

**UNIVERSITY WOMEN'S FOUNDATION of Jefferson County
BYLAWS**

ARTICLE I. NAME AND OFFICE

Section 1. Name. The name of this foundation shall be the University Women's Foundation of Jefferson County, hereinafter called the Foundation or UWF.

Section 2. Principal Office. The principal office of the Foundation shall be in Port Townsend, WA, or at such other place as the Board of Directors shall fix.

ARTICLE II. PURPOSE

Section 1. Purpose. The Foundation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) including, for such purposes, the making of distributions or organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986. The University Women's Foundation of Jefferson County is the philanthropic organization through which the members of the Port Townsend branch of AAUW in Jefferson County may carry out their charitable, educational and public service endeavors.

ARTICLE III. USE OF NAME

Section 1. The policies and program of the Foundation shall be binding on all members and no member shall use the name of the Foundation to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. Policy. The Foundation shall be noncommercial, nonsectarian, and nonpartisan. The name of the Foundation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purposes not appropriately related to promotion of the purposes of the corporation.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The membership of the Foundation shall consist of individuals in Jefferson County who are AAUW branch members.

Section 2. Dues. The annual Foundation dues for voting members shall be fixed by the Foundation Board of Directors. All dues are payable on or before January 1 in accordance with procedures established by policy.

ARTICLE V. FOUNDATION BOARD OF DIRECTORS

Section 1. Number, Qualifications, Term of Office. The affairs of the Foundation shall be managed by a Board of no less than five nor more than twelve elected directors from the membership and, in addition, the President(s) of the AAUW branch(es) in Jefferson County. All directors shall serve as volunteers and constitute the Foundation Board of Directors. Vacancies in positions shall be filled for the unexpired term by the Foundation Board.

Section 2. Powers and Duties. In accordance with the Articles of Incorporation, Bylaws, and Annual Meeting action, the Board shall have the general power to administer the affairs of the Foundation and to carry out its program and policies, and shall act for the Foundation between Annual Meetings. The Board shall also have the power to adopt, amend and repeal Policies and Procedures as it deems reasonable provided, however, that the Policies and Procedures are not inconsistent with the Articles of incorporation and the Bylaws. The Board shall supervise financial administration, perform administrative duties, and have the general authority and responsibility for coordination of all aspects of Foundation programs. It also shall:

- a. Supervise the financial administration of the Foundation and may engage a certified public accountant to audit the books;
- b. Perform administrative duties, such as:
 - (i) granting membership recognition;
 - (ii) determining the disciplinary action to be taken for violation of Foundation policy;
 - (iii) appointing standing committee members and such other board and committee members as designated in policy and procedures;
 - (iv) approving the establishment of special committees;
- c. Have the general authority and responsibility for coordination of all aspects of Foundation program, including:
 - (i) The selection of fundraising activities;
 - (ii) The selection of scholarship recipients;
 - (iii) The selection of programs, activities and sponsorships that are in keeping with the purpose of the Foundation;
 - (iv) The determination of the place and date of Annual Meetings and meetings, the proper membership notification of the same, and the planning of the program of such Foundation Annual Meetings and meetings;
 - (v) The presentation of an annual report to the Foundation.
- d. Promote the development of the University Women's Foundation of Jefferson County.

Section 3. Limitation of Powers. The Board shall not have the power to approve any transaction (1) to which the Foundation is a party and in which one or more directors have a material financial interest or (2) between the Foundation and one or more of its directors who have a material interest or (3) between the Foundation and any entity in which one or more of its directors have a material financial interest.

Section 4. Delegation of Powers. The Board may delegate to committees such authority as it deems necessary. The Board may also delegate portions of its program responsibilities to subcommittees of the Board.

Section 5. Terms. All Directors shall serve for a term of two years each, or until their successors are elected and take office except that the first full Board shall have staggered terms of one and two years. Thereafter, all terms shall be for two years.

Section 6. Maximum Terms. All elected Directors shall be eligible for re-election to the Board for one additional term. No member shall serve more than two consecutive terms. Service on the Board for one-half or more of the term shall be considered a full term.

