

National Guard Association of Washington Foundation

By Laws

Article I

Name, Purpose and Location

Section 1: Name The organization shall be known as the National Guard Association of Washington Foundation.

Section 2: Purpose The purpose of the foundation is to provide charitable, educational, and historical grants and programs that support military veterans and the Soldiers, Airman and Family Members of the Washington National Guard.

Section 3: Location Business may be conducted at any place convenient to such members or officers as may be participating. The official address of the foundation shall be:

NGAW Foundation
P.O. Box 5411
Camp Murray
Tacoma, WA 98430

Article II

Membership and Meetings

Section 1: Eligibility

(a) Membership in the foundation shall be open to all persons, regardless of race, color, nationality, or ethnic origin, with all rights, privileges, programs and activities accorded membership. Membership shall be general and sponsoring, as established herein, of persons or business interested in devoting their efforts or funds to the furtherance and purposes of the organization. Members shall be persons or corporations and firms, who, in the opinion of the Directors, demonstrate a high level of commitment to the charitable purpose of the organization.

(b) General membership shall include and member of the National Guard Association of Washington (NGAW), or any person or business that has an interest in the purpose and goals of the foundation.

(c) Sponsorship Membership is any person or business that contributes \$50.00 or more to the foundation and does not fall into the category of general membership.

(d) The duties of the members are to promote the foundation and to support it with monetary and in-kind contributions.

(e) Term of membership is indefinite.

Section 2: Resignation of Members Any member may resign from the foundation by means of written resignation to the President or Secretary of the foundation.

Section 3: Interest in Property None of the members of the foundation shall ever have any right to, or interest in, any of the property, real or personal of any kind of description, which is now, or may in the future, be owned and controlled by the Foundation.

Section 4: Annual and Special Meetings

(a) Annual meeting of the foundation shall be held contemporaneously with the Annual Conference of the National Guard Association of Washington (NGAW).

(b) Special meetings – May be called at any time by the President, with approval of the Board. Business transacted at the special meeting shall be limited to the purpose stated in the written notice of that meeting.

(c) Notice of meetings – Written or printed notice stating the place, day and hour of a meeting of directors, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each director entitled to vote at such meeting, at least ten (10) days and not more than thirty-five (35) days before the meeting, either personally or by mail (includes e-mail), by the person or persons authorized to call directors meetings. If written notice is placed in the United States Mail, postage prepaid, addressed to a director at his/her address as it appears on the books of the foundation, notice shall be deemed to have been given.

(d) Organization of the meetings – The President shall call the meeting of the membership to order and shall act as Chair of such meetings. The Secretary shall act as Secretary at all meetings of members, but in the event of his/her absence or failure to act, the Chair shall appoint another person to act as Secretary pro tem.

(e) Quorum at meetings – The members present in person shall constitute a quorum at all meetings of the membership for the transaction of business where proper notice of such meeting has been given.

(f) Voting at meeting – At each annual meeting of the membership voting shall be restricted to those members of the Foundation who shall be entitled to vote in person and all business shall be transacted by a majority vote of such quorum.

(g) Manner of Acting – The act of the majority of the directors present at a meeting or adjourned meeting at which a quorum is present shall be the act of the board of directors. By a

resolution passed by the majority the full board of directors of the Foundation, the board may delegate authority to one or more directors as it seems necessary or appropriate, each of which to the extent provided in such resolution, shall have and may exercise the authority of the board of directors, except what is limited by law. The designation of any such director and the delegation thereof of authority shall not relieve the board of directors, or any member thereof, of any responsibility imposed by law.

Article III **Board of Directors**

Section 1: General – The Board of Directors shall be the sole governing body of the foundation. The operation, business and property of the Foundation shall be managed and controlled by the Board of Directors. Individual Directors shall not be compensated for any of their services; however the Board may approve reimbursement of Directors on a uniform basis, approved from time-to-time by the Directors, for direct travel, hotel food expenses incurred on behalf of the foundation while attending Board meetings and other related functions.

Section 2: The Board

(a) The officers of the foundation will be comprised of the Executive Board of NGAW. The officers are the President, Vice President, Treasurer, and Secretary which are elected by the membership of NGAW.

(b) The Executive Director of NGAW will also serve as the Executive Director of the Foundation. The Executive Director will perform the day-to-day duties associated with the foundation.

Section 3: Vacancies – In the event of a vacancy on the board of the Foundation, the position will be filled in IAW the published bylaws of the NGAW.

Section 4: Approvals – The Board of Directors must approve fund raising plans, contracts, budgets and expenditures prior to commitment. Written contracts shall be executed by the President and signed by the president and the Secretary.

