

WASHINGTON SCHOOL PRINCIPALS' EDUCATION FOUNDATION
BYLAWS

SECTION I: OFFICERS

The Association of Washington School Principals (AWSP) President shall serve as the chair of the Foundation.

The chair shall be the presiding officer of the Board and in their absence, the AWSP Executive Director shall so serve. The AWSP Budget Chair shall direct the annual report on Foundation finances to be submitted at the Fall meeting.

SECTION II: MEETINGS

The Board of Directors (and Trustees) shall meet at least twice annually. To the extent possible, these meetings shall align with the meeting of the AWSP Executive Board (and Trustees). The chair may convene additional meetings as necessary provided that notice is given to each board member at least 24 hours in advance of the meeting time.

SECTION III: QUORUM

A majority of the Board of Directors (and Trustees) of the Foundation shall constitute a quorum necessary for the transaction of business. A majority of those members present shall be required to take Board action unless specifically provided otherwise in the Articles of Incorporation or bylaws.

SECTION IV: BUDGET

It shall be the responsibility of the WSPEF Managing Director, under the direction of the AWSP Budget chair, to prepare the annual budget for submission to and approval by the Board of Directors (and Trustees).

SECTION V: RECORDS, MINUTES, AND ANNUAL REPORT

A regular record of all meetings of the Board shall be kept in the form of minutes. Each year an annual report shall be prepared including an annual report on Foundation finances prepared under the direction of the Budget Chair. This annual report shall be submitted to the Board for approval and reported to the AWSP. All records of the Foundation shall remain the property of the Foundation and shall be turned over to the Board following completion of a Board member's tenure.

SECTION VI: GENERAL COUNSEL

The Board of Directors (and Trustees) shall be empowered to appoint and retain a General Legal Counsel, as it deems necessary.

SECTION VII: AMENDMENTS

Amendments to these bylaws and the Articles of Incorporation shall be made in writing. It shall require a majority vote of the total membership of the Board of Directors (and Trustees) to approve an amendment to the bylaws or the Articles of Incorporation.

SECTION VIII: ROBERT'S RULES OF ORDER

Where the Articles of Incorporation and these bylaws are silent, Robert's Rules of Order shall govern the conduct of meetings and the transaction of business.

49 SECTION IX: DISSOLUTION OR LIQUIDATION

50 In the event of such dissolution or liquidation, the assets of the Foundation, after payment of
51 debts and obligations, shall be transferred to an organization with federal tax exemption for
52 charitable and educational uses and purposes similar to those of this Foundation, which
53 exempt organization shall be designated by majority vote of the final Board of Directors (and
54 Trustees).

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56 No part of any income, revenue, and grant of or to the Foundation shall inure to the material or
57 pecuniary benefit of any member, officer, or any private individual (except that reasonable
58 compensation may be paid for services rendered in connection with one or more of its
59 purposes), and no member, officer, or any private individual shall be entitled to share in the
60 distribution of any of the assets of the Foundation.

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62 Dissolution or liquidation shall be accomplished by a two-thirds majority vote of the total
63 membership of the Board of Directors (and Trustees).

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66 Amended 6/25/05

67 Amended 4/29/22