Section 7. Removal and Vacancies. The entire Board or any individual director may be removed from office, with or without cause, at any duly called, noticed and held annual or special meeting of the members by a majority of the voting members present at such a meeting either in person or by proxy. A vacancy on the Board created by the removal of a director shall be filled by a majority of the remaining Directors at a meeting of the Board. Each director so appointed (or elected) shall hold office until the successor is elected at the next Annual Meeting of members. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director. In the event that any member of the Board shall be absent from two consecutive regular meetings of the Board of Directors, the Board, with discretion, may by action taken at the meeting during which said second absence occurs, declare the office of said absent director to be vacant.

Section 8. Regular Meetings. Regular meetings of the Board shall be held at least quarterly and at the call of the President, at such time and place as may be designated.

Section 9. Special Meetings. Special meetings of the Board may be called by the President and shall be called upon the written request of any three members of the Board.

Section 10. Quorum. The quorum of a meeting of the Board shall be the majority of its members.

Section 11. Written Vote. Between meetings of the Board, a written vote of the Board may be taken at the request of the president on any question submitted to the Board in writing, provided that every member of the Board shall have an opportunity to vote and is mailed, faxed, e-mailed or otherwise delivered the question. Voting will close two weeks after the question is so submitted. The vote shall be returned to the Secretary. If a majority shall vote on any question

so submitted, the vote shall be counted and shall have the same effect as if cast at a Board meeting.

Section 12. Action without Meeting. Any action required or permitted to be taken by the Board by law or according to the Articles of Incorporation or according to these Bylaws or Policies and procedures may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such directors.

Section 13. Open Meetings. Regular and special meetings of the Board shall be open to all members who are not directors. The Board, may, with the approval of a majority of a quorum of its members, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Foundation is or may become involved and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 14. Compensation. No director of the Foundation shall receive any salary or other compensation for services rendered as a director or officer of the Foundation. However, directors and officers shall be reimbursed for expenses incurred in connection with the business of the Foundation and authorized by the Board. Nothing herein shall preclude any director from serving the Foundation in any capacity other than as an officer or director and receiving compensation therefore as authorized and approved by the Board. Any director receiving any special compensation for services in such other capacity shall be excluded from deliberations and voting by the Board relative to the authorization thereof and fixing compensation with regard thereto.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. Nominating-Elections Committee Composition. There shall be a Nominating-Elections Committee composed of three members appointed by the Board of Directors. The Board shall specify the number of director's positions to be filled. The Chair shall be a member of the Foundation but not a Director.

Section 2. Nominations. The Nominating-Elections Committee shall be empowered to seek and to propose qualified candidates. The Nominating-Elections Committee shall begin its work no later than January and shall report to the Board at the Board meeting prior to the Annual Meeting.

The chair of the Nominating-Elections Committee shall notify the entire voting membership of the names of these nominees with their credentials in an approved publication at least two weeks prior to the Foundation Annual Meeting.

The Nominating-Elections Committee shall submit to the next Annual Meeting the names of one or more nominees for each elected position to be filled in the Foundation.

Additional nominations may be made from the floor at the time of the election, provided consent of the nominee has been obtained.

Section 3. Elections. The Nominating-Elections Committee shall conduct the elections which shall be held at the Foundation Annual Meeting. A majority of the votes cast shall be necessary for election unless there are more nominees for positions than positions to be filled, in which case a plurality shall exist.

- a. Voice Vote. Election shall be by ballot, except that when there is only one nominee for a position, the election shall be by voice.
- b. Ballot Vote. Each voter present shall be entitled to one vote. In the event that there are three or more nominees for any position, and no nominee receives a majority of the votes on the initial ballot, the second ballot shall be limited to the two nominees who have received the highest number of votes.

Section 4. Diversity. Both the nominating committee and nominees for the Board shall reflect the diversity of the Foundation membership.

ARTICLE VII. OFFICERS OF THE FOUNDATION

Section 1. Officers. The officers of the Foundation shall be the President, Vice President of Foundation Development, Vice President of Finance, and Secretary. No members shall hold more than one office, elected or appointed, at any given time.