Section 5: Officers of the Board

(a) President – The President of NGAW shall be the President of the foundation and shall preside at all meetings of the Board. The President will enforce the rules and by-laws of the foundation. President has the authority to form and appoint all committee chairs and members as deemed appropriate. Render an annual report to the members of the foundation at the Annual Conference.

(b) Vice President – Shall perform the duties and exercise the powers of the President during the absence and/or disability of the President.

(c) Treasurer – Shall oversee the financial records of the Foundation. Will receive all money and deposit said money in a bank account in the name of the Foundation. Will disburse all monies that have been approved by the Board and are due and payable. In addition, will present a financial report at each meeting of the Board and distribute a written financial statement at the general meeting of the membership.

(d) Secretary – Shall be responsible for keeping all documents and records of the Foundation including but not limited to, recording minutes of all meetings and the Board.

Section 7: Committee's and Committee Chairs - The President, with the advice and consent of the Board, shall approve all committees and committee chairs. Each committee chair may appoint the members of his/her committee. Any Committee Chair shall serve under the general supervision and direction of the Board of Directors. The President may remove any committee chair or committee member for cause, with the advice and consent of the Board.

Article IV Financial

Section 1: Checks, Drafts, Etc - All checks, drafts bills of exchange or other orders for the payment of money out of funds of the foundation and all notes or evidence of indebtedness of the foundation, shall be signed in the name and on behalf of the foundation by such person (s) authorized by the Board.

Section 2: Deposits – All funds received of the foundation will be deposited to the credit of the foundation in such banks, trusts, credit unions or other depositories as deemed by the Board. For the purpose of deposit and for the purpose of collection for the account of the foundation, checks, drafts and other orders of payment of money which are payable to the order of the foundation may be endorsed, assigned and delivered by a director, officer, employee or agent of the foundation or in such a manner as the Board may determine by resolution.

Section 3: General and Special bank Accounts – The Board may, from time to time, authorize the opening and keeping of general bank accounts with such banks trust companies or other depositories and investments as the Board may designate or as may be designated by any officer or officers of the Foundation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts or investments, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

Section 4: Gifts – The board of directors may accept on behalf of the foundation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Section 5: Non-Profit Operations and Distribution of Proceeds - The Foundation shall not be operated for a profit. There shall be no distribution of cash or property by way of interest or dividends to any officer, member or Director of the Organization of whatsoever character or description, except that the Organization may pay reasonable compensation for services rendered. The balance of all money received by the Organization, after payment of all debts and obligations of the organization of whatsoever kind and nature shall be used and distributed exclusively for carrying out only the purposes of the Foundation.

Section 6: Director's Annual Statement - The President shall present at each annual meeting of the NGAW and when called for by vote of the membership at any special meeting of the membership a full, clear and detailed statement of the business and condition of the Foundation duly reviewed by a third party.

Section 7: Disposition of Financial Records - All financial records will be retained by the Treasurer for a period of 8 years. Records may be converted to electronic facsimile and stored electronically and / or originate electronically and be stored as such.

Article V **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the articles of incorporation or the by-laws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article VI **Amendments**

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the foundation not inconsistent with law or the articles of incorporation.

Article VII

Indemnification and Insurance

Section 1: The Foundation may indemnify any person who was or is party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the foundation) by reason of the fact that he/she was a director, officer, employee or agent of the foundation, or who is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed in be in, or not opposed to the best interests of the foundation, and with respect to any criminal actions or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, of itself, shall not create a presumption that the person did not in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, or with respect to any criminal action or proceeding, did not have reasonable cause to believe that his/her conduct is unlawful.

Section 2: The foundation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the foundation to procure judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the foundation, or is or was serving a the request of the of the foundation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in an manner he/she reasonably believed to be in, or not opposed to the best interest of the foundation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the foundation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses as the court shall deem proper.

Section 3: To the extent that a director, officer, employee or agent of the foundation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to the in Section (1) and (2) of this Article VII, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him/her in connection therewith.

Section 4: Any indemnification under sections (1) and (2) of this Article VII (unless order by a court) shall be made by the foundation only as authorized in the specific case, upon a determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in sections (1) and (2) of Article VII. Such determination shall be made (i) by the board of directors, who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5: Expenses incurred in defending a civil or criminal action, or proceeding may be paid by the foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to indemnified by the foundation as authorized in this Article VI.

Section 6: The indemnification provided by the Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7: The foundation may 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 a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such liability under the provisions of this Article VI.

We undersigned, certify that the By-Laws in the form attached, were hereby adopted on November 23, 2014, as the by-Laws of the National Guard Association of Washington Foundation.

Trisha Almond

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