



BYLAWS
OF
WENATCHEE VALLEY COLLEGE FOUNDATION
(a non-profit corporation)

ARTICLE I

Purpose

1.1 Purpose. The Wenatchee Valley College Foundation, hereinafter referred to as the Corporation, exists for the exclusive purpose of encouraging, promoting, and supporting education programs, scholarly programs, scholarly pursuits, athletics, alumni relations, and future development in connection with Wenatchee Valley College.

ARTICLE II

Offices

2.1 Registered Office and Registered Agent. The registered office of the Corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

ARTICLE III

Board of Directors

3.1 General Powers. Except as otherwise provided by applicable law or the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of and the affairs of the Corporation managed under the discretion of its Board of Directors.



3.2 Number, Tenure, and Qualifications.

a. The Board of Directors of the Corporation shall consist of not fewer than ten (10), nor more than twenty-five (25) directors, with the exact number thereof to be determined from time to time by resolution or motion of the Board of Directors of the Corporation. At least four (4) directors shall be community members with an interest in Wenatchee Valley College athletics. The President of Wenatchee Valley College shall be an ex-officio (non-voting) member of the Board of Directors of the Corporation.

b. The Board of Directors shall be divided into three director groups in respect to term of office, each director group to contain as near as may be possible, one-third of the total number of directors. Each director group shall serve for a term of three (3) years. Despite the expiration of a director's term, such director may continue to serve until the director's successor is elected in accordance with these Bylaws. Any director may be elected to succeed himself or herself in that office for a subsequent term or terms.

c. Each new director must be approved by a majority of the Board of Directors at the Annual Meeting, or at a meeting so designated by the Executive Committee. In addition, the four (4) designated athletics positions must be approved by the WVC Athletics Department Director, or its equivalent.

3.3 Removal. A director may be removed from office at any time for cause by a majority vote of all the other directors.

3.4 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death, leave of absence, or otherwise, may be filled by the affirmative vote of a majority of the remaining directors, with the new member's term beginning immediately following completion of the vacating member's term. Such successor member of the Board of Directors shall serve the remaining time of the unexpired term, or in the case of a leave of absence, the duration of such leave. A leave of absence shall not extend the term of the director taking such leave. Upon return, said director may serve the remaining time of the term to which he or she was elected.

3.5 Committees.

(a) The Board of Directors may appoint, from time to time, standing or temporary committees, boards, funds, or councils. Except as otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws, the Board of Directors may determine whether or not the members of such bodies must be selected from within or without the directors of the Corporation and may designate the members of such bodies or may authorize the President and/or any other office or officers of the



Corporation to designate the members of such bodies. Such bodies may be vested with such powers as the Board of Directors may determine by resolution or motion passed by a majority of the full Board of Directors.

(b) No such body shall have the authority of the Board of Directors in reference to:

- amending, altering, or repealing these Bylaws;
- electing, appointing, or removing any member of any such committee or any director or officer of the Corporation;
- amending the Articles of Incorporation;
- adopting a plan of merger or adopting a plan of consolidation with another corporation;
- authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation (other than in its ordinary course of business);
- authorizing the voluntary dissolution of the Corporation or adopting a plan for the distribution of the assets of the Corporation; or
- amending, altering, or repealing any resolution or motion of the Board of Directors.

(c) The designation of any such body and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

3.6 Annual Meetings. The annual meetings of the Board of Directors may be held at the registered office of the Corporation or at such other place or places, either within or out of the state of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held, with notice as to the time of the meeting, at the registered office of the Corporation at such date and place as the Board of Directors shall designate by notice in the same procedure as notice of special meetings.

3.7 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the Corporation or at such other place or places, as the Board of Directors may from time to time designate. The frequency of such meetings (monthly, bimonthly, etc.) shall be approved by the Board of Directors. Notice of such meetings will be given to all board members in the same procedure as notice of special meetings.



3.8 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the Corporation, or upon request by any two (2) directors. Such meeting shall be held at the registered office of the Corporation or at such other place or places as the directors may from time to time designate.

a) Notice of Special Meetings. Notice of the time, place, and purpose(s) of any special meetings of directors shall be given by the Secretary/Treasurer of the Corporation, or staff as assigned, to each director by mailing a written or printed notice of the same to the director's last known address or by sending an electronic notice to the director's last known email address, at least five (5) days prior to the meeting.