Section 2. Organizational Meeting of the Board. Within 30 days following the organizational meeting and each Annual Meeting of the members, the Board shall hold a regular meeting at a location and date announced at the annual Meeting for the purpose of organization and the transaction of other business.

Section 3. Term. The term of each officer shall begin on the first day of the month following the Annual Meeting. The incoming or continuing President may call a meeting of the incoming Board of Directors prior to this date. All officers shall hold office at the pleasure of the Board.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party.

Section 5. President. The President shall have the usual executive powers of supervision and management usually vested in the office of President of a Washington nonprofit corporation and such other powers and duties as designated by the Bylaws and Foundation Board of Directors

and may serve as a member of the Board(s) of Directors of the branch(es) of AAUW in Jefferson County. The President shall be an ex-officio member of all Foundation committees except the Nominating Committee.

Section 6. Vice President of Foundation Development. The Vice President of Foundation Development shall assume the office of President in the event of a vacancy in that office and perform the duties of the president in all cases in which the President is unable to serve and shall serve as chair of the Foundation Development Committee.

Section 7. Vice President of Finance. The Vice President of Finance shall perform the duties of the president in all cases in which the President and Vice president of Foundation Development are unable to serve and shall serve as the Chief Financial Officer of the Foundation and chair of the Finance Committee. The Vice President of Finance shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall at all times be open to inspection by any director. The Vice President of Finance shall deposit all monies and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board and shall disburse the funds of the Foundation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Foundation and shall have such other powers and perform such other duties as may be prescribed by the Board and the Bylaws. The Board may delegate the performance of the foregoing duties, subject to supervision by the Vice president of Finance, to a professional manager retained by the Foundation.

Section 8. Secretary. The Secretary shall be responsible for the recording and safekeeping of minutes of the Foundation and notices of meetings.

Section 9. Vacancies. All vacancies in office, excluding the presidency, shall be filled for the unexpired term by the Foundation Board of Directors. A vacancy in the office of President shall be filled by the Vice President of Foundation Development or the Vice President of Finance.

ARTICLE VIII. COMMITTEES OF THE FOUNDATION

Section 1. Standing Committees.

- a. There shall be the following standing committees: Foundation Development, Scholarship, Finance, Audit, and Nominating & Elections. There shall be at least three members, one of whom is the chair, on each standing committee. Committee members shall be appointed by the Board for a term of one year beginning June 1 following appointment and shall be eligible for reappointment to the same. All standing committees shall present reports to the Foundations at the Annual Meeting.
- b. There shall be such other standing committees as the Board of Directors shall authorize.

- c. Standing Committee Functions. The functions of the standing committees shall be to plan and recommend to the Foundation Board of Directors policy and procedures, program goals, and action strategies within their areas of responsibility. Committees shall perform such other duties as may be assigned by the Board. Subject to the approval of the Foundation Board of Directors, the chair of each committee shall initiate plans for carrying out the work of the committee and developing policy and procedures for conducting the work of the committee. Each committee shall keep regular written minutes of the proceedings and report the same to the Board. The specific functions shall be:
- (1) The Foundation Development Committee shall develop and evaluate the Strategic Plan of the Foundation and develop a plan of specific program goals and strategies as defined in the Bylaws or directed by the Foundation Board of Directors. The committee shall plan and implement, with Board approval, programs to solicit and receive real property and other property, funds, gifts, endowments, devices and bequests for the purpose of endowing the University Women's Foundation Scholarship fundraising program of the Foundation and involve the membership in the fundraising program. The committee shall submit a Foundation Development Plan of specific program goals and strategies to the Board for approval at the Board's regular third quarter meeting.
 - (2) The Scholarship Committee shall plan and implement the Scholarship Program of the Foundation including the selection of recipients for awards. It shall report to the Board at the Board's regular second quarter meeting.
 - (3) The Finance Committee shall prepare a budget for the fiscal year beginning the first day of January and submit it to the Board at its regular fourth quarter meeting. The Finance Committee may from time to time submit supplements to the budget for the current fiscal year. The committee shall be responsible for planning and managing the Foundation's funds.
 - (4) The Audit Committee shall be responsible for financial oversight and audit the Foundation's accounts and report to the Board prior to the Annual Meeting. The committee shall also report to the membership at the Annual Meeting. The chair shall be a member of the Foundation but not a Director.
 - (5) The Nominating-Elections Committee shall nominate candidates for the Board of Directors and conducts elections as required by the Bylaws and approved policy and procedures.

