

**BYLAWS
OF
RAINIER EDUCATION FOUNDATION**

ARTICLE I. PURPOSE

The RAINIER EDUCATION FOUNDATION, hereafter referred to as the corporation, shall actively seek funds from the private sector and federal and state governments which will be used to strengthen public education in the schools of Rainier; build community support for schools by involving parents and other community members in educational activities; and operate for the benevolent educational benefit of the students in the Rainier community schools by providing grants to educational staff of Rainier School District and scholarships to Rainier High School graduates pursuing secondary educational opportunities. The corporation shall operate within the meaning of the term in Section 501 (c) (3) of the Internal Revenue Code of September 1990.

ARTICLE II. OFFICES

The corporation shall maintain a registered address in Rainier, Washington, or such other place as the Board of Directors may determine from time to time.

ARTICLE III. MEMBERS

The Rainier Education Foundation welcomes as members any citizens interested in supporting and furthering educational opportunities of Rainier School District students. The Rainier Education Foundation does not discriminate in the membership based upon race, creed or gender or sexual orientation.

SECTION 1: VOTING MEMBERSHIP

All voting members of REF shall have the following duties and responsibilities:

- a. Regular meeting attendance (missing no more than two consecutive meetings unexcused)
- b. Review and approve deliberations of the Committee
- c. Carry out responsibilities as set forth in By-Laws
- d. Promote the foundations and fund raising activities to the general public
- e. Aid in the solicitation of funds
- f. Perform such other duties and responsibilities as needed throughout the year

ARTICLE IV. MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING

An annual meeting of the members shall be held in each year, beginning with the year 1992 for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

SECTION 2. SPECIAL MEETING

Special meetings of the members may be called by either the president or the Board of Directors.

SECTION 3. NOTICE OF MEETING

- A. Annual Meeting: Notice of the time and place of the annual meeting, through the customary channels (REF website, email, Facebook, REF and Rainier School District Calendar), shall be deemed proper notice.

- B. Special Meeting: Notice stating the place, day and hour of the special meeting of members shall be made available through the customary channels to each member entitled to vote at such meeting, not less than three nor more than forty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. The purpose for such special meeting shall be stated in the notice. If mailed, the notice of the special meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid
- C. Regular Meetings: Shall occur monthly September through June. Notice of time and place of the regular meetings shall be made available through the customary channels and shall be deemed proper notice. It is the voting member's responsibility to check the customary channels for meeting dates and locations.

SECTION 4. QUORUM

A majority of the voting members present shall constitute a quorum at any meeting.

SECTION 5. VOTING MEMBERSHIP

- A. Voting members shall maintain regular attendance at REF monthly meetings as scheduled and shall actively participate in chapter business and deliberations. The REF Officers shall review annually the participation of each voting member. At the discretion of a majority of the Officers, any voting member who, without excuse, fails to regularly attend meetings or actively participate in the business and deliberations, shall stand suspended from voting and be so notified in writing by the Secretary.
- B. Any voting member who stands suspended from REF voting privileges may make application for reinstatement. Such member, within ten (10) days from the date of such written notice, by majority vote, may be reinstated. If such member is not reinstated within the ten (10) day period, the individual's voting privileges are terminated until they demonstrate active participation such as attending no less than two monthly meetings in a three-month period during the school year.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs, property, and financial decisions of the Corporation. The president shall be an ex officio member of all committees.

SECTION 2. NUMBER AND TENURE

The number of Directors shall be no less than three and shall consist of all current acting Officers plus two active members.

The Board shall consist of the current year officers including the President, Vice-President, Secretary, and Treasurer. The President may appoint ex officio members to the Board of Directors for one-year terms.

SECTION 3. REGULAR MEETING

A regular annual meeting of the Directors shall be held within thirty days prior to the annual meeting of the members. The Directors shall provide the time and place, for the holding of said meeting.

SECTION 4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the president or any three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as a place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE

Notice of any regular or special meeting of the Board of Directors shall be given at least three days previously through the customary channels.

SECTION 6. QUORUM

A majority of the members of the Board of Directors, consisting of not less than three, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 7. PROXIES

Right of voting members. Any voting member may authorize another person or persons to act by proxy with respect to his or her membership. Such proxy shall be signed by the voting member and filed with the secretary of the corporation in advance.

SECTION 8. VACANCIES

Any vacancy occurring in the Board of Directors between annual meetings shall be filled by a person appointed by the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

SECTION 9. COMPENSATION

Directors shall not receive any compensation for their services.