3.9 Waiver of Notice. A waiver of any notice required to be given any director, signed by the director entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened.

3.10 Quorum. Except as otherwise noted in these Bylaws, the presence of one-third (1/3) of all the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum be not present at any meeting of the Board of Directors, or if the business of such meeting shall not be completed, those present by majority vote may adjourn the meeting from day to day, or from time to time, not exceeding ninety (90) days from such adjournment, without further notice, until a quorum shall attend or the business thereof shall be completed. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

3.11 Voting. Each director shall be entitled to one (1) vote on any question properly coming before any meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of the majority of directors present is the act of the Board of Directors unless applicable law, the Articles of Incorporation, or these Bylaws require the vote of a greater number of directors.

3.12 Remuneration. No stated remuneration shall be paid directors, as such, for their service, other than meals for attending meetings and approved board related training.

3.13 Loans. No loans shall be made by the Corporation to any director.

3.14 Telephonic Meetings. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such board committee by means of a conference telephone or similar communication equipment by



means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Executive Committee

4.1 Designations. The Board of Directors, by resolution or motion passed by the affirmative vote of the majority of directors, may designate from among its members an Executive Committee, which shall preferably be members with at least one year of experience on the Board. The Executive Committee shall consist of the President of the Corporation who shall preside at all the meetings thereof, the Vice President of the Corporation, the Secretary/Treasurer of the Corporation, the immediate past President of the Corporation, and three (3) at large members from the Board of Directors, for a total of 7 voting Executive Committee members elected by the affirmative vote of the majority of the directors. The President of Wenatchee Valley College shall be an ex-officio (non-voting) member of the Executive Committee.

4.2 Term of Service. The members of the Executive Committee shall serve two (2) years or until the annual meeting in the second calendar year following their election and until their successors have been elected by the Board of Directors. The Immediate Past President shall serve one year following his or her term as president and will be replaced by a 4th at large member that will serve one year. The Executive Committee Members may succeed themselves, but need to be approved by the Full Board of Directors at the annual meeting; provided that no Executive Committee member shall serve more than two (2) consecutive 2-year terms as an at large member. .

4.3 Powers and Responsibilities. The Executive Committee shall have and exercise any or all of the authority of the Board of Directors of the Corporation between meetings of said Board, except that the Executive Committee shall not have the authority of the Board of Directors in reference to those matters set forth in Section 3.5(b) above or as otherwise limited by law.

4.4 Reports. Written reports of the actions of the Executive Committee shall be submitted to the Board of Directors at the Board's next meeting following the action of the Executive Committee.

4.5 Removal. A member of the Executive Committee may be removed from such committee at any time for cause by a majority vote of all the members of the Board of Directors.

4.6 Vacancies. All vacancies in the Executive Committee, whether caused by resignation, death, leave of absence, or otherwise, may be filled by the affirmative vote of a majority of the Board of Directors. Such successor member of the Executive



Committee shall serve the remaining time of the unexpired term, or in the case of a leave of absence, the duration of such leave.

4.7 Meetings of the Executive Committee. Meetings of the Executive Committee shall be called by the President of the Corporation or any two (2) members of the Executive Committee.

4.8 Notice of Meetings. Notice of the time, place and purpose(s) of any meeting of the Executive Committee shall be given by the Secretary/Treasurer of the Corporation, or staff as assigned, to each member of the Executive Committee by mailing a written or printed notice of the same to the member's last known address or by sending an electronic notice to the member's last known email address, at least two (2) days prior to the meeting.

4.9 Waiver of Notice. A waiver of any notice required to be given any member of the Executive Committee, signed by the member entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice. Attendance by a member of the Executive Committee at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened.

4.10 Quorum. At meetings of the Executive Committee, a quorum shall consist of four (4) members of the Executive Committee.

4.11 Voting. Each member of the Executive Committee shall be entitled to one (1) vote on any question properly coming before any meeting of the Executive Committee. If a quorum is present when a vote is taken, the affirmative vote of the majority of the members present is the act of the Executive Committee.

