will elect one Member-at-large to sit on the Executive Committee. Any actions taken must be reported to the Board of Trustees and may be subject to ratification or rejection by the Board at its next meeting.

Section 7: Responsibilities of the PRESIDENT:

- A. Convene and conduct meetings of the Board of Trustees and the Executive Committee
- B. Develop and present written meeting agendas.
- C. Supervise the Executive Director of the Foundation.

- D. With the consent of the Board, appoint Standing and Ad Hoc Committee chairs and members.
- E. Act as spokesperson for the Foundation.
- F. Authorize and approve expenditures within the Board approved budget.
- G. Sign documents on behalf of the Foundation and Board of Trustees.
- H. Direct the organization to be in compliance with all governmental laws and regulations, articles of incorporation, these bylaws and general accounting principles.

Section 8: Responsibilities of the VICE PRESIDENT for RESOURCE DEVELOPMENT:

- A. Direct the organization in the absence of the President, assuming all the duties, responsibilities and authority of the President.
- B. 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.
- C. Direct communication activities to increase the visibility and community awareness of the Foundation through appropriate committees, which plan, develop and conduct these activities.
- D. Serve on the Executive Committee and appropriate Standing or Ad Hoc Committees as assigned by the Executive Committee.

Section 9: Responsibilities of the VICE PRESIDENT for RESOURCE MANAGEMENT:

- A. Act as Treasurer of the Foundation directing the management of Foundation financial assets through the Investment Committee. As Treasurer of the Foundation, the VP for Resource Management sits on this committee and will:
 - 1. Supervise the receipt of funds and assets, and disburse properly authorized expenditures.
 - 2. Ensure all assets of the Foundation are kept safe.
 - 3. Ensure that all cash receipts are promptly deposited and accounted for in financial records.
 - 4. Ensure that negotiable papers, stocks, bonds or other securities are properly protected and promptly deposited or transferred to the appropriate bank or financial institution.
 - 5. Pursuant to Board approved actions, draw, accept, sign, make, endorse, negotiate and dispose of any or all bills of exchange, promissory notes, checks, drafts, and orders for payment.
 - 6. Ensure compliance with any conditions or limitations placed on gifts by donors.
 - 7. Supervise and ensure the safe keeping of all financial accounts, records, reports, and related data bases.
- B. Supervise or chair committees assigned by the Board of Trustees to make investments and manage the financial resources of the Foundation.
- C. Arrange for an independent professional audit of the financial transactions and records of the Foundation.

- D. Report the financial status of the Foundation, including monthly income and expenditures and asset or fund balances to the Board of Trustees at each regular business meeting.
- E. Serve on the Executive Committee and appropriate Standing or Ad Hoc Committees as assigned by the Executive Committee.

Section 10: Responsibilities of the VICE PRESIDENT for AWARDS and DISBURSEMENTS:

- A. Act as Secretary of the Foundation, ensuring that attendance and minutes are taken at Board of Trustee and Executive Committee meetings and that copies of the minutes are properly distributed and maintained with the official records of the Foundation.
- B. Ensure that all official documents and records of the Foundation are properly maintained and secured.
- C. Plan, organize and direct the solicitation of applications for Foundation scholarships and grants.
- D. In conjunction with the Scholarship and Learning and Student Grants committees, analyze, rate, select and recommend to the Board of Trustees all awards for scholarships and grants.
- E. Plan, organize and conduct any events or celebrations related to disbursing Foundation scholarships, grants or gifts as directed by the Board.
- F. Serve on the Executive Committee and appropriate Standing or Ad Hoc Committees as assigned by the Executive Committee.

ARTICLE 6. EXECUTIVE COMMITTEE

Section 1: The Executive Committee is comprised of six members: the Officers of the Board of Trustees, that is the President and three Vice Presidents; one Trustee elected by the other Trustees; and the Executive Director as a non-voting member.

Section 2: Responsibilities of the Executive Committee:

- A. Pursuant to the goals and objectives of the Foundation, act on behalf of the Board of Trustees between Board meetings.
- B. Propose Board meeting agenda items.
- C. Review and act on monthly financial transactions or reports.
- D. Develop and recommend organizational goals and objectives, and a strategic plan for implementation to the Board of Trustees.
- E. Develop operating policies and procedures for the proper conduct of Foundation business.
- F. Delegate authority, assign responsibility and provide support for the Executive Director.
- G. Develop an annual operating budget and present it to the Board of Trustees at the first Trustee meeting of each year.
- H. Set authorized spending limits and monitor expenditures.
- I. Within the goals and objectives set by the Board of Trustees, assign authority, tasks and due dates to Standing and Ad Hoc Committees.

- J. Review and affirm the appointment of all Standing and Ad Hoc Committee members.
- K. Recruit, interview and hire any employees or staff authorized by the Board of Trustees.
- L. Develop and present to the Board an annual calendar of events.
- M. Determine compensation for any employees or consultants and recommend to the Board of Trustees for approval.
- N. Inventory, manage and maintain all assets of the Foundation.
- O. Ensure appropriate, proper and legal conduct of all Foundation business and operations.
- P. Provide orientation of new Board members.

