

# Washington Society of Professional Engineers Educational Foundation

## Handbook

(Adopted on May 16, 2009)

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## ***Section 1. Introduction***

This handbook provides a summary of the duties of the officers and includes other reference information essential for the conduct of Foundation business. The duties and information are presented as a guideline and are not intended as a change or addition to the Foundation Bylaws.

## ***Section 2. Duties of Officers***

### ***2.1 Duties of the President***

- a. Preside over all meetings of the Foundation.
- b. Call special meetings when required.
- c. Appoint the chair and members of the nominating committee. The appointments shall be made during the annual meeting for the following year's annual election. The names of the appointees shall be included in the minutes of the annual meeting.
- d. Appoint the chairs of the standing and special committees.
- e. At the annual meeting, provide a written annual report listing the activities and accomplishments of the Foundation in the administrative year.

### ***2.2 Duties of the Vice President***

- a. Preside at any meeting at which the President is unable to attend.
- b. Represent the President at functions as directed by the President.
- c. Serve as chair of the Audit Committee.
- d. Maintain the Foundation web site.

### ***2.3 Duties of the Secretary***

- a. Maintain a file of the meeting minutes and official correspondence of the Foundation.
- b. Maintain a current official copy of the Certificate of Incorporation and the Bylaws of the Foundation.
- c. Maintain a list and term of membership for the Board of Trustees of the Foundation.
- d. Keep a record of all proceedings of the meetings of the Foundation.

## Washington Society of Professional Engineers Educational Foundation

- e. Prepare and transmit to the Board of Trustees any proposed amendments to the Bylaws.
- f. At the annual meeting, provide a written report listing the names of the Board of Trustees and their term of membership.
- g. Prepare an annual report for the Foundation and distribute copies to all Board of Trustees members. The report shall include copies of the reports of the officers and other pertinent information.

### **2.4 Duties of the Treasurer**

- a. Keep the accounts and have care and custody of all monies of the Foundation.
- b. File an IRS Form 990, Return of Organization Exempt from Income Tax, by November 15. (Tax I.D. 91-1185123)
- c. File a non-profit corporation annual report with the Secretary of State of the State of Washington. This report must be filed by May 31. Failure to file the report will result in administrative dissolution of the WSPE Educational Foundation Corporation.
- d. When funds are distributed to the various Chapters and other educational related activities, the Treasurer shall transmit the funds by check with a forwarding letter listing the recipient, purpose, amount, and check number. A copy shall be sent to the President and a copy retained in file.
- e. When checks do not clear the bank within 120 days, the Treasurer shall notify the recipient and request the check be cashed.
- f. At each meeting, provide a written report on the financial status of the Foundation.
- g. Maintain a list of donors by calendar year.
- h. Mail Donation Acknowledgement letters (Annex 6) in January to donors from the previous calendar year.

## **Section 3. Committees**

### **3.1 Nominating Committee**

The responsibilities of the committee are defined in Article IX of the Foundation Bylaws.

### **3.2 Audit Committee**

The committee shall consist of the Vice President as Chair, and two members appointed by the President in May of each year. The committee shall audit the Treasurer's accounts at the close of the fiscal year for compliance with accepted accounting methods, completeness, accuracy and compliance with applicable laws and report to the Trustees.

### **3.3 Promotion and Fund Raising Committee**

The committee shall identify means and methods for promoting the work of the Foundation including fund raising to increase the assets of the Foundation in support of the scholarship and State MATHCOUNTS programs. The Foundation will annually solicit contributions from WSPE members, and Foundation trustees will solicit contributions from external professional and commercial organizations.

### **3.4 Scholarship Awards Committee**

The committee shall solicit scholarship applications from Washington Community College pre-engineering students who will seek admission to engineering programs at Washington Universities and Colleges. The Scholarship Awards Committee evaluates the scholarship applications received, reviews the funds available for award of scholarships, and makes recommendation to the Board of Trustees regarding the number and magnitude of the scholarship awards that are to be made that year. The Scholarship Awards Committee notifies the applicants selected for receipt of scholarships of the amount that they will receive and asks the recipients to notify the Treasurer of the Washington University or College to which they have been offered admission.

### **3.4 Strategic Planning Committee**

The committee is to review the Strategic Plan of the Foundation and recommend modification consistent with the Bylaws and Articles of Incorporation.

### **3.6 Investments Committee**

The committee is to monitor the Foundation's investment portfolio and recommend to the Board of Trustees appropriate changes to asset disposition or allocation and financial services.

### **3.7 Policy and Procedures Committee**

The committee is to maintain a set of written policies and procedures that govern the daily activities of the Foundation. The committee is also responsible for reviewing the Foundation Bylaws and proposing any needed changes.

## **Section 4. Investment Policies and Procedures** (Adopted May 17, 2008, by the Foundation Board of Trustees)

### **4.1 General Policy**

- a. Invest for maximum total return consistent with preservation of capital and liquidity requirements.
- b. Minimize expenses relative to transactions.
- c. Minimize the requirement to actively manage investments.
- d. The preferred investment vehicles will be the following:
  - o Checking Account
  - o Money Market Account
  - o One or more mutual funds
- e. The Board of Trustees must approve specific investments and investment guidelines.
- f. The President shall annually appoint an Investment Committee to carry out a review of these Policies and Procedures, to recommend changes regarding policy and strategy and to review portfolio performance.
- g. The Investment Committee will review and make recommendations regarding investment policy at least annually at the annual meeting.
- h. The Treasurer will establish and maintain investment accounts as approved by the Board of Trustees.