Section 2. Special Committees. Special Committees may be authorized by the Foundation Board of Directors as may be necessary including but not limited to fund-raising committees for specific events and activities. The chairs and members of such committees shall be appointed by the President. All special committees shall present written reports to the Foundation Board of Directors upon completion of their mission or as requested by the Board.

Section 3. Qualifications. Only voting members of the Foundation shall be chairs and members of standing and special committees unless expressly approved by the Foundation Board of Directors.

Section 4. Quorum. The quorum of a standing or special committee meeting shall be a majority of its members.

ARTICLE IX. FINANCIAL ADMINISTRATION

Section 1. Administration. The Foundation Board of Directors shall have responsibility for the administration of finances and the management, acquisition and disposition of Foundation property and equipment in accordance with Annual Meeting action and the Bylaws. The Foundation Board of Directors is authorized to develop pilot projects relative to its programs, and to make policies, procedures and necessary arrangements to this end. The Board shall give approval to all investments and establish procedures for disbursements of funds under limited and proper delegation of authority. The Board may delegate such financial duties to the Finance Committee as it deems appropriate. The Board shall include the annual reports of the Vice President of Finance and the Audit Committee or auditor in its annual report to the membership.

Section 2. Fiscal. Year. The fiscal year shall begin January 1.

Section 3. Finance Committee. The Finance Committee shall consist of the Vice President of Finance who shall be chair, and such other members as appointed by the Foundation Board of Directors. Duties of the committee shall be stated in the Bylaws and Policies and Procedures as adopted by the Board.

Section 4. The University Women's Foundation Scholarship Endowment Fund shall be administered in accordance with the following criteria. Additional criteria and procedures may be developed in the Board-approved Policies and Procedures.

- a. The Scholarship Endowment Fund shall be exclusively for the purpose of awarding scholarships to women scholars for continuing education toward the completion of an undergraduate or graduate degree.
- b. The first priority of the Endowment shall be to award annually the Elmira K. Beyer Scholarship in perpetuity.
 - (1) It shall be a scholarship in an amount not to exceed the current undergraduate tuition at the University of Washington subject to the availability of interest income.
 - (2) The applicants shall meet all of the current SEF criteria
- c. Women applying for any SEF scholarship must:
 - (1) Be enrolling as full-time students at accredited colleges or universities
 - (2) Have maintained an East Jefferson County address for the previous two years
 - (3) Have completed one year of college

- (4) Not be UWF Scholarship Committee members nor immediate family members
- d. The funds of the UWF Scholarship Endowment Fund shall be kept in accounts in the name of UWF Scholarship Endowment Fund and shall not be commingled with the funds of any other fund. The Finance Committee shall manage the endowment fund according to the following principles:
 - (1) Principal shall be preserved, selecting investments that are investment grade or better
 - (2) At least 10 percent of the income generated each year shall be reinvested
 - (3) Investments shall be diversified
- e. UWF will present a certificate to the scholarship recipient(s), a check for the amount of the award will be sent to the financial officer of the recipient's college or university.
- f. When income exceeds the stated requirements in Sections b and d 2 above, the Board may propose another scholarship to the members who shall vote on how to appropriate the additional funds.

Section 5. Other Funds. The Board may establish such other funds as it deems appropriate to carry out the purposes of the Foundation.

- a. The Foundation may establish or accept gifts for additional scholarships and endowments.

ARTICLE X. ANNUAL MEETING

Section 1. Place, Date, Notification. The Foundation Annual Meeting shall be in the second quarter of the fiscal year at the place and date to be determined by the Foundation Board of Directors. The call to the Annual Meeting shall be sent to the voting membership through the Foundation publication distributed to members or such other medium as the Board may decide. In case the Board shall determine that a state of national emergency prevents holding a Foundation Annual Meeting, the Board shall provide for the conduct of necessary business, including voting by mail if deemed advisable.