ARTICLE V

Budget and Finance Committee

5.1 Designations. The Board of Directors, by resolution or motion passed by the affirmative vote of the majority of directors, may designate from among its members a Budget and Finance Committee. The Budget and Finance Committee shall consist of a minimum of five (5) members.

5.2 Powers and Responsibilities. The Budget and Finance Committee shall have general management of the finances, funds, and investments of the Corporation, subject to the control of the Board of Directors. The Budget and Finance committee



shall have authority to invest, reinvest, and exchange funds of the Corporation for the benefit of the Corporation, and in doing so shall exercise the judgment that persons of prudence, discretion, and intelligence exercise in the management of their own affairs, not in relation to speculation, but in regard to the permanent disposition of their own affairs, considering the probable income as well as the probable safety of their capital. Within the limitations of the foregoing standard, and subject to any express provisions or limitations in any particular trust instrument, the Corporation is authorized to acquire and retain every kind of investment securities, specifically including, but not by way of limitation, debentures, and other Corporation obligations, and stocks, preferred or common, which persons of prudence, discretion, and intelligence acquire for their own accounts.

5.3 Reports. Written reports of the actions of the Budget and Finance Committee shall be submitted to the Executive Committee and to the Board of Directors at the Executive Committee's and Board of Directors' next meetings following the action of the Budget and Finance Committee.

5.4 Meetings. The Budget and Finance Committee shall meet regularly to review the finances of the Corporation, which shall include developing the Corporation's annual budget, reviewing investments, reviewing year-end accounting, making recommendations to the full Board of Directors for scholarship allocation from restricted funds, developing gift acceptance policies, and guiding the allocation of unrestricted gifts.

ARTICLE VI

Officers

6.1 Designations: Term of Office. The officers of the Corporation shall be a President, a Vice President, and a Secretary/Treasurer, and shall be elected for a term of one (1) year. Any two or more offices may be held by the same person. Any person holding office may be elected to succeed himself or herself in that office for a subsequent term or be elected to serve a term or terms in some other office of the Corporation; provided that the President and the Vice President shall serve not more than two (2) consecutive 1-year terms in each respective office. The Officers of the Corporation shall be approved by the full Board at the annual meeting. Preferably, new officers shall have served at least one year on the Executive Committee prior to election to office. A former officer who has served out their term(s) and has withdrawn from the Executive Committee may again seek election to the Executive Committee and/or a particular office after a period of one year.

6.2 Duties of Officers: The duties and powers of the officers of the Corporation shall be as follows:



a. President. The President shall issue notices for the Executive Committee and Full Board meetings and will preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall perform all other duties as are incident to the office or are properly required of the President by the Board of Directors.

b. Vice President. During the absence or disability of the President, the Vice President shall exercise all of the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

c. Secretary/Treasurer. The Secretary/Treasurer shall call for the Budget & Finance Committee meetings and shall chair the Budget & Finance Committee. The Secretary/Treasurer, in conjunction with appropriate staff, shall keep minutes of all meetings, shall have charge of the Corporation's books, and shall make such reports and perform such other duties which are incident to the office, or are properly required of the Secretary/Treasurer by the Board of Directors. In addition, the Secretary/Treasurer shall have the custody of all monies and securities of the Corporation and shall oversee the keeping of regular books of account. The Secretary/Treasurer shall oversee the disbursement of the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Secretary/Treasurer and of the financial condition of the Corporation. The Secretary/Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

The funds, books and other records in the possession of the Corporation shall at all times be subject to the inspection, supervision and control of the Board of Directors. Deposits of the Corporation shall be subject to withdrawal only upon the signature of the Secretary/Treasurer and such other person or persons as the Board of Directors may specifically authorize in writing. The Secretary/Treasurer may be required by the Board of Directors to furnish a bond, with a satisfactory corporate surety, for the performance of his or her duties in the handling of the financial resources of the Corporation in such amount and at such times as the Board of Directors may require, the premium for such bond to be paid by the Corporation.

6.3 Delegation. If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may so elect.



6.4 Vacancies. Vacancies in any office, whether caused by resignation, death, leave of absence, or otherwise, may be filled by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board. Such successor officer shall serve the remaining time of the unexpired term, or in the case of a leave of absence, the duration of such leave.

