

AMENDED AND RESTATED BYLAWS OF  
“ANACORTES SCHOOLS FOUNDATION”  
(formerly “Fidalgo Island Educational Youth Foundation”)

ARTICLE I – NAME AND MISSION

1.1 Name of the Nonprofit Corporation: The name of this volunteer Washington nonprofit corporation shall be “Anacortes Schools Foundation” herein referred to as the “Foundation”.

1.2 Mission of the Foundation:

The mission of the Foundation is to support education, which includes, but is not limited to, the following:

- Granting scholarships and awards to students and graduates of the Anacortes School District.
- Providing services or facilities for the Anacortes School District, its students and employees.

ARTICLE II – BOARD OF DIRECTORS

The affairs and business of the Foundation shall be managed by a Board of Directors, hereinafter referred to as the “Board” in accord with the following provisions:

2.1 Number and Term: The Board shall consist of not less than 11 directors and not more than 21 directors. The terms of the directors appointed subsequent to the adoption of these Bylaws shall be for a period not more than four years ending September 30th. The terms of the directors serving at the time of the adoption of these bylaws shall be established at the board meeting at which these Bylaws are approved but in no event shall their terms be more than four years. The foregoing notwithstanding, it is anticipated that existing board members may be elected to an additional four year term or terms.

2.2 Quorum: A majority of the then directors of the Board shall constitute a quorum. The term majority vote of the Board shall mean a majority of the quorum present at a meeting of the Board.

2.3 Election: Directors shall be elected by a majority vote of the Board at the regular September meeting of the Board or at a special meeting in September if the regular meeting cannot be held. This election shall be for the term commencing on the 1<sup>st</sup> of October. The President, at his or her discretion, can convene a nominating committee to select a slate of candidates for the September election or for a special election as described in Sec. 2.4 below.

2.4 Vacancies: If a director position is or becomes vacant for any reason, the President may call for the nomination of a prospective candidate(s) by existing directors and/or by the nominating committee. Such prospective candidate(s) shall be invited to receive the Board's orientation materials and to attend a regularly scheduled meeting of the Board. The election of selected candidate(s) shall take place at the next regular meeting of the Board. Alternatively, at the President's discretion, the election may be conducted by mail, facsimile transmission or E-mail after the candidate(s) is (are) nominated. Such election shall be by a majority vote of the Board.

2.5 Removal: Any director (and any officer elected by the Board as provided for below) may be removed by a majority vote of the Board, with or without cause, whenever in its judgment the best interests of the Foundation will be served. Failure to attend three consecutive meetings of the Board, or the failure to attend at least three board meetings in any calendar year, may be grounds to terminate a director. Notice of the proposed removal shall be given to each director at least seven (7) days prior to the meeting when a vote for removal is taken. Such notice shall state, if applicable, the reason for the proposed removal.

2.6 Conflict of Interest: Any director who has a financial, personal, or official interest in, or conflict (or the appearance of a conflict) of interest with any matter involving the Foundation of such nature that it prevents, or may prevent, that director from acting on the matter in an impartial manner, shall voluntarily refrain from further participation in the discussion or voting on said matter. In the event that director fails to do so, the other directors, upon a motion, may by a majority vote disregard any comments or votes on said matter by that director.

2.7 Compensation: The officers and other directors of the Board shall not receive compensation for their services but may be reimbursed for reasonable expenses incurred on behalf of the Foundation in the furtherance of its purposes.

2.8 Meetings of the Board:

2.8.1 Regular Meetings: Regular meetings of the Board shall be at 5:15 p.m. on the third Wednesday of the month, except the months of August and December in which no regular meeting is scheduled. The annual meeting of the Board shall be at the September meeting. The Executive Committee shall meet as necessary, as called by the President.

2.8.2 Special Meetings: Special meetings of the Board may be called at any time by the President or other officer of the Board, provided notice of such special meeting is given to each member of the Board as provided in Article 2.8.3 below. Such notice shall be given at least forty-eight hours before the time of such special meeting.

