

BYLAWS
OF
GREEN RIVER COLLEGE FOUNDATION

ARTICLE I

Name, Registered Office, and Agent

- Section 1. The name of the corporation shall be Green River College Foundation (“The Foundation”).
- Section 2. The Foundation shall maintain its registered office in Auburn, Washington, and the Vice President of Business Affairs of the Green River College (the “College”) shall be the Foundation’s registered agent at that address. The Foundation shall have a principal office identical to its registered office.
- Section 3. The Foundation may have subsidiary offices within the State of Washington as determined by the Board of Directors.

ARTICLE II

Purposes

- Section 1. The purpose of the Foundation shall be those set forth in Article II of its Articles of Incorporation, namely:
- To be operated for the maintenance and/or for the realization and attainment of educational, cultural, scientific, and charitable purposes by maintaining, developing, increasing and extending the facilities and services of Washington Community College District No. 10 and for providing broader educational opportunities to its students, staff, faculty, and residents.
- Section 2. An additional purpose shall be:
- To be a repository for community contributions, memorials, bequests and any other funding or gifts which are donated, presented or granted toward the realization of The Foundation’s goals.

ARTICLE III

The Board of Directors

- Section 1. The management of all the affairs, property and interests of The Foundation shall be vested in a Board of Directors consisting of not more than thirty-one (31) persons but not fewer than one person, with the exact number of directors to be

dependent upon the need and best interest of the College and its constituents, as established by resolution of the Board of Directors. In addition to the powers and authorities expressly conferred upon it by The Foundation's Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things, and shall establish the overall policies and activities of The Foundation.

Section 2. The number of directors may at any time be increased or decreased by resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Composition of the Board of Directors:

a) Director Position - Number 1 through Number 26:

Director positions Number 1 through Number 26 shall be residents from the various communities of the College's service area and/or persons especially interested in promoting the goals of The Foundation.

b) Director Position - Number 27 through Number 30:

1) Four (4) directors shall, at all times, be those persons serving Green River College in the administrative positions of President, Vice President of Instruction, Vice President of Student Affairs, and Vice President for Business Affairs.

2) If the administrative titles are changed, those persons serving in administrative capacities comparable to the above mentioned, as determined by the President of the College, shall hold the director positions described above.

c) Director Position - Number 31:

One director may be appointed from the Administrative Staff of the College as deemed advisable by the President of the College.

d) Board Emeritus Position

Upon completion of a full board term, a board director will automatically be given emeritus status. An emeritus director shall be entitled to attend all meetings of the Board of Directors, but shall have no vote and shall not be included in the determination of whether a quorum is present.

Section 4. Term of Directorship:

a) Directors for positions Number 1 through 26 shall be elected for terms of four (4) years, to succeed the directors whose terms expire at the Annual Meeting. Successor directors for positions Number 1 through Number 26

shall be elected at the Annual Meeting of the directors and shall begin their terms on such meeting date.

- b) The term of service for directors holding positions Number 27 through Number 30 shall be for the duration of their respective administrative appointments at the College.
- c) The director for positions Number 31 shall be elected for a term of four (4) years, to succeed the director whose term expires at the Annual Meeting. A successor director for position Number 31 shall be elected at the Annual Meeting of the directors, and shall begin his or her term on such meeting date.
- d) Notwithstanding the foregoing provisions of this Section, each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation or removal.
- e) There are no limits on the number of terms that a director may serve.

Section 5. Vacancies:

- a) All vacancies arising in director positions Number 1 through Number 26, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining Board of Directors from among the persons eligible to serve in positions Number 1 through Number 26. The Board President may nominate the candidates to fill any vacancies arising in positions Number 1 through Number 26.
- b) All vacancies arising in positions Number 27 through Number 30, whether caused by resignation, death, or otherwise, shall be filled by appointee designated by the President of the College from among the persons eligible to serve in positions Number 27 through Number 30.
- c) Vacancies in position Number 31 shall filled by the President of the College from among the persons eligible to serve in position Number 31.
- d) A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

Section 6. Resignation of a Director:

A director may resign before the expiration of a term for any reason whatsoever by providing written notice to the Secretary at least thirty (30) calendar days prior to the day on which the resignation is to be effective.