Section 2. Voting. The annual meeting shall be open to all members, and all members who are qualified to vote shall be entitled to vote.

Section 3. Quorum. The quorum of a Foundation Annual Meeting shall be 20 percent of the qualified members.

ARTICLE XI. PUBLICATIONS

The Foundation shall publish at least once a year the Foundation publication distributed to all voting members of the Foundation and, at suitable intervals, the Bylaws and such other publications as are authorized by the Foundation Board of Directors.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Foundation in all instances in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

ARTICLE XIII. INDEMNIFICATION

To the full extent permitted by the Washington Nonprofit Corporation Act, the corporation shall indemnify any person who was or is a party of, or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that she/he is or was serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her/him in connection with such action, suit or proceeding, and the Board of Directors, at any time, may approve indemnification of any other person which the corporation has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

Every member of the Foundation Board of Directors, officer or agent of the Foundation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board officer, or agent in connection with any threatened pending, or completed action, suit or proceeding to which she/he may become involved by reasons of her/his being or having been a member of the Board, officer, or agent of the Foundation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. In the event of a settlement the indemnification herein shall apply only when the Foundation Board of Directors approved such settlement and reimbursement as being in the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board, officer or agent is entitled.

ARTICLE XIV. INSURANCE

Section 1. Types. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on the 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, whether or not the Foundation would have the power to indemnify the agent against that liability under the provisions of these sections:

- a. A comprehensive policy of public liability insurance covering the Foundation with a limit of not less than One Million Dollars (\$1,000,000.00) for claims for personal injury and/or property damage arising out of a single occurrence.

- b. Fidelity coverage against dishonest acts on the part of directors, officers, employees or volunteers who handle or are responsible for the handling of the funds of the Foundation, which coverage shall contain waivers of the defense based on the exclusion of persons who serve without compensation of from any definition of 'employee' or similar expression.
- c. Directors' liability coverage to cover all directors and officers of the Foundation for such liability limits and upon such terms as the Board may from time to time deem appropriate.

Section 2. Waiver by Members. As to each of said policies which will not be voided or impaired thereby, the Members hereby waive and release all claims against the Foundation, the Board, and the agents and employees of each of the foregoing with respect to any loss covered by such insurance, whether or not caused by negligence or of breach of any agreement by said Persons, but only to the extent of insurance proceeds received in compensation for such loss.

Section 3. Other Insurance, Annual Review. The Foundation may purchase such other insurance as it may deem necessary. The Board shall annually determine whether the amounts and types of insurance it has obtained provide adequate coverage for the Foundation. If the Board determines that increased coverage or insurance is appropriate, it shall obtain the same.

ARTICLE XV. AMENDMENT TO THE BYLAWS

These Bylaws may be amended at any Foundation Annual Meeting by a two-thirds vote of the voting members present and voting. All proposals for amendments shall be sent to the Board of Directors four months prior to the Foundation Annual Meeting. The Board shall appoint a special Bylaws Committee to review and report to the Board on any proposed amendments. The report of this committee shall be sent to the entire membership at least thirty days prior to the Annual Meeting. These Bylaws may also be amended at any Foundation meeting by unanimous vote, provided the amendment has been sent to the entire voting membership at least thirty days prior to the vote. Every amendment to the Foundation Bylaws shall become effective and binding to all members.

ARTICLE XVI. DISSOLUTION

In the event that either by vote of the membership of this Foundation or by legal action or otherwise, this Foundation is dissolved, its assets, after the payment of all outstanding obligations, shall be transferred and delivered to an East Jefferson County nonprofit corporation such as will carry out, as near as practicable, the purposes and policies set forth in the Articles of Incorporation of this Foundation and Article II of these Bylaws. In any event, no part of the remaining assets shall inure to the benefit of any individual member of the Foundation.