2.8.3 Notice: Any notice provided for herein or for any other purpose of the Foundation (with the exception of notice of a proposed removal of a director or officer referred to in Article 2.5 above which shall require notice by hand delivery by a

director or by certified mail to the last known address of the director) shall be by E-mail. It shall be the responsibility of each director to provide the secretary of the Foundation with their most recent E-mail address and notice of any meeting to said address shall be deemed to be valid notice to each director.

## 2.9 Whistle Blowers

If any person (including, but not limited to, directors, members, and employees) reasonably believes that some policy, practice, or activity of the Foundation is in violation of law or any rule, regulation or policy of the Foundation, a written complaint may be filed with each member of the Executive Committee.

The Foundation will not retaliate against the complainant who, in good faith, has made a complaint against some practice of the Foundation, or some person acting on its behalf or of another individual or entity with whom the Foundation has (or had) a business relationship.

## 2.10 Document Retention:

The records of Foundation are important assets. These records include essentially all records produced, whether paper or electronic. A record may be as obvious as a memorandum, an e-mail, a contract, or something not as obvious, such as a computerized desk calendar, an appointment book or an expense record.

The Foundation expects all employees, directors or members to fully comply with these records retention or destruction policies and schedules, provided that they should note the following general exception to any stated destruction schedule: If they believe, or the Foundation informs them, that Foundation records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then they must preserve those records until the Executive Committee determines the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records. If it is believed that exception may apply, or there is a question regarding the possible applicability of that exception, the president should be contacted.

From time to time the Foundation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that bear special consideration are identified below. While minimum retention periods are suggested, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors.

2.10.1 Tax Records. Tax records include, but may not be limited to, documents concerning payroll expenses, proof of deductions, business costs, accounting

procedures, and other documents concerning the Foundation finances. Tax records should be retained for at least six years from the date of filing the applicable return.

2.10.2 Employment Records/Personnel Records. State and federal statutes require the Foundation to keep certain recruitment, employment and personnel information. The Foundation should also keep personnel files that reflect performance reviews and any complaints brought against the Foundation or individual employees under applicable state and federal statutes. The Foundation should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. Employment and personnel records should be retained for six years.

2.10.3 Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Foundation's minute book. A clean copy of all Board and Board Committee materials should be kept for no less than three years by the Foundation.

2.10.4 Press Releases/Public Filings. The Foundation should retain permanent copies of all press releases and publicly filed documents under the theory that the Foundation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Foundation.

2.10.5 Legal Files. Legal counsel may be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

2.10.6 Contracts. Copies of all contracts entered into by the Foundation should be retained. The Foundation should retain copies of the final contracts for at least six years beyond the life of the agreement, and longer in the case of publicly filed contracts.

2.10.7 Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

2.10.8 Failure to Comply. Failure to comply with this Document Retention Policy may result in punitive action against the offending person, including suspension, termination or removal from the Board.

## ARTICLE III – OFFICERS

3.1 Election: At the September meeting the directors shall elect from its members a President, Vice-President, Recording Secretary, Correspondence Secretary, Treasurer and such other officers as may be deemed necessary by the Board. The terms of each officer thereafter shall commence on October 1st following their election and they shall hold office for one year. Such election shall be by a majority vote of the Board.

### 3.2 Duties of Officers:

3.2.1 President: The President shall have the general supervision, direction and control of the business and affairs of the Foundation. The President shall arrange for the preparation and filing of the “Annual Report” with the Office of the Secretary of State. At the completion of a President’s term, the President shall serve for one year on the executive committee referred to below as Past President after leaving office.

3.2.2 Vice President: The Vice-President shall perform the duties of the President in the President’s absence and such other duties as may be assigned by the President.

3.2.3 Recording Secretary: The Recording Secretary shall prepare and maintain minutes of all regular and special meetings of the Board, shall see that notice is given in accordance with the provisions of these Bylaws, and shall be the custodian of the Foundation’s records. In addition, the Secretary shall perform all duties incident with the office of secretary and such other duties as may be assigned by the Board of Directors.

3.2.4 Correspondence Secretary: The Corresponding Secretary shall collect at least weekly the Foundation's mail at the ASD offices, distribute promptly to the President and the Treasurer or other officers as needed, process all donations by writing a timely thank you acknowledgement to each donor, and transfer checks to the Treasurer or his/her file at the District office for deposit. The duties of the Corresponding Secretary may, by general consent of the Board, be assumed by any officer of the board, including officers currently holding other positions.