ARTICLE 7. EXECUTIVE DIRECTOR DUTIES

Section 1: Reports to the President of the Foundation.

Section 2: Serves as a non-voting member of the Executive Committee.

Section 3: Serves as recording secretary to the Board and Executive Committee and shall record and keep full and complete records of proceedings.

Section 4: Accepts and carries out delegated authority and assignments from the Executive Committee or Board of Trustees including:

- A. Receiving, recording and depositing cash receipts.
- B. Disbursing authorized expenditures.
- C. Signing any contracts or instruments authorized by the Executive Committee or Board of Trustees.
- D. Ensuring records of all invoices, receipts and business or financial transactions are delivered to the Foundation's treasurer, bookkeeper or financial institution as appropriate.
- E. Ensuring all donor gifts are acknowledged and recorded.
- F. Ensuring that an accurate electronic database of donors and contributors is maintained.
- G. Preparing documents and consulting with accountants for filing Return of Organization Exempt from Income Tax to Department of the Treasury Internal Revenue Service.
- H. Preparing and submitting the Foundation annual report and other reports and applications required to maintain status as a Washington Non-Profit Corporation.

ARTICLE 8. INDEMNIFICATION

Section 1: To the full extent permitted by the laws of Washington, the Foundation shall hold harmless and indemnify any person made a party to, or threatened to be made a party to, any civil, administrative, or investigative action, suit or proceeding by reason of the fact that he/she is, or was serving at the request of the Foundation as a director, trustee or officer of the Foundation against reasonable expenses (including attorney fees),

judgments, penalties, fines, or settlement costs, actually incurred by him/her in connection with such action, suit or proceeding if:

- A. He/she conducted himself/herself in good faith, and:
- B. In his/her own official capacity with the Foundation, he/she reasonably believed his/her conduct to be in the Foundation's best interests, or
- C. In all other cases, he/she reasonably believed his/her conduct to be at least not opposed to the Foundation's best interests.

Section 2: The termination of any proceeding by judgment, order, settlement, or its equivalent, shall not, of itself, be determinative that the person did not meet the requisite standard of conduct set forth in this subsection.

Section 3: The Board of Trustees may, at any time, approve by resolution indemnification of any other person which the Foundation deems appropriate. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE 9. MEETINGS and QUORUM

Section 1: There shall be an Annual Membership meeting each year. Notification will be sent at least ten (10) days prior to the meeting.

Section 2: The members shall vote for and elect twenty Trustees to serve as a Board of Trustees. An ad hoc Nominations Committee shall identify which Board positions are vacant or have expired terms of office and will recruit at least one nominee for each position open. The slate of nominees will be presented to all voting members of the Foundation.

Section 3: The Board of Trustees shall meet at least quarterly to conduct the business of the Foundation. The Board may call a general membership meeting with at least ten days advanced notice. A schedule of proposed meeting dates for the calendar year should be presented to all members. All meetings are public and members are welcome to attend all Foundation meetings.

Section 4: Special or unscheduled meetings of the Board may be called by the President or a majority of the Executive Committee, as needed. Written or electronic notice shall be provided to all Trustees at least twenty-four (24) hours prior to a special meeting.

Section 5: Forty (40) percent of the Board of Trustees eligible to vote, including at least two members of the Executive Committee, shall constitute a quorum. Trustees may not vote by proxy.

ARTICLE 10. STRUCTURE and COMMITTEES

Section 1: The Board of Trustees may appoint standing or ad hoc committees (e.g., Nominations) as needed to conduct the business of the Foundation.

Section 2: STANDING COMMITTEES, with duties described in the Foundation Policy and Procedures Handbook, may include the following:

- A. Membership/School Visitation Committee
- B. Fund Development Committee
- C. Public Relations Committee
- D. Investment Committee
- E. Scholarship
- F. Learning and Student Grant Committee

ARTICLE 11. OPERATING POLICIES and PROCEDURES

Section 1: Fiscal Year. The fiscal year of the Foundation will be the calendar year, January 1st through December 31st.

Section 2: Contracts. The Board of Trustees may authorize the President or Executive Director of the Foundation to enter into contracts or execute or deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 3: Deposits. All funds and securities of the Foundation not otherwise employed shall be deposited promptly to the credit of Foundation or for safekeeping in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4: Disbursements of Authorized Expenditures. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by the President or Executive Director.

Section 5: Loans. No loan shall be made by or to this Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances; provided, however, no loan shall be made by the Foundation to any of its Trustees or Officers.

Section 6: Endowment. The Foundation shall develop and maintain endowment(s) in which the principal (aka "corpus") is retained and interest or earnings may be transferred to the principal or be disbursed in accordance with the Internal Revenue Service regulations and used to advance the purposes of the Foundation. These decisions shall be reviewed annually by the Trustees.

