

1                                   **WASHINGTON SCHOOL PRINCIPALS' EDUCATION FOUNDATION**

2  
3                                   **ARTICLES OF INCORPORATION**

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6   **ARTICLE I: NAME**

7   The name of this corporation shall be the Washington School Principals' Education Foundation.

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9   **ARTICLE II: DURATION**

10   The corporation shall be organized in perpetuity or until such time as provisions for dissolution as  
11   contained in these Articles of Incorporation are utilized.

12  
13   **ARTICLE III: PURPOSES**

14   The purpose of the corporation shall be educational, charitable, cultural and professional as authorized  
15   under RCW 24.03.015. The corporation is organized exclusively for charitable and educational  
16   purposes as stated under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the  
17   corresponding provisions of any future United States Internal Revenue law).

18  
19   The purpose of the corporation shall include but not be limited to:

- 20       A. Supporting improvement and development of the Pre-K through 12 educational programs for the  
21       students in the schools of the state of Washington;
- 22  
23       B. Improving communication and promoting continuity and purpose among component (Pre-K  
24       through 12) stakeholder principals' groups in the state of Washington for the improvement of the  
25       skills and abilities among building administrators in Washington schools;
- 26  
27       C. Encouraging and promoting research by Pre-K through 12 schools, colleges, universities,  
28       individual students and agencies designed to enhance educational knowledge in the state of  
29       Washington;
- 30  
31       D. Providing educational benefits to individual students through leader development, access and  
32       opportunities; and
- 33  
34       E. Providing and supporting outdoor learning centers so students (Pre-K through 12) from  
35       throughout the state may be involved in environmentally-related learning experiences that are  
36       interdisciplinary in nature; teachers from throughout the state may be trained to operate  
37       comfortably and effectively with students in all types of environmental programs; and  
38       environmental curriculum programs and evaluation designs may be developed and field-tested.

39  
40   **ARTICLE IV: REGISTERED OFFICE AND AGENT**

41   The corporation shall be located at 1021 Eighth Avenue SE in the City of Olympia, Thurston County,  
42   Washington. This location shall be the registered office of the corporation and the registered agent shall  
43   be Joseph P. Lassoie or his successor.

44  
45   **ARTICLE V: BOARD OF DIRECTORS (AND TRUSTEES)**

46   The Board of Directors (and Trustees) shall include:

- 47  
48       A. Executive Director of the Association of Washington School Principals;
- 49  
50       B. President of the Association of Washington School Principals;
- 51  
52       C. The Budget Chair of the Association of Washington School Principals;
- 53

54 ARTICLE V: BOARD OF DIRECTORS (AND TRUSTEES) (cont'd)

- 55
- 56 D. An AWSP Past President or Past Chair of one of the grade level leadership committees;
- 57
- 58 E. Chair of the Elementary Grade Level Leadership Committee;
- 59
- 60 F. Chair of the Middle Level Grade Leadership Committee;
- 61
- 62 G. Chair of the High School Grade Level Leadership Committee;
- 63
- 64 H. Three-year representatives from each grade level committees to the Association of
- 65 Washington School Principals; and
- 66
- 67 I. Persons with no direct affiliation to the Association of Washington School Principals.
- 68

69 ARTICLE VI: DIRECTOR (AND TRUSTEE) ELECTIONS

70 The AWSP Executive Director shall serve by virtue of the salaried position for the duration of

71 employment in said position.

72

73 The AWSP President shall serve by virtue of the elected position for one year to coincide with their

74 term of office.

75

76 The AWSP Budget Chair shall serve by virtue of the elected position for three years to coincide with

77 their term of office.

78

79 An AWSP Past President shall serve for one year to coincide with their appointment by the AWSP

80 Executive Board at the AWSP annual conference and terminating at the subsequent annual

81 conference. From a list of "non-immediate" AWSP past presidents, a past president or chair will be

82 chosen by the AWSP Executive Committee to serve on the Foundation Board. Should there be no

83 "non-immediate" AWSP past president or chair, the AWSP immediate past president may serve in this

84 role.