Section 7. Removal of a Director:

A director may be removed from directorship at any regular meeting, or at a special meeting held for that purpose, by a two-thirds vote of directors present provided that one month's prior notice has been given to the director in question for conduct inimical to The Foundation.

ARTICLE IV

Officers of the Board of Directors

Section 1. Designations:

The officers of The Foundation shall be President, First Vice President, Second Vice President, Past President, Secretary, Treasurer and four (4) Representatives-at-Large.

Section 2. Officers shall be selected from the Board of Directors in the following manner:

- a) The President, First Vice President, Secretary, and Representatives-at-Large shall be elected at by a majority vote of the Board of Directors from among director positions Number 1 through Number 26.
- b) The Second Vice President shall be the President, or Acting President, of Green River College.
- c) The Treasurer shall be the Vice President for Business Affairs or Acting Vice President for Business Affairs, of Green River College.

Section 3. Duties of Officers:

- a) All officers shall perform those duties prescribed by the Articles of Incorporation of The Foundation, these Bylaws, the Executive Committee or the Board of Directors, and the designated parliamentary authority.
- b) The President of the Board of Directors shall also:
 - 1) Preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.
 - 2) Sign deeds, mortgages, bonds, contracts or other instruments, except where the signing and execution thereof has been expressly delegated by the Board or these Bylaws to some other officer or in some other manner.
 - 3) Have the privilege of discussing and voting on issues at both Board and Executive Committee meetings.

- 4) Be a non-voting member of all other committees.
 - 5) Name, subject to the approval of the Executive Committee, the members of all committees.
 - 6) Nominate candidates for vacancies in director positions Number 1 through Number 26 on the Board of Directors and vacancies arising on the Executive Committee or other committees.
- c) The First Vice President shall serve as President in the absence of the President or when the President is disqualified.
 - d) The Second Vice President shall be ineligible to be President of The Foundation. He or she shall, however, serve as President pro tem in the absence of both the President and the First Vice President. The President may also appoint the Second Vice President to act in his or her absence as a non-voting member of a committee.
 - e) The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.
 - f) The Treasurer shall (a) have charge and custody of all moneys and securities of The Foundation, (b) keep regular books of account, (c) receive and give receipts for moneys due and payable to The Foundation from any source whatsoever and deposit all such moneys in the name of The Foundation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws, (d) shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation, and (e) shall perform such other duties as are incident to the office or are properly required by the Board of Directors.
 - g) Representatives-at-Large shall serve on the Executive Committee, and shall be voting members of that committee.

Section 4. Term of Office

- a) Elected Officers:
 - 1) The term of office for the President, First Vice President, Secretary, and Representatives-at-Large shall be two (2) years.

- 2) The term of directorship shall be automatically extended for one (1) year if a director serving a term of four (4) years is elected to office at the beginning of his or her fourth year on the Board of Directors.
- 3) A term of office shall begin on the first day of the fiscal year which follows the election and shall extend through the final day of the succeeding fiscal year or until a successor takes office.

b) Non-elected Officers:

The term of office for Second Vice President and for the Treasurer shall be for the duration of the specific administrative appointment at Green River College.

Section 5. Selection of President, First Vice President, Secretary, and Representatives-at-Large:

a) Nomination of President, First Vice President, Secretary, and Representatives-at-Large:

- 1) The Executive Committee of the Board shall recommend a slate of officers for the annual meeting on which elections are to be held. Notice of the candidates endorsed by the committee shall be given to each director and each candidate no later than thirty (30) calendar days prior to the scheduled election.
- 2) Additional nominations may be filed by directors with the Secretary no later than fourteen (14) calendar days prior to the election of officers.
- 3) The Secretary shall notify all directors of the additional candidates and their sponsors no later than seven (7) calendar days prior to the election of officers.

b) Election of President, First Vice President, Secretary, Representatives-at-Large and other elected officers:

- 1) Election by ballot shall be held biennially at the annual meeting.
- 2) Candidates receiving a majority vote shall be elected.

Section 6. If any officer of The Foundation 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 select.

- Section 7. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.
- Section 8. The officers of The Foundation shall hold office until their successors are chosen and qualified. 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 whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 9. An officer may resign at any time by delivering written notice to the President, the Secretary or the Board of Directors at the registered office of The Foundation. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof.

