

**BYLAWS  
OF  
SOUND FOUNDATION FOR PUBLIC HEALTH**

**PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Washington State Nonprofit Corporation Act and the Articles of Incorporation of Sound Foundation for Public Health. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Washington State Nonprofit Corporation Act, said Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Sound Foundation for Public Health, it shall then be these Bylaws which shall be controlling.

**ARTICLE 1 – NAME**

The legal name of the Non-Profit Corporation shall be known as Sound Foundation for Public Health, and shall herein be referred to as the “Foundation.”

**ARTICLE 2 – PURPOSE**

The general purposes for which this Foundation has been established are as follows:

The purpose for which the Sound Foundation for Public Health is formed is set forth in the attached Articles of Incorporation as “Exhibit “A.”

The Foundation is established and shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purpose of this Foundation is to provide support for priorities identified in community health assessments, community health improvement plans, and/or emerging public health issues in Snohomish County and the North Puget Sound area.

In addition, this Foundation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Foundation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Foundation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Washington and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Foundation. At no time and in no event shall the Foundation participate in any activities which have not been permitted to be carried on by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986.

### **ARTICLE 3 – OFFICES**

The principal office of the Foundation shall be located at \_\_\_\_\_.

The Foundation may have other such offices, as the Board of Directors may determine or deem necessary, or as the affairs of the Foundation may find a need for from time to time.

### **ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the Foundation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Foundation shall be distributed in accordance with Article 13 of the Articles of Incorporation paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code.

### **ARTICLE 5 – BOARD OF DIRECTORS**

#### **General Powers and Responsibilities**

The Foundation shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Washington State Nonprofit Corporation Act. The Board shall establish policies and directives governing business and programs of Foundation and shall delegate to the Executive Director and Foundation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

#### **Number and Qualifications**

The Board shall have up to 11, but no fewer than 7, Board members. The number of Board members may be increased beyond 11 members by the affirmative vote of a majority of the then serving Board of Directors.

In addition to the regular membership of the Board, representative of such other organizations or individuals, as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, but shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office. At a minimum, Ex-Officio Board Members shall include Snohomish Health District Board of Health Chair (or Designee) and the Snohomish Health District Administrative Officer (or Designee).

#### **Board Compensation**

The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, and nothing in these Bylaws shall be construed to preclude any Board Member from serving the Foundation in any other capacity and receiving compensation for services rendered.

#### **Board Elections**

The initial Foundation Board shall be appointed by the Snohomish Health District Board of Health. Subsequent appointments shall be by the Board of Directors of the Foundation. Nominations for new and renewing Board members shall be presented at the Board meeting immediately preceding the beginning of the next fiscal year. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

### **Term of Board**

All appointments to the Board shall be for a term of three (3) year term. However, in order to ensure continuity of service and retention of institutional knowledge, one-half (1/2) less one (e.g. 5 out of 11) of the initial Board shall be appointed for a two (2) year term.

### **Vacancies**

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) An increase in the authorized number of directors; or
- c) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set for Article 5 – Meetings, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### **Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### **Removal**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

### **Meetings**

The Board's regular meetings may be held at such time and place as such time and place as shall be determined by the Board. The Chair or any four regular Board members may call a special meeting of the Board with [REDACTED] days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email or by fax. The person(s) authorized to call such special meetings of the Board may also establish the

place the meeting is to be conducted, so long as it is a reasonable place in which to hold any special meeting of the Board.

### **Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Board Chair shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings which shall be delivered to the Foundation to be placed in the minute books of the Foundation and a copy of which is to be delivered to each Board member via either regular mail, hand delivered, emailed or faxed within [REDACTED] business days after close of each Board meeting.

### **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of the Foundation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

### **Quorum**

At each meeting of the Board of Directors, the presence of the lesser of (a) six (6) members or (b) one-half (1/2) plus one (1) of the members currently serving on the Board, depending on the current number of filled positions, shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Board Chair shall be the deciding vote. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in radio or telephone communication with the other Board members participating in the meeting.