6.5 Other Officers. The Board of Directors may appoint such other officers or agents as it deems necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

6.6 Loans. No loans shall be made by the Corporation to any officer.

6.7 Removal. The officers of the Corporation shall hold office until their successors are elected. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the full Board of Directors.

ARTICLE VII

Support Staff

7.1 Executive Director. The Board of Directors is authorized, under the terms of the current "Agreement between WVC and WVCF", and any subsequent amendments thereto, to obtain the services of an Executive Director by either hiring one to serve as an employee of the Corporation or by contracting for the services of such an employee. The Executive Director shall perform all duties as may be prescribed or delegated by the Board of Directors from time to time. Any of the duties and responsibilities assigned to the Board of Directors in these Bylaws may be delegated to the Executive Director for purposes of operational expediency and execution.

7.2 Other Staff. The Board of Directors is authorized, under the terms of the current "Agreement between WVC and WVCF", and any subsequent amendments thereto, to obtain the services of any other employees, individuals, or entities as may be necessary for the proper administration and operation of the business of the Corporation.

ARTICLE VIII

Honorary Board Position

The Corporation may open one or more Honorary Board Member position(s) to individuals exemplifying superior volunteer effort or financial support of Wenatchee Valley College. The Honorary Member shall be entitled to attend all meetings of the



Board of Directors, and the officers of the Corporation shall attempt, in good faith, to deliver notices of meetings of the Corporation to such Honorary Board Members. Honorary Board Members shall not be entitled to vote at any meeting of the Board of Directors, nor shall Honorary Board Members be eligible for elective office of the Corporation or serve on any Committee established or authorized by the Board of Directors. Honorary Board Members' names shall appear on the official Wenatchee Valley College Foundation letterhead. References in these Bylaws to a "Member" or a "Director" of the Corporation shall not include any Honorary Board Members unless explicitly provided otherwise.

ARTICLE IX

Emeritus Members

Emeritus membership is a status awarded by the Executive Committee to a person meeting the criteria for emeritus membership. To be eligible for emeritus membership, a person shall have served at least one (1) three-year term as a regular member of the Board of Directors and shall have provided exemplary service to the Corporation as determined by the Executive Committee. Emeritus Members shall be entitled to attend all meetings of the Board of Directors, and the officers of the Corporation shall attempt, in good faith, to continue to deliver notices of meetings of the Corporation to such Emeritus Members, if they so desire. Emeritus Members shall not be entitled to vote at any meeting of the Board of Directors, nor shall Emeritus Members be eligible for elective office of the Corporation or serve on any Committee established or authorized by the Board of Directors. Emeritus Members' names shall not appear on the official Wenatchee Valley College Foundation letterhead. References in these Bylaws to a "Member" or a "Director" of the Corporation shall not include any Emeritus Members unless explicitly provided otherwise.

ARTICLE X

Execution of Instruments Affecting Real Property

All instruments executed by the Corporation which are acknowledged and which affect an interest in real estate shall be deemed sufficient if executed by the President or Vice President of the Corporation and by the Secretary/Treasurer, or otherwise executed as provided by specific resolution or motion of the Board of Directors. All other instruments executed by the Corporation may be executed by the President, or Vice President, or Secretary/Treasurer, or by another person authorized by specific resolution of the Board of Directors, or as otherwise may be provided in the Bylaws.



ARTICLE XI

Indemnification of Directors, Officers, Employees and Agents

The Corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain assurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as an officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XII

Amendments

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation. The Bylaws may be amended by a two-thirds (2/3) majority vote of members of the Board of Directors in attendance at a regular meeting at which a quorum is present, provided that written notice of intent to amend the Bylaws, signed by the Secretary/Treasurer, along with a copy of the proposed amendments be distributed to each director by mailing the same to the director's last known address or by sending an electronic notice to the director's last known email address, at least ten (10) days prior to the meeting.

Adopted by resolution of the Corporation's Board of Directors effective on the 16th day of April, 2018.

WENATCHEE VALLEY COLLEGE FOUNDATION

By _____
TAMARA DEZELLEM, Secretary/Treasurer