ARTICLE V

Meeting of the Board of Directors

- Section 1. Regular Meetings of the Board of Directors:
- a) A minimum of six (6) regular meetings shall be held annually between July first and June thirtieth on a specific day, hour and place as the Board of Directors may from time to time designate by resolution, without notice other than the delivery of a copy of such resolution to each director prior to the first regular meeting held pursuant to such resolution.
 - b) No further announcement of regular meetings shall be required during said fiscal year unless a change is ordered by a majority vote or a cancellation is deemed necessary by the President of The Foundation.
 - c) A regular meeting in June shall be designated as the Annual Meeting and shall be for the purposes of 1) receiving final reports of officers and committees, 2) electing directors and officers, and 3) transacting any other business which may arise.
- Section 2. Special Meetings of the Board of Directors:
- a) Special Meetings of the Board of Directors or any committee designated by the Board of Directors may be called by the Secretary of The Foundation upon request by the President or by petition of one-fifth (1/5) of the current Board. Such meetings shall be held at the registered office of The Foundation or at such other place or places as the person or persons authorized to call the meeting may from time to time designate.
 - b) The purpose or purposes, of the special meeting shall be stated in the notice and no business shall be transacted at said meeting except that stated in the notice.

- c) Notice of special meetings of the Board of Directors or of any committee designated by the Board of Directors shall be given to each director at least three (3) days prior to the meeting either orally or in the form of a record. Oral notice may be communicated in person, by telephone, or wire or wireless equipment which does not transmit a facsimile of the notice and is effective when communicated in a comprehensible manner. Notice in the form of a record shall be provided in accordance with Article X below.

Section 3. A majority of the whole Board of Directors or a majority of members on any committee designated by the Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice executed by the director or directors, whether before or after the time stated for the meeting in the form of a record, shall be equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the waiver of notice of such meeting.

Section 5. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the directors dissent or abstention is entered in the minutes of the meeting or unless the director shall deliver a dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the Secretary immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 6. Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting if a consent in the form of a record setting forth the action so to be taken, is executed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous consent in the form of a record. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

Section 7. Members of the Board of Directors or any committee may participate in a meeting of the Board of Directors or a committee by means of any communications

equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A director or committee member who participates in a meeting by such means is deemed to be present at the meeting.

ARTICLE VI

Executive and Other Committees.

Section 1. The Board of Directors may appoint, by resolution of a majority of directors then in office, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution except that no such committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any such committee or any director or officer of the Foundation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or adopt a plan of consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of The Foundation other than in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoking proceedings therefor; (g) adopt a plan for the distribution of the assets of The Foundation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE VII

Executive Committee

Section 1. The Foundation shall have an Executive Committee consisting of seven (7) Directors of The Foundation; The President, First Vice President, Second Vice President, Past President, Secretary, Treasurer, and four (4) Representatives-at-Large. Executive Committee members serve for two (2) years.

Section 2. Duties of the Executive Committee shall be:

- a) To supervise the affairs of The Foundation between business meetings of the Board of Directors.
- b) To receive recommendations of committees and to take action necessitated by circumstances.
- c) To recommend to the Board of Directors:
 - 1) Planning strategies.

- 2) Allocation of unrestricted funds.
- 3) The budget for the ensuing year.
- 4) Alterations within the current budget.
- d) To report to the Board of Directors no later than the next Board meeting any action which it has taken.
- e) To take no action that conflicts with action taken by the Board.
- f) To present a slate of candidates for office within the time exacted by these bylaws.
- g) To research, select, and recommend candidates who are to be considered as prospective members of the Board of Directors.
- h) To provide appropriate information to directors and to members of the staff about the College and The Foundation in order to increase effectiveness of the Board.
- i) To establish those basic responsibilities which a Director of The Foundation is expected to assume and to evaluate those activities in which the Foundation is involved.
- j) To review the current bylaws of The Foundation in order to maintain a useful and accurate document.

Section 3. Regular meetings of the Executive Committee shall be held as determined by the majority of the committee at the Annual Meeting.

Section 4. Special meetings of the Executive Committee shall be called upon request of the President of The Foundation or by petition of two (2) members of said committee.