### **Proxy**

A Board member who is unable to attend a meeting of the Board may vote by written proxy given to any other voting member of the Board or designated staff member who is in attendance at the meeting in question. However, a vote by proxy shall not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

### **Board Member Attendance**

An elected Board Member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Board Chair his/her commitment to the Corporation. The Board may, by majority vote, deem a Board member who has missed four (4) consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

## **ARTICLE 6 – OFFICERS**

### **Officers and Duties**

The Board shall elect officers of the Foundation, which shall include a President (Chairperson), a Vice President (Vice Chairperson), a Secretary, and a Treasurer, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their office and other such duties which may be required by law, other Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board annually at its first meeting after the new-year. Officers may serve two consecutive terms in the same position before being required to vacate that position for a term. Officers shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer, that may be under any contract of employment, any officer which may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Board of Directors president and/or secretary of the Foundation. All resignations shall become effective upon the date in which the written notice of resignation was received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies, in any office because of death, resignation, disqualification, removal or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

### **President (Chairperson of the Board)**

It shall be the responsibility of the chairperson of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The chairperson is authorized to execute, in the name of the Foundation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Foundation, except when required by law that the president's signature must be provided.

### **Vice-President (Vice- Chairperson of the Board)**

In the absence of, or in the event of his/her inability or refusal to act, the chairperson, it shall then be the responsibility of the vice chairperson to perform all the duties of the chairperson, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the chairperson.

### **Executive Director**

The Executive Director shall not be an elected Board position. It shall be a contract position approved by a majority of the Board. It shall be the responsibility of the Executive Director, in general, to supervise and conduct all activities and operations of the Foundation, subject to the control, advice and consent of the Board of Directors, shall keep the Board of Directors completely informed and shall freely consult with them in relation to all activities of the Foundation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Executive Director shall be empowered to act, speak for, or otherwise represent the Foundation between meetings of the Board. The Executive Director shall be responsible for the hiring and

firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The Executive Director is authorized to contract, receive, deposit, disburse and account for all funds of the Foundation; to execute in the name of the Foundation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Foundation, and to negotiate any and all material business transactions of the Foundation.

### **Secretary**

The secretary, or his/her designee, shall be the custodian of all records and documents of the Foundation which are required to be kept at the principal office of the Foundation, shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proposed for that purpose. S/he shall attend to the giving and serving of all notices of the Foundation, and shall see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these bylaws.

### **Treasurer**

It shall be the responsibility of the treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designation by the Board of Directors. Furthermore, the treasurer shall disburse, or cause to be disbursed, the funds of the Foundation, as may be ordered by the Board of Directors, and shall render to the president and directors, whenever they request it, an account of all the treasurer's transactions as treasurer and of the financial condition of the Foundation.

The treasurer shall give the Foundation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the treasurer's office and for restoration to the Foundation of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control upon the treasurer's death, resignation, retirement, or removal from office. The Foundation shall pay the cost of such bond.

## **ARTICLE 7 – COMMITTEES**

### **Committees of Directors**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternative members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee required the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members if this were a membership.
- b) Fill vacancies on, or remove the members of the Board of Directors, or in any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Article of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or considerably all of the property and assets of the Foundation otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Foundation in a contract or agreement or expend Foundation funds.

#### **Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Directors of these bylaws, concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

### **ARTICLE 8 - STANDARD OF CARE**

#### **General**

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve in such a manner as the director deems to be in the best interest of this Foundation and with such care, including reasonable inquiry, as an ordinary prudent and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Foundation whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accounts or other persons as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence.

So long as in any such case, the director act in good faith, after reasonable inquiry when the need may be indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8, Conflict of Interest, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a directors, including, without limitation of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Foundation, or assets held by it, are dedicated.