3.2.5 Treasurer: The Treasurer shall be responsible for ensuring that adequate procedural safeguards are established for the receipt and disbursement of all Foundation funds and property, conduct an annual accounting of all Foundation funds and property, arrange for annual audit of the Foundation’s books by an outside auditor or by an appointed audit committee, and cause the same to be presented to the Board for review and approval. The Treasurer shall file or arrange for filing of the Foundation tax returns.

3.3 Executive Committee: The above referenced officers, and the immediate Past President of the Foundation if still serving as a director, shall constitute the

“Executive Committee” which shall meet as necessary by call of the President. This committee shall report its activities to the board at the next regular board meeting, and any of its actions shall be subject to Board approval.

3.4 Vacancies: If a vacant officer position occurs on the Board, an election shall take place at the next regular meeting of the Board to fill the unexpired term created by the vacancy. Such election shall be by a majority vote of the Board.

#### ARTICLE IV – CONDUCT OF BUSINESS

4.1 The Order of Business: The rules of procedure at meetings of the Board shall be the rules contained in Robert’s Rules of Order of Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation or with any resolution of the Board.

4.2 Committees: the Board may from time to time act as a committee of the whole. The Executive Committee may appoint other committees, which may include persons not serving as a director, as deemed necessary or advisable in the conduct of its affairs. The activities and recommendations of any committee are subject to the approval of the Board. Chairpersons of such committees shall be appointed by the President of the Board to serve for terms not to exceed one year, subject to removal at the will of the Board.

#### ARTICLE V – FISCAL MATTERS

5.1 Fiscal Year: The fiscal year of the Foundation shall begin on the first day of January and end on the thirty-first day of December in each year.

5.2 Contributions: The Board may accept, on behalf of the Foundation, any contribution, gift, bequest or devise for the general purpose of the Foundation or for any special Purpose which are deemed acceptable by the Executive Committee.

5.3 Contracts: The board may authorize any officer or officers of the Board of Directors to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation.

5.4 Checks, Drafts and Other Orders for Payment: All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, or any internal transfer of funds shall be signed by at least two officers of the Foundation.

5.5 Deposits: All funds of the Foundation shall be deposited as soon as practical upon receipt to the credit of the Foundation in such banks, trust companies, savings and loan associations or other depositories as the Board may select.

#### ARTICLE VI - IMMUNITY FROM LIABILITY

Adopted: March 20, 2013

6.1 A director of the Foundation shall not be personally liable to the Foundation or any of its directors for monetary damages for breach of fiduciary duty as a director, except that this Article shall not eliminate or limit a director's liability (1) for breach of the director's duty of loyalty to the Foundation; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) or for any transaction from which the director derived an improper personal benefit.

6.2 To the full extent permitted by the Washington Nonprofit Corporation Act, each member of the Board of Directors, each member of a Foundation committee, and each officer of the Foundation, shall be indemnified by the Foundation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of holding or having held such position at the time such expenses or liabilities are incurred, except to the extent such expenses or liabilities are covered by insurance and except in such cases wherein such person is adjudged guilty of willful misfeasance in the performance of their duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Foundation.

#### ARTICLE VII – MEMBERS

The Foundation may solicit persons and/or legal entities to be members on such terms and conditions as the Board shall from time to time establish, provided however; the members shall have no voting power with regard to the affairs and business of the Foundation.

In addition, any former director may be designated by a majority vote of the Board as an "Emeritus Member" who shall be eligible to attend meetings of the Board and to participate fully therein, but shall have no voting privileges.

#### ARTICLE VIII – AMENDMENT OF THE BYLAWS

The power to alter, amend or repeal the Bylaws or to adopt new Bylaws may be done by the affirmative vote of the majority of the board at any regular meeting, provided that notice of such proposed changes shall have been distributed to the members of the Board at least fourteen (14) calendar days in advance unless all Board members have waived said notice in writing.

Adopted this 20th day of March, 2013.

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PRESIDENT

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RECORDING SECRETARY

Adopted: March 20, 2013