ADOPTED this 17 day of February 1996 by unanimous vote of the Membership, a quorum being present. Attested by (signed) Patience Rogge 17 February 1996

Amended 18 February 2001
Amended 17 November 2001

Article X. Annual Meeting, Section 1
Article V. Foundation Board of Directors, Section 1
Article VII. Officers of the Foundation
Article VIII. Committees of the Foundation, Section 1
Article X. Annual Meeting, Section 3
Article XVI. Dissolution
Article IX. Financial Administration, Sections 4 and 5.
Article II. Purpose, Section 1
Article IV. Membership, Section 1
Article IX. Financial Administration, Section 4.b.1

Amended 20 April 2004
Amended 17 April 2010

**UNIVERSITY WOMEN'S FOUNDATION of Jefferson County
POLICIES**

ARTICLE 1. BOARD OF DIRECTORS

1. Mission and Goals.

Mission: The University Women's Foundation (UWF) is the philanthropic organization through which the members of AAUW Port Townsend may carry out their charitable, educational, and public service endeavors, which promote education and equity for women and girls in East Jefferson County.

Goals:

- To raise funds for local scholarships and community projects
- To award scholarships
- To select and fund community projects
- To contribute to selected national AAUW Funds

2. Responsibilities & Powers of the Board of Directors. UWF Bylaws direct the Board of Directors to manage the affairs of the Foundation. The Bylaws authorize the Board of Directors to adopt, amend and repeal policies and procedures. Policies are the principles or rules of the Foundation. Procedures are the process or manner of proceeding in any action. The Board may invite membership comment on proposed changes to policy or procedures. The hierarchy of the Foundation's governing documents is: (1) Articles of Incorporation, (2) Bylaws, (3) Policy. The Board shall adopt a two-year Strategic Plan at least annually and may amend it as necessary. The Board may delegate some of its goals to committees that shall become the goal of the committee.

3. Responsibilities of Individual Directors. All Directors are responsible for managing the affairs of the Foundation and supporting its fundraising efforts. Bylaws authorize the number of elected directors from the Membership, and in addition, the president(s) of the branch(es) in Jefferson County shall serve by virtue of position. All Directors shall be elected to specific positions, except those serving by virtue of position, for two-year terms.

- a. Terms beginning in odd years: President: VP of Development, and Director of Records/Secretary.
- b. Terms beginning in even years: VP of Finance/Treasurer, and Director of Scholarship.

4. Board Meetings and Executive Sessions. The Board shall hold its regular meeting at a time and place designated by the Board. The President, or if she is absent or unable

or refuses to act, two Directors may call a special meeting for any purpose. Business relating to personnel, litigation and similar matters may be conducted in closed Executive Sessions of the Board with approval of a majority of a quorum of its members.

5. **Appointment of Standing Committees.** The Board may appoint Standing and Special Committees and may delegate any power and authority of the Board except those restricted by the Bylaws, Standing Committees may include but are not limited to Education, Audit, Development, Finance, Fundraising, Nominating & Elections, and Scholarship. Standing Committees shall be composed of at least three or more members appointed by the Board and be re-organized in the third quarter. Standing Committees shall meet at least annually. Committee meetings, except those relating to personnel, litigation or similar matters, shall be open to all committee reports and current committee membership lists are submitted to the Board for approval.
6. **Appointment of Special Committees.** The Board may appoint Special Committees on an ad hoc basis. The Special Committee shall be composed of at least three members who may be Directors, Members, or others. The Committees shall meet and report as directed by the Board.
7. **Legal Reports & Requirements.** As required by state and federal regulations, UWF shall maintain current registration with the secretary of state and file all appropriate state and federal reports. UWF members and representatives shall, without exception, follow financial reporting and fundraising and solicitation procedures approved by the Board. The Board shall not change the procedures without a careful review of state and federal requirements for charitable organizations.

ARTICLE II. AUDIT

1. **Responsibility of the Audit Committee.** The Audit Committee is an oversight committee responsible for the fiscal integrity of the Foundation. The Audit Committee consists of three members appointed by the Board of Directors. The chair shall be a member of the Foundation but not a Director. Term is one year beginning January 1; members are eligible for reappointment to the committee for one succeeding year only.
2. **Audit Goal.** To ensure sound financial management through the audit of financial records and reports and to verify the secure storage of Permanent Records.