Section 5. A quorum for the transactions of any business shall be a majority of all members of the Executive Committee.

ARTICLE VIII

Standing Committees of the Board

Section 1. The Foundation shall have the following standing committees: the Finance Committee and the Development Committee.

Section 2. The Finance Committee:

- a) The Finance Committee shall consist of three (3) or more members of the Board of Directors, one of whom must be the Treasurer of the Board. The

members of the Committee shall be selected by the President of the Foundation, subject to the approval of the Board.

- b) The duties of the Finance Committee shall be:
 - 1) To recommend to the Board of Directors procedures for investment of funds and all types of contributions.
 - 2) To select an independent certified public accountant to audit books and records once annually and to submit a written report of that audit to the Board of Directors once a year.
 - 3) To monitor trusts which have been established with The Foundation as beneficiary.
 - 4) To perform other duties specifically assigned to it by the Board of Directors.

Section 3. The Development Committee:

- a) The Development Committee shall consist of three (3) or more members of the Board of Directors. The members of the Development Committee shall be selected by the President of the Foundation, subject to the approval of the Board.
- b) The duties of the Development Committee shall be:
 - 1) To recommend a marketing plan to the Board of Directors in order to identify and to cultivate potential donors.
 - 2) To recommend ways to establish effective public and donor relations.
 - 3) To recommend a fundraising strategy to the Board of Directors for promoting annual gifts, major and planned gifts, a capital campaign, and endowments.

Section 4. Regular meetings of a committee shall be held as determined by the majority of the committee at the Annual Meeting.

Section 5. Special meetings of a committee shall be called upon request of the President of The Foundation or by petition of two (2) members of said committee.

Section 6. A quorum for the transactions of any business shall be a majority of all members of the committee.

ARTICLE IX

Relationship to Green River College

- Section 1. The Foundation is a separate, independent entity which is not bound legally to Green River College.
- Section 2. The Foundation shall not interfere with the administrative or instructional procedures and programs or with the activities normally delegated to the Board of Trustees; it shall act to supplement programs and projects which have been mutually prioritized by The Foundation and the College Administration.

ARTICLE X

Notices

Except as may otherwise be required by law, any notice to any director may be provided in the form of a record, either in a tangible medium or by electronic transmission.

Notice provided in a tangible medium may be transmitted by mail, private carrier, personal delivery, telegraph or teletype, or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. Other forms of notice in a tangible medium described in this paragraph are effective upon receipt.

If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03.009. If notice is sent by electronic transmission, the corporation must first obtain consent from the director in the form of a record, to receipt of electronically transmitted notices in accordance with RCW 24.03.009. Such consent may be revoked pursuant to RCW 24.03.009. If notice is sent by electronic transmission, the notice is effective when (1) it is electronically transmitted to an address, location or system designated by the director pursuant to the consent provided by such person, or (2) it has been posted on an electronic network and a separate record of the posting has been delivered to the director together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE XI

Indemnification

The Foundation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law or as otherwise provided in the Articles of Incorporation. The Foundation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation or who is or was serving at the request of the Foundation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, 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 Foundation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XII

Books and Records

The Foundation shall keep at its registered office, its principal office if in Washington, or at its Secretary's office if in Washington, the following documents in the form of a record: (1) current articles and bylaws; (2) correct and adequate statements of account and finances; (3) list of officers' and directors' names and addresses; and (4) minutes of the proceedings of the members, if any, the board, and any minutes maintained by committees of the board.

ARTICLE XIII

Parliamentary Authority

Section 1. Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all circumstances which are not covered by the Articles of Incorporation of the Green River Foundation, these bylaws, standing rules of The Foundation, or laws of the state of Washington.

ARTICLE XIV

Amendments

- Section 1. These bylaws may be amended at any regular or special meeting of the Board of Directors provided that the proposed amendment has been submitted in writing to each director at least ten (10) calendar days prior to said meeting.
- Section 2. A vote of two-thirds (2/3) of the Board of Directors of The Foundation present at such a meeting shall be required for the adoption of an amendment to these bylaws.

Adopted by resolution of The Foundation's Board of Directors on June 16, 2015.



Frank Rasmussen, Secretary