85

86 The Grade Level Chairs shall serve by virtue of the elected position for one year coinciding with their

87 term of office commencing on July 1 and terminating on June 30 of the subsequent year.

88

89 Three-year budget representatives from each component council to the AWSP Board shall serve by

90 virtue of the elected position for three years to coincide with their term of office.

91

92 A person with no direct affiliation to AWSP shall serve for two years with their appointment by the

93 AWSP Executive Board at the AWSP June Board meeting and terminating at the conference at the

94 end of the term.

95

96 Changes in the manner of election, the term of office and the number of Directors (and Trustees) shall

97 be made only by amendment to these Articles of Incorporation.

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100 **ARTICLE VII – FOUNDATION EXECUTIVE COMMITTEE**

101 Section 1: The Foundation Executive Committee shall be composed of the AWSP President,  
102 AWSP Executive Director, the Budget Chair, and the Chairs of the three grade level leadership  
103 committees.

104  
105 Section 2: An annual meeting of the Foundation shall be held, usually in June. The specific date  
106 shall be determined by the Foundation Executive Committee.

107  
108 Section 3: Special meetings of the Foundation Executive Committee may be called by the  
109 President or at the written request of a majority of the Foundation Executive Committee. Purpose  
110 of a special meeting must be stated in the written notice of the meeting.  
111

112  
113 **ARTICLE VIII – MANAGING DIRECTOR**

114 Section 1: PRIMARY FUNCTION:

- 115 • To serve the Foundation as its employed administrator in all matters relating to the  
116 management, professional, legislative, communication, and public relations aspects of  
117 the organization. These functions may be delegated as necessary.

118 Section 2: The Managing Director for the Foundation shall be employed by the Executive  
119 Committee and be evaluated annually by the AWSP Executive Director, in consultation with  
120 the Executive Committee.  
121

122 **ARTICLE IX: GENERAL POWERS**

123 The corporation shall possess all those general powers granted to nonprofit corporations under RCW  
124 24.03.035:

- 125  
126 A. To have perpetual succession by its corporate name unless a limited period of duration is  
127 stated in its articles of incorporation.  
128  
129 B. To sue and be sued, complain and defend, in its corporate name.  
130  
131 C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing  
132 it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.  
133  
134 D. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own,  
135 hold, improve, use and otherwise deal in and with real or personal property, or any interest  
136 therein, wherever situated.  
137  
138 E. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or  
139 any part of its property and assets.  
140  
141 F. To lend money to its employees other than its officers and directors.  
142  
143 G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ,  
144 sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with,  
145 shares or other interests in, or obligations of, other domestic or foreign corporations, whether  
146 for profit or not for profit associations, partnerships, or individuals or direct or indirect  
147 obligations of the United States, or of any other government, state, territory, governmental  
148 district or municipality or of any instrumentality thereof.  
149  
150 H. To make contracts and incur liabilities, borrow money at such rates of interest as the  
151 corporation may determine, issue its notes, bonds and other obligations, and secure any of its

obligations by mortgage or pledge of all or any of its property, franchises and income.

- I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- J. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country.
- K. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- L. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- M. Unless otherwise provided in the articles of incorporation, to make donations for the public welfare or for charitable, scientific, or educational purposes; and in time of war to make donations in aid of war activities.
- N. To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such director or officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, such director or officer may be entitled, under any bylaw, agreement, vote of board of directors or member, or otherwise.
- O. To cease its corporate activities and surrender its corporate franchise.
- P. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

#### **ARTICLE X: TRUST POWERS**

In addition, the corporation shall constitute an express nonprofit trust under the Washington Trust Act (RCW 30.99) organized for educational, political and professional purposes.

The Board of Directors shall constitute a Board of Trustees possessing all those powers granted under RCW 30.99.070:

- A. To receive property from any source as additions to the trust of any fund to be held and administered under the provision of the trustee.
- B. To sell on credit; and grant, purchase or exercise options.
- C. To see or exercise subscriptions to stock or other corporate securities and to exercise conversion rights; deposit stock or other corporate securities with any protective or other similar committee; and assent to corporate sales, leases and encumbrances.
- D. To vote trust securities in person or by proxy with power of substitution; and enter into voting trusts.