ARTICLE III. COMMUNITY PROJECTS

1. **Community Project Goal.** To provide educational and equity opportunities for women and girls in Jefferson County through grants to Community Projects that meet the Foundation's mission.

2. **Community Project Grants.** Any project that provides an educational or equity opportunity for women and/or girls in Jefferson County will be accepted from the AAUW Branch president or other organization president by the Board of Directors for consideration. The request will be presented on a standard grant application form provided by UWF. Consideration will be given to timeliness, cost, and perceived effectiveness of the project. The Board of Directors will conduct the review of applications and selection of recipients for UWF Community Project Grants. Selection will be based on suitability of the project in relation to the Foundation's mission and the availability of funds. Approved projects will be required to submit an annual status report; form provided by UWF.

ARTICLE IV. DEVELOPMENT

1. **Development Goal.** To ensure that financial and non-financial resources are available to fund the Foundation's scholarship program and to implement chosen community projects.
2. **Responsibility of the Vice President of Development.** The Vice President of Development is responsible for:
 - a. Directing the Foundation's program of solicitation and fundraising including, but not limited to, community and member fundraising projects, an annual appeal to members, and promotion of tribute, memorial and bequest opportunities;
 - b. Promoting all development efforts through member communication vehicles;
 - c. Coordinating strategic planning for future development efforts.
3. **Development Committees.** To accomplish the Foundation's development goals, the Vice president of Development shall form the following committees:
 - a. Fundraising Event Committee (formed annually), to organize and implement the major annual fundraising project. The goal of the committee is to raise sufficient funds to support the annual activities of the Foundation including funding scholarships and appropriate community projects. The committee will consist of a chairperson (or two co-chairs) and as many members as are necessary to organize and implement the activity. The Vice President of Development will work with the AAUW President to recruit a chairperson for the major fundraising event.
 - b. Planning Committee (formed on an ad hoc basis), to plan future fundraising efforts. The goal of this committee is to ensure the effectiveness of fundraising efforts and to present new proposals, including a budget and written procedures, to the Board of Directors. The planning sub-committee shall consist of at least two other members of the Foundation. All proposals from this sub-committee will be presented to Foundation members for approval.

ARTICLE V. FINANCE

1. **Responsibility of the Vice President of Finance.** The Vice President of Finance/Treasurer serves as the corporation treasurer and is responsible for accounting, financial reporting, and record-keeping, and chairs the Finance Committee and participates with the Development Committee on strategic planning.
2. **Finance Committee.** The committee consists of at least three members of the Foundation.
3. **Finance Goal.** To ensure the Foundation's financial credibility and worth through sound financial management and prudent investment strategies for UWF funds.
4. **UWF Funds.** UWF shall maintain the following funds: Operating, UWF High School Scholarship Award Fund, and UWF Scholarship Endowment Fund. Undesignated gifts shall be deposited in the UWF Scholarship Endowment Fund. The funds of the UWF Scholarship Fund shall be administered according to criteria in the Bylaws and the following finance committee policies:
 - a. Investments shall be 'laddered' (invested with different maturation dates to average fluctuations in interest rates over time)
 - b. The committee shall invest from among the following instruments:
 - (1) Certificates of Deposit
 - (2) Zero Coupon Bonds
 - (3) Preferred Stocks
 - (4) Stock Index or Growth and Income Funds (not to exceed 10 percent of the Fund's Value)
 - (5) Corporate Bonds
 - (6) Treasury Bills or Bonds
5. **Financial Statements.** The Vice President of Finance/Treasurer shall prepare a written financial statement for the Annual Meeting of the membership and report to the Board at its regular meetings. Financial records and the Annual Financial Statements(s) shall be audited by the Audit Committee.
6. **Financial Reports, Tax Returns & Statements.** The Vice President of Finance/Treasurer shall prepare and submit all reports required and requested by government agencies. The Vice President/Treasurer shall send pledge statements and thank you acknowledgments for contributions as required. In addition, the Director shall renew the post office box and the safe deposit box.
7. **Donor Recognition & Gift Reporting.** The Foundation shall recognize and honor donors for annual gifts and lifetime gifts by publishing a list of donors and maintaining donor categories and recognition activities. The (See Attachment 1) The Vice President of Development is responsible, with the Vice President of Finance, for managing and

maintaining all gift reporting requirements as set forth in the procedures and governmental documents. In addition, all earmarked gifts shall be deposited in the designated fund. Gifts not designated shall be deposited in the Elmira K. Beyer Scholarship Endowment Fund.

