

**BY-LAWS OF  
STEILACOOM HISTORICAL EDUCATION FOUNDATION**

**ARTICLE I**

Authority and Name

The Steilacoom Historical Education Foundation is a nonprofit organization established in accordance with the Articles of Incorporation as filed on September 1, 1993 under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, or acts amendatory thereof or supplementary thereto, and by Chapter 24.03 RCW, as now or hereafter amended and by the laws of the State of Washington.

**ARTICLE II**

Purpose

The purpose and primary objective of the foundation is to create and found a charitable, educational, not-for-profit foundation for the sole benefit of the Steilacoom Historical School District #1; to assist, strengthen, and further in every proper and useful way the purposes, work, and services of the District, and to develop, enhance and utilize all available ties of interest, concern, and affections for scholarship and student aid purposes. The foundation operates exclusively for the purpose of promoting, supporting, maintaining, developing, increasing, and extending educational offerings and the pursuit thereof in connection with the District, and in the furtherance of the foregoing, to conduct scientific, literary, charitable, and educational activities permitted of a nonprofit organization organized in accordance with Article I. The phrase "educational offerings" as used in this article shall be construed to mean and include all activities destined to facilitate and/or enhance the cultural, educational, and operational conditions in the District; and provide financial or other assistance to the students, faculty, and staff of the District in their efforts to promote quality education.

**ARTICLE III**

General Membership

The foundation may establish one or more categories of membership with qualifications and rights as prescribed by the Board of Trustees and adopted by Resolution at a general meeting of the association.

**ARTICLE IV**

Meetings

Section 1. Annual Foundation Meeting

An annual foundation meeting shall be held in May, unless duly continued by vote of the Board, for the purpose of presenting the annual report, electing new members to the Board of Trustees, and electing officers of the Board of Trustees.

Section 2. Meetings of the Board of Trustees

(A) Regular Meetings

The Board of Trustees shall meet at least nine (9) times each year.

(B) Special Meeting

The President may call special meetings as needed, and shall call a special meeting upon the written request of a majority of the Board members. Board members will be notified of the meeting and the purpose of the meeting at least 48 hours in advance

Section 3. Notice and Waiver of Notice.

Notice of all meetings of the board shall be mailed to all members of the board at least ten (10) days before a regularly scheduled meeting unless the date and time were specified at the last board meeting, entered in the minutes of that meeting, and the minutes mailed to board members at least ten (10) days before the next regularly scheduled meeting.

Section 4. Quorum

At all meetings of the board, one half plus 1 ( $1\frac{1}{2} + 1$ ) of the voting members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of majority of the voting members present in person at any board meeting at which there is a quorum shall be the act of the board. There shall be no voting by proxy.

**ARTICLE V**

**Board of Trustees**

Section 1. Governing Body.

The affairs of the Foundation shall be governed by a Board of Trustees who shall serve without compensation.

Section 2. Voting Board Members

Voting board members shall consist of not fewer than seven (7) nor more than eleven (11) voting trustees. Each trustee shall be entitled to one vote.

Section 3. Non-voting Board Members

The Board may elect from time to time other selected persons to serve and to meet with the Board and/or its committees. Members in the following categories in this section shall be eligible to attend meetings of the Board and to participate fully therein, but shall be non-voting.

(A) Honorary

The Board may designate from time to time selected persons as honorary trustees who, because of their position and/or prestige, may reflect honor upon the foundation and the District, but who shall not have served as active members of the Board of Trustees.

(B) Emeriti

The Board may designate from time to time selected persons who have served with distinction as active members of the Board.

(C) Ex Officio

The Board may designate interested persons to serve as Ex Officio board.

Section 4. Election of Board Members

Elected members of the Board of Trustees shall serve terms of two (2) years and shall be eligible to serve no more than two consecutive terms in any one position. New members and officers of the Board of trustees shall be elected at the annual meeting each year from a list of nominees prepared by a nominating committee which is elected by the Board of Trustees. In the event a vacancy occurs before the expiration of the board members term, a new member may be elected to complete the term at any regular or special meeting by action of a majority of the voting members of the Board present. Every reasonable effort will be made to arrange board members terms so that one half come to the conclusion of a term during any one year.

Section 5. Conflict of Interest

When a member of the Board of Trustees may be related in any way to any firm or organization with which the Foundation may do or may consider doing business, that relationship shall be disclosed by the member in writing to the Board. When his/her business or other relationship may be involved in a financial transaction, the transaction shall be made as the result of competitive bidding or other objective measure in the best interest of the Foundation. The member concerned may properly participate in such discussion, may be counted in the quorum, but shall not vote in the final decision.

Section 6. Removals

A trustee position shall be declared vacant if an officer is absent for three consecutive meetings unless previously excused by the presiding officer.

**ARTICLE VI**

Officers

Section 1. General

The officers of the Foundation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Trustees shall from time-to-time determine. No two offices shall be held by the same person simultaneously. The authority to function shall be vested in the Board of Trustees in accordance with the by-laws as adopted. At such time as the foundation revenues, services, and routine business shall warrant, the Board may elect by majority vote to establish the position of Executive Director

Section 2. President

The powers and duties of the President are:

- (A) Preside at all meetings of the Board of Trustees.
- (B) Act as spokesperson for the Foundation.
- (C) Serve as an ex-officio member of all committees.