ARTICLE VI. OFFICERS

SECTION 1. OFFICES

The officers of the corporation shall be a president, one or more vice presidents (the number to be determined by the Board of Directors), a treasurer, a recording secretary, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it is deemed desirable. These officers will have the authority to perform the duties prescribed by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE

The officers of the corporation shall be elected annually in June by the voting members for a one year term starting on August 1, 2014. If the election of officers is not held at such meeting, such election shall be held as soon as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been elected.

SECTION 3. REMOVAL

Any officer or agent elected the voting members or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served.

SECTION 4. VACANCIES

A vacancy in any office because of death, resignation, removal, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT

The president shall have general supervision over and control of the business and affairs of the corporation. The president shall preside at all meetings of the corporation and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated to the Board of Directors.

SECTION 6. VICE PRESIDENT

In the event of the death, resignation, or removal of the President, the Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by Board of Directors from time to time.

SECTION 7. SECRETARY

The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors and all committee meetings.

SECTION 8. TREASURER

The Treasurer shall be responsible for all funds and securities of the Rainier Education Foundation; receive and give receipts for monies due and payable to the Rainier Education Foundation and deposit all such monies in the name of the Rainier Education Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws and such other duties as from time to time that may be assigned to him by the President or the Board of Directors.

SECTION 9. COMMITTEES

Committees and their members may be appointed and/or removed by a quorum of the Board of Directors or the president. Committee members need not be members of the Board of Directors, or of the corporation.

SECTION 10. TERM OF OFFICE

Each member of a committee shall continue until the next annual meeting of the Board of Directors of the corporation and until the successor is appointed, unless the committee shall be sooner terminated, or unless the member be removed from the committee.

SECTION 11. CHAIRPERSON

One member of each committee shall be appointed chairperson by the president of the corporation or by the committee.

SECTION 12. VACANCIES

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND SAFEKEEPING OF FUNDS AND OTHER PROPERTY

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into contracts in the name of and on behalf of the corporation approved in accordance with these Bylaws. Such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by one of the bank authorized signatories unless the amount exceeds \$250.00 then it shall be signed by two of the bank authorized signatories, which consist of Treasurer, , Secretary, Vice President and President of the corporation.

SECTION 3. DEPOSITS

All monies of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, credit unions or other depositories as the Board of Directors may select.

SECTION 4. SAFEKEEPING

All deeds, leases, title papers, contracts, insurance policies, securities and evidences of ownership of property of the corporation shall be kept under such safekeeping or custodial arrangements as the Board of Directors shall select and designate.

ARTICLE VIII. ACCEPTANCE AND MANAGEMENT OF PROPERTY

SECTION 1. GIFTS, BEQUESTS OR DEVISES

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of for any special purpose of the corporation, and provide for the disbursement of said gift, bequest, or devise in accordance with the instruction of the testator or donor.

SECTION 2. INVESTMENT POLICY

Unless otherwise provided by the terms of any gift, bequest or devise, the Board of Directors in acquiring, investing, reinvesting, exchanging, retaining, selling and managing property belonging to the corporation, shall exercise the judgment and care, under the circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs not with regard to speculation but with regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital. Within the limitations of the foregoing standard, the Board of Directors may acquire, invest in, and retain every kind of property, real, personal or mixed, and every kind of investment, including specifically but without in any way limiting the generality of the foregoing, bonds, debentures and other corporate obligations, stocks, preferred or common, and real estate mortgages, which persons of prudence, discretion and intelligence acquire, invest in or retain for their own account, and prescribe such general principles given in the investment of monies of the corporation as the Board of Directors deems to be proper and in accord with the general aims of the RAINIER EDUCATION FOUNDATION.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any member at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall be from September 1 to August 31.

ARTICLE XI. SEAL

This corporation shall not have a corporate seal.

ARTICLE XII. DISTRIBUTION AND REPORTS

SECTION 1. DISTRIBUTIONS

All monies of the corporation other than administration and operation expenses and disbursements pursuant to specific provisions of gifts or instruments of transfer of monies or property to the corporation, shall be disbursed and paid out only with the approval of the voting members.

SECTION 2. MINUTES AND REPORTS

The minutes shall reflect the transaction conducted by the corporation and in the report shall specify the amount of earnings and principal from non-earmarked funds available for disbursement and expenditure.

ARTICLE XII DISSOLUTION

SECTION 1. DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

ARTICLE XIV. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two-thirds of the members present at any regular meeting or at any special meeting, provided that at least seven days notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

The foregoing Bylaws were approved this 11^h day of August, 2014.

Signed by:

President: Susanne Miller

Date: _____

Secretary: Dana Spivey

Date: _____