8. **Keys.** The Vice President shall hold one post office box key and one safe deposit key.

ARTICLE VI. NOMINATIONS & ELECTIONS

1. **Responsibility of the Nominating & Elections Committee.** The Nominating & Elections Committee is responsible for conducting the nominating and elections process.
2. **Nominating & Elections Committee.** The Nominating & Elections Committee consists of three members appointed by the Board of Directors. The chair shall be a member of the Foundation but not a Director. The term is one year beginning January 1. Members are eligible for reappointment for one succeeding year only. The committee shall reflect the diversity of the Foundation membership.
3. **Nominating Committee Meeting.** The first Nominating Committee meeting each year will be a joint meeting with the AAUW Nominating Committee to develop a leadership plan for recruiting nominees for both slates of officers.
4. **Nominating & Elections Goal.** To ensure sound management of the Foundation through the nomination and elections of directors in accordance with UWF Bylaws, Policies & Procedures.

ARTICLES VII. RECORDS & PUBLICATIONS

1. **Responsibility of the Director of Records.** The Director of Records/Secretary serves as the corporation secretary and is responsible for minutes and non-financial records. The Director shall maintain a record of current membership and confirm voting members for the Nominations & Elections Committee.
2. **Annual Meeting.** The Annual Meeting shall be conducted during the second quarter of the fiscal year as set forth in the Bylaws. Its business shall include, but is not limited to: Election of Directors, Reports from the President, Vice President of Finance, Audit Committee, and Nominations & Election Committee. The UWF Board shall read and recommend approval of the Annual Meeting minutes at its next regular Board Meeting. The approved minutes shall be available upon request.
3. **Records Goal.** To provide accurate and secure records for the members and Board of Directors.

4. **Non-Financial Foundation Records.** The Secretary is responsible for the safekeeping of Foundation records that are non-financial in nature and are designated by the Board as permanent records.
5. **Keys.** The Director shall hold one safe deposit key.

ARTICLE VIII. SCHOLARSHIP

1. **Responsibility of the Director of Scholarship.** The Director of Scholarship is responsible for the UWF Scholarship Program and chairs the UWF Scholarship Committee whose function is to publicize available scholarships and conduct the selection process for recipients of UWF scholarships.
2. **Scholarship Committee.** The committee is composed of members that represent the UWF and the Port Townsend Branch of AAUW.
3. **Scholarship Goals.**
 - a. To award an annual scholarship from the Elmira K. Beyer Scholarship Endowment Fund to the most qualified applicant among women of East Jefferson County, which will enable her to complete an undergraduate or graduate degree at an accredited institution.
 - b. To award one scholarship annually to a graduating senior woman from each high school in Jefferson County. These are awarded from non-endowment funds.
4. **Endowed Scholarship Criteria and Procedure.** The procedure shall be according to criteria in the Bylaws.
5. **High School Scholarship Criteria and Procedure.** The committee will choose one winner per area high school (Port Townsend, Chimacum, Quilcene) from the uniform scholarship applications presented to them by the school counselors. UWF will present a certificate to each scholarship recipient; a check for the amount of the award will be sent to the financial officer of the recipient's college or university.
6. **Keys.** The Director shall hold one post office key.

Revised 2002	Article 1. Mission
Revised December 2003	Article VI. Finance Article VIII. Nominations Article X. Scholarship
Revised March 2006	Article 1. Board of Directors Article V. Development Article VI. Finance
Revised June 2007	Article VI. Finance 4 b. iv.

Revised March 2010

Article II. Removed Article II, AAUW Educational Foundation

Article IV became Article III. Revised Community Projects, Sect 2

Revised September 2010

Article I. Mission and Goals