(D) To affix the signature of the Foundation to all papers and instruments in writing that may require the same, and to supervise and control all of the officers and employees of the Foundation and to exercise the powers and duties permitted by law to be exercised by the President of such Foundation which are consistent with the Articles of Incorporation and the by-laws of this Foundation.

(E) Jointly sign, with any one member of the executive committee, all written contracts and financial disbursements in excess of \$50 made in the name of the association.

(F) If the President and Vice-President are not present at any meeting of the Foundation, the President may designate a member of the Foundation to preside in their absence, or a President Pro Tem may be chosen at such meeting.

### Section 3. Vice-President

The powers and duties of the Vice-President are:

(A) In the absence or disability of the President, the Vice-President shall perform all 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.

(B) Other powers and duties as may be prescribed by the President or the Board of Trustees.

### Section 4. Secretary

The powers and duties of the Secretary are:

(A) To keep a full and complete record of the proceedings of the Board of Trustees, and to distribute the minutes of each meeting in a timely and appropriate manner.

(B) Maintain the membership records of the Foundation unless otherwise assigned.

(C) In the absence or disability of the President and Vice-President, the Secretary shall perform all 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. The Acting President shall appoint an Acting Secretary for this period.

D) Keep the seal.

### Section 5. Treasurer

The powers and duties of the Treasurer are:

Proper keeping of all books of account and the conduct of such financial transactions and filing of reports as may be directed by Article VIII of this document, by law or as required by the Board of Trustees.

Section 6. Election of Officers and Terms of Service.

The President, the Vice-President, the Secretary, and the Treasurer shall be elected by the Board Of Trustees at the annual meeting of the Board, and shall take office at that time. The President and Secretary and the vice President and Treasurer shall be elected for alternating terms. The officers so elected shall serve a term of two (2) years and until their successors are elected and qualified.

Section 7. Legal Requirement

The affairs of the Foundation shall be managed by the Board of Trustees in accordance with the bylaws and the laws of the State of Washington. The Board shall conduct all official business of the Foundation not inconsistent with, or in violation of the foregoing.

**ARTICLE VII**

Committees

Section 1. Standing Committees

A. Appointment

The Board of Trustees shall appoint such committees as the Board deems necessary to carry on on the business of the Foundation, and may delegate to any such committee as much of its authority as it desires.

B. Resource Development Committee.

Responsible for the creation, implementation, coordination, and evaluation of all programs and personnel in the communications, fund raising, and office support functions. The leadership required for stimulating increased and continuous philanthropic support from the private sector shall begin with and continue under the auspices of this committee, including all volunteers, committees, and special groups. Programs for annual, special capital, and estate and planned gift support shall be sustained. Public relations, communications, reporting and research systems shall be coordinated with District operations.

C. Resource Management Committee

Between meetings of the Board, this committee shall have the power to authorize the investment or reinvestment of funds by the Foundation, to direct the purchase, sale or exchange of securities and property of the Foundation, excepting, however, property used for the support of the Foundation's executive functions. To employ and retain agents, consultants, counselors, investment advisors with discretionary investment powers, financial advisors and other special counsel related to the performance of these duties, and to cause an examination to be made annually of the books and accounts of the Foundation by an independent auditor selected by the Board on the recommendation of the committee. The chairperson of the committee shall submit the results of the audit to the board. Any action of the committee shall be submitted for the review and approval of the board.

D. Committee on Grants Policies.

- (1) Responsible for the recommendation on policies and the implementation and evaluation of procedures governing grants by the Foundation for the support of District programs and functions.
- (2) Receive and coordinate financial requests with appropriate parties within the district. Evaluate these against policies, availability of funds, and potential for support. Recommend to the Board which programs should be initiated or continued and, subsequently, which funds should be disbursed.

a. The Steilacoom Historical Education Foundation (SHEF) Grant Program makes funds available each year based on the amount SHEF raised the previous year. All funds must be used according to our Mission Statement: "SHEF is an organization dedicated to encouraging and enabling excellence in education in the school of the Steilacoom Historical School District."

b. The Program's intent is to support and promote student centered school programs that will:

- Improve student academic and creative achievement
- Increase student self-esteem
- Reinforce student social, cooperative, and team building skills
- Encourage and develop school-home-community linkages
- Increase parental involvement and family support

## **ARTICLE VIII**

### **Programs and Fiscal Management**

Section 1. Fiscal Year

The fiscal year of the Foundation shall be 1 January through 31 December.

Section 2. Program Policies

The policies and procedures approved by the Board which govern general and specific business operations shall be placed in a manual independent of these bylaws and maintained as current standard operations procedure.

Section 3. Surety Bonding

At the discretion of the Board, any and all officers, agents, or employees may be required to give bond for the faithful performance of his/her/their fiduciary duties in such amount and with such sureties as the Board may prescribe. Expense of bonding all personnel so stipulated will be borne by the Foundation.