#### **Loans**

The Foundation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Foundation may advance money to a director or officer of the Foundation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

#### **Conflict of Interest**

The purpose of the Conflict of Interest policy is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise benefit in the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/Organizations and is not intended as an exclusive statement of responsibilities.

#### **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction of arrangement.

#### **Establishing a Conflict of Interest**

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while establishing a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

#### **Addressing Conflict of Interest**

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested individual may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board



discusses the information and/or material presented, and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

- b) The Chairperson of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Foundation can obtain will reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

#### **Violations of Conflict of Interest Policy**

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Procedures and Records**

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Annual Statements**

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and

- d) Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily activities, which accomplish one or more of its tax-exempt purposes.

### **Mutual Directors**

No contract or transaction or transaction between the Foundation and any Washington State non-profit public benefit corporation/Organization, of which one or more of its directors is a director of this Foundation, is void or voidable because such director(s) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the Foundation at the time it is authorized, approved or ratified.

### **Indemnification**

To the fullest extent permitted by law, this Foundation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including an action by or in the right of the Foundation, by reason of the fact that the person is or was a person described in that in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Foundation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Foundation for those expenses.

The Foundation shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the Foundation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 11 – EXECUTION OF CORPORATE INSTRUMENTS**

### **Execution of Corporate instruments**

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Foundation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Foundation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Foundation, and other Foundation instruments or documents, memberships in other corporations/Organizations, and certificates of shares of stock owned by the Foundation, shall be executed, signed and/or endorsed by Secretary or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Foundation, or in special accounts of the Foundation, shall be signed by such person or persons as the Boards of Directors shall authorize to do so.

### **Loans and Contracts**

No loans or advances shall be contracted on behalf of the Foundation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Foundation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation.

## **ARTICLE 12 – RECORDS AND REPORTS**

### **Maintenance and Inspection of Articles and Bylaws**

The Foundation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

### **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Foundation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **Maintenance and Inspection of Other Corporate Records**

The Foundation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Foundation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Foundation shall turn over to his or her successor or the President, in good order, such Foundation monies, books, records, minutes, lists, documents, contracts or other property of the Foundation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

### **Preparation of Annual Financial Statements**

The Foundation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Foundation make these financial statements available to the Washington State Secretary of State and members of the public for inspection no later than        months after the close of the fiscal year to which the statement relate.

### **Reports**

The Board shall ensure an annual report is to be sent to all directors within 120 days after the end of the Foundation's fiscal year, and which shall contain the following information:

- a) The assets and liabilities, including the trust funds, of this Foundation at the end of the fiscal year.

- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of this Foundation for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Foundation Code concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report or independent accountants, or, if there is no such report, the certificate of an authorized officer of the Foundation that such statement were prepared without audit from the books and records of the Foundation.

#### **ARTICLE 13 – FISCAL YEAR**

The fiscal year for this Foundation shall begin on January 1 and shall end on December 31.

#### **ARTICLE 14 – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended or repealed by the vote of a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

#### **ARTICLE 15 – CORPORATE/ORGANIZATION SEAL**

The Board of Directors may adopt, use and alter a Foundation seal. The seal shall be kept at the principal office of the Foundation. Failure to affix the seal to any Foundation instrument, however, shall not affect the validity of that instrument.

#### **ARTICLE 16 – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neutral, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

### CERTIFICATE OF SECRETARY

I, \_\_\_\_\_, certify that I am the current elected and acting Secretary of the Foundation, and the above bylaws, consisting of fifteen (15) pages, are the bylaws of this Foundation as adopted by the Board of Directors on this \_\_\_\_\_ day of \_\_\_\_\_, 2020, and that they have not been amended or modified since the above.

***EXECUTED*** on this \_\_\_\_\_ day of \_\_\_\_\_, 2020, in the County of Snohomish in the State Washington.

\_\_\_\_\_  
(Duly Elected Secretary)

**EXHIBIT "A"**

**ARTICLES OF INCORPORATION**

DRAFT