- 206 E. To register and hold any stocks, securities or their property in the name of a nominee or  
207 nominees without mention of the trust relationship, provided the trustee or trustees shall be  
208 liable for any loss occasioned by the acts of any such nominee.  
209
- 210 F. To grant leases of trust property, with or without options to purchase or renew, to begin within a  
211 reasonable period and for terms within or extending beyond the duration of the trust, for any  
212 purpose including exploration for and removal of oil, gas and other minerals; enter into  
213 community oil leases, pooling and unitization agreements; create restrictions, easements and  
214 other servitudes, alter, renovate, add to or demolish any building, subdivide, develop, improve,  
215 dedicate to public use, make or obtain the vacation of public plats, adjust boundaries, partition  
216 real property and on exchange or partition to adjust differences in valuation by giving or  
217 receiving money or money's worth.  
218
- 219 G. To cause or participate in the formation, reorganization, merger, consolidation and dissolution of  
220 corporate or other business undertakings where trust property may be affected and retain any  
221 property received pursuant thereto; limited management participation in any partnership and to act  
222 as a limited partner; charge profits and losses of any business or farm operation to the trust estate  
223 as a whole and not to the trustee; and make available to or invest in any business or farmoperation  
224 additional moneys from the trust estate or other sources.  
225
- 226 H. To compromise or submit claims to arbitration; advance funds and borrow money, secure or  
227 unsecured, from any source, including a corporate trustee's banking department; and mortgage,  
228 pledge the assets or credit of the trust estate or otherwise encumber trust property, including future  
229 income.  
230
- 231 I. To determine the hazards to be insured against and maintain insurance.  
232

#### 233 **ARTICLE XI: AMENDMENT**

234 The Board of Directors (and Trustees) may amend these Articles of Incorporation at any time to such extent  
235 as they deem necessary and advisable by a two-thirds majority.  
236

#### 237 **ARTICLE X: TERMINATION, DISSOLUTION OR LIQUIDATION**

238 The corporation and trust may be terminated at any time by the Board of Directors (and Trustees) by an  
239 instrument in writing provided ten days prior notice has been given in writing to each Director/Trustee.  
240

241 In the event of corporate dissolution or final liquidation the Board shall, after satisfying all outstanding  
242 obligations or liabilities, distribute any remaining funds to a charitable organization not for profit whose  
243 purposes are reasonably consistent with health education or health research, and which at the time qualifies  
244 as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the  
245 corresponding provisions of any future United States Internal Revenue law).  
246

#### 247 **ARTICLE XIII: SEVERABILITY AND STATUS OF CONSTRUCTION**

248 This corporation and trust is accepted in the state of Washington. Any provision of these Articles of  
249 Incorporation or subsequently enacted bylaws prohibited by the laws of the state of Washington shall be  
250 ineffective to the extent of such prohibition without invalidating the remaining portions of these Articles of  
251 Incorporation and subsequent bylaws. All questions pertaining to the validity, construction and  
252 administration of the corporation and trust shall be determined in accordance with the laws of the state of  
253 Washington.  
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256 **ARTICLE XII: EXECUTORS**  
257 In witness whereof, the undersigned are the incorporators of this corporation as well as the initial Board of  
258 Directors (and Trustees).  
259  
260 *s/Joseph P. Lassoie, AWSP Executive Secretary*      *s/Harold G. Smith, AWSP Asst. Executive Sec.*  
261 *s/Ray Straub, AWSP President*      *s/Warren Arnhart, AWSP Past President*  
262 *s/Del Steele, ESPAW President*      *s/Richard Miller, WJHMSPA President*  
263 *s/Larry Norwood, WASSP President*  
264  
265 *SWORN AND SUBSCRIBED TO before me this 22<sup>nd</sup> day of September 1981. Notary Public in and for the*  
266 *state of Washington, residing at Olympia.*  
267 *s/Linda Holmes, Notary Public*  
268  
269 Amended 6/25/05  
270 Amended 9/19/08  
271 Amended 11/16/17  
272 Amended 6/23/2021  
273 Amended 10/01/2021  
274 Amended 01/28/2022