#### Section 4. Financial Records

(A) The President, or Executive Director if appointed, shall present reports of all financial activity. At the annual meeting the President/Executive Director shall make an annual report of all business conducted by the Foundation.

(B) The Treasurer shall maintain accounting records in accordance with standard accounting format as specified by the Standard Operating Procedure, to include a complete and current inventory of all fiscal, financial and physical assets . The Treasurer will prepare monthly balance statements, the yearly financial activity report, and other reports as may be necessary or be required by the Board of Trustees.

#### Section 5. Financial Management

It is the responsibility of the President and Treasurer to prudently manage the assets of SHEF to provide adequate liquidity for ongoing SHEF activities and to maximize return on investment for SHEF funds. At the direction of the Board of Trustees, the foundation may employ and retain proper counselors, experts, advisors and investment advisors with discretionary investment power, to counsel with, advise and aid the Board of Trustees, including the Treasurer, in the proper receipt, holding, transferring, accounting, and maintenance of securities.

#### Section 6. Investments.

The receipt, holding, transfer, accounting and custodianship of securities shall be in accordance with the provisions of these by-laws, and with policies and procedures recommended by the Resource Management Committee as approved by the Board. This corporation may employ and retain proper counselors, experts, advisors, and investment advisors with discretionary investment power, to counsel with, advise and aid the Resource Management Committee and the Board in the proper receipt, holding, transferring, accounting, and maintenance of securities. This corporation, in the investments of such securities, shall not be limited to those investments by fiduciaries under the laws of the State of Washington or otherwise.

#### Section 7. Disbursements

The Treasurer shall disburse SHEF funds or resources only upon due authorization by: (a) Foundation vouchers, (b) written Foundation directives, or (c) as directed by the Board of Trustees. These authorizations shall be required for checks, securities, and other financial instruments as well as deeds, trust agreements, contracts, leases, licenses and other financial devices. Two signatures of officers of the foundation shall be required on all checks.

#### Section 8. Inventories

The President, or Executive Director if appointed, shall maintain a complete and current inventory of all fiscal, financial and physical assets.

Section 9. Audit

There shall be at least an annual audit of all books, records, and transaction documents by an independent audit, or as directed by the Board of Trustees. Signatories of accountable documents shall not serve on the audit committee. All such records shall be available for inspection by any voting member of the Board upon request through the President.

**ARTICLE IX**

Gift Policy

Section 1. Acceptance

(A) All gifts shall be accepted by the President/Executive Director subject to the approval or confirmation of the Board.

(B) Such transfers of assets not considered ordinary shall be deferred until advance approval of the Board is obtained.

Section 2. Limit of Payout

All gifts which require the payment of annuity amount or other charge from the funds or resources of the Foundation shall be made only from the income and/or principal of the transferred asset itself.

Section 3. Appraisals

The Foundation will not provide appraisals to donors for non-cash gifts. Appraisal is authorized only for foundation accounting purposes.

**ARTICLE X**

Qualifications of Scholarship Recipients

The Steilacoom Historical Education Foundation Board of Trustees may, at its discretion, rescind a scholarship that has not yet been forwarded to the recipient's college if the recipient's conduct does not demonstrate the scholarship criteria of "Good Citizenship" such as:

- A. Expulsion or suspension from school
- B. Misdemeanor crimes
- C. Felony crimes (charged or not charged)

## **ARTICLE XI**

### **Guidelines Regarding Fund Requests**

Prior to submission each applicant is asked to review the mission statement of the Steilacoom Historical Education Foundation. If the applicant believes their request for funds is consistent and compliant with the purpose of our organization then a brief written request must be mailed to SHEF for review. Upon receipt the request will be discussed and voted on at the next quorum of the Board of Trustees during a scheduled session. The requester will be notified in writing of the results. No member of the board can be in a position to derive a private benefit, directly or indirectly, from the selection process. The Board of Trustees maintains the right to reject all requests for funds without disclosure of discussion or basis of vote. If the award is approved the recipients are subject to have their organization publicly announced as a recipient.

## **ARTICLE XII**

### **Location of Registered Office and Agent**

The Foundation's principle office shall be located within the boundaries of the Steilacoom Historical School District No. 1, Pierce County , Washington .

## **ARTICLE XII**

### **Robert's Rules of Order**

Any procedure not specified or limited by these by-laws shall be governed by the most recent edition of Robert's Rules of Order.

## **ARTICLE XIII**

### **Amendments to the Bylaws**

These by-laws may be amended or repealed by a two-thirds (2/3) vote of the Board of Trustees at a meeting which has been scheduled and conducted in accordance with these by-laws.

These by-laws as originally written were adopted for the Steilacoom Historical Education Foundation by the Board of Governors on September 1, 1993. The revised by-laws were adopted by the Board of Trustees on May 8, 1997. The addition of Article X and Article XI were adopted by the Board of Trustees on April 15, 2002. Article VII, Section D, amended by adding a. and b., was adopted by the Board of Trustees on November 18, 2002.

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Linda Evanson  
President