Section 7: Investment. Subject to the particular terms of any gift, grant, devise or bequest, the Washington Non-profit Corporation Law, the Articles of Incorporation and these Bylaws, the Board of Trustees shall have the power to establish guidelines and parameters for the investment and reinvestment of the resources of the Foundation. The Vice President for Resource Management (Treasurer) and the Chair of the Investment Committee shall implement those guidelines and parameters in the following areas:

- A. General. To invest and reinvest the principal and income of the funds and accounts in secured investments and such securities and such property, real or personal, wherever situated as is deemed advisable.
- B. Purchase of Property. To purchase or subscribe for any securities or other property and to retain the same in funds and accounts.
- C. Sale, exchange, conveyance and transfer of property. To sell, exchange, convey, transfer or otherwise dispose of any securities or other property held in the funds and accounts by private contract or at public auction.
- D. Exercise of owner's rights. To vote on any stocks, bonds or other securities; to give general and special proxies or powers of attorney with or without power of substitution; to exercise any conversion privileges, subscription rights or other options and to make any payments incidental thereto; to oppose or to consent to or otherwise participate in corporate securities; and to delegate discretionary powers, and to pay any assessments or charges in connection therewith; and generally to exercise any of the powers of an owner with respect to stocks, bonds, securities, or other property held as part of the funds and accounts.
- E. Registration of investments. To cause any securities or other property held as part of the funds and account to be registered in the name of the Foundation.
- F. Lending. To lend money on adequate security and reasonable interest.
- G. Retention of cash. To keep such minimal portion of the funds and accounts in cash or cash balances as the committee may from time to time deem to be in the best interest of the funds and accounts, without liability for interest thereon.
- H. Retention of property acquired. To accept and retain for such time as the Board may deem advisable, any securities or other property received or acquired by the Foundation.

Section 8. Investment Disbursement

- A. General. Subject to the particular terms of any gift, grant, devise or bequest, the Board of Trustees may disburse the income or principal (except principal from the Endowment Fund) from any fund or account at such times, in such amounts, for such purposes and for the benefit of North Thurston Public Schools' students and staff, as the Board may determine.
- B. Accounting. The Vice President for Resource Management shall administer the separate funds and accounts and shall submit written reports and an independent audit to the Board of Trustees at such times as determined by the Board. The report shall include all securities and other property purchased and sold, and all receipts, disbursements and other transactions, and the current balance of the fund or account.

Section 9. Acceptance of gifts.

- A. The Board of Trustees may accept on behalf of the Foundation any gift, grant, bequest, or devise for the general purposes or for any special purpose of the Foundation.
- B. Unless the terms expressly provide otherwise, all gifts, grants, bequests and devices shall be deemed irrevocable.
- C. All property or assets received and accepted by the Foundation shall become part of the Foundation's property and may be co-mingled with other assets of the Foundation

unless the donor specifies such property should be placed in a separate or distinct fund or account.

Section 10. Nondiscrimination. The Foundation shall not discriminate in regard to race, color, religion, national origin, disability, age, sex or sexual orientation of any persons served by the organization. This policy shall be provided to all Trustees, staff and volunteers.

Section 11. The Policy and Procedures Handbook. The Foundation shall adopt other policies as needed, including, but not limited to, the following. Policy and Procedures shall be reviewed annually by the Executive Committee and/or Board and shall be available to the public upon request:

- A. Ethics policy.
- B. Document retention and destruction policy.
- C. Conflict of Interest.
- D. Whistleblower, at such time the Foundation may hire paid staff.
- E. Policy on establishment of endowed and/or named scholarships.
- F. Audit and internal controls.
- G. Investment Policies and Procedures.
- H. Selection criteria and procedures for grant awards, e.g., scholarships and learning improvement grants and other projects.

ARTICLE 12. AGENT and OFFICE LOCATION

The Executive Director of the Foundation shall be the registered agent of the Corporation. The Foundation's principal office shall be located at the address of the Executive Director. The Foundation's official records will be kept at this address.

ARTICLE 13. RULES OF ORDER

Roberts Rules of Order, Revised, shall prevail in all matters governing meetings that are not specifically addressed in these Bylaws.

ARTICLE 14. AMENDMENTS

Section 1: With ten (10) days prior written or electronic notice, these Bylaws may be added to, amended or repealed by simple majority vote of the Board of Trustees.

Section 2: These Bylaws were adopted by the initial Board of Trustees of the North Thurston Schools Educational Foundation on:

Date ADOPTED:	December 6 th , 1988
Amended:	May 30 th , 1989
Amended:	March 31 st , 1992
Amended:	March 28 th , 1995
Amended:	August 28, 2001

Amended:	Mar. 25, 2003
Amended:	February 28, 2006
Amended:	November 30, 2010
Amended:	November 29, 2011
Amended:	September 30, 2014

Prepared by Jon W. Halvorson, Bylaws Chair, (360) 456-3645
Revised by Thelma Mosebar
Revised by Sue Shannon and Executive Committee