### **4.2 Endowment Fund**

- a. Do not hold individual stocks.
- b. Sell donated stocks, bonds, or other securities and deposit proceeds in mutual funds.
- c. Invest the Endowment Fund in mutual funds.
- d. Transfer Endowment funds to the checking account as needed for disbursements.
- e. Accumulate donations in the checking account for transfer to mutual funds.

- f. Interest and dividends from mutual funds will be transferred to the Scholarship Fund to be available for current scholarships.
- g. Long-term and short-term capital gain distributions will be retained and reinvested in the mutual funds for the purpose of growing the Endowment Fund.

#### **4.3 Scholarship Fund**

- a. Initially deposit scholarship donations in the checking account.
- b. Transfer excess scholarship funds to a money-market account until needed.
- c. Transfer scholarship funds to the checking account for disbursement.

#### **4.4 Chapter Account Funds**

- a. Hold a portion of chapter funds in a money-market account.
- b. Credit interest to the Operating Account.
- c. Transfer funds to the checking account as needed for disbursement.

#### **4.5 Operating Account (to pay Foundation expenses):**

- a. Hold a portion of funds in a money-market account.
- b. Credit interest from Chapter Account funds held in a money-market account to Operating Account.
- c. Transfer Operating Account funds to checking account as needed for expenses.
- d. Credit WSPE donations for operating expenses to Operating Account.

### **Section 5. MATHCOUNTS Guidelines**

(Adopted on June 16, 1998, by the Foundation Board of Trustees)

The WSPE Educational Foundation is registered with the IRS as a 501 (c) (3) tax exempt organization. This permits the Foundation to receive contributions that are tax deductible to the contributor as charitable contributions. The Foundation serves as the conduit for MATHCOUNTS contributions for the purpose of providing an IRS acceptable audit trail for contributions. The Foundation is an independent corporation from WSPE.

All checks for contributions to MATHCOUNTS should be made out to the **WSPE Educational Foundation** and should be sent directly to the Educational Foundation Treasurer for deposit. The policy of the state MATHCOUNTS organization since 1991 has been to deposit 80% of chapter raised contributions into the chapter's account with the Educational Foundation. The remaining 20% is deposited in a state account called Chapter Support. In parallel, 10% of state-raised contributions are dedicated to Chapter

## Washington Society of Professional Engineers Educational Foundation

Support. Chapter Support money is used primarily to fund MATHCOUNTS activities that support the chapters in getting schools registered. Travel to state competitions, expenses incurred by inactive chapters, or other chapter expenses of an unusual nature are funded from the chapter support account on a case-by-case basis.

Chapters may request funds from their account any time after the beginning of MATHCOUNTS activities in the late summer. Make the request in writing directly to the Educational Foundation Treasurer. The chapters are expected to provide the Treasurer and State Coordinator with a one-page summary of expenses at the end of the chapter year (preferably at least two weeks before the annual meeting in June). By IRS rules any funds not expended must be returned to the Treasurer for redepositing in the chapter account.

Any requests for funds from the Chapter Support account should be directed to the State MATHCOUNTS Coordinator.

The chapters are obligated to preserve their expense records for seven years for use in the event of an IRS audit. It is suggested that all receipts or other documents be put in an envelope at the end of the chapter year, stapled shut, and identified in large letters the contents, year, and the throwaway date. This should be retained with the chapter records.

Current IRS rules require that the Foundation provide a receipt for all cash contributions of \$50 or more. It is the responsibility of the Foundation to provide these receipts. A sample letter is shown in Annex 6.

### ***Section 6. Scholarship Guidelines***

Funds raised by chapters or the Foundation for scholarships will be transmitted to the Foundation Treasurer. The Washington Society of Professional Engineers Educational Foundation is registered with the Internal Revenue Service as a 501 (c) (3) tax-exempt organization. This permits the receipt of contributions that are tax deductible to the contributor as charitable contributions. The Educational Foundation serves as the conduit for scholarship contributions for the purpose of providing the Internal Revenue Service an acceptable audit trail for contributions. The Educational Foundation is an independent corporation from the Washington Society of Professional Engineers.

### ***Section 7. Donor Recognition***

The Foundation recognizes its individual donors on its Honor Roll based on the following criteria:



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Fellow – contributed \$2,000 or more to the Foundation  
Sustaining – contributed \$1,000 to \$1,999 to the Foundation  
Supporting – contributed \$500 to \$999 to the Foundation  
Honorary – contributed \$250 to \$499 to the Foundation

The Foundation will list company or corporate donors who contributed \$5,000 or more to the Foundation. The Honor Roll will be placed prominently on the Foundation web site.

### ***Section 8. Order of Business for the Annual Meeting***

1. Call to order
2. Approval of the minutes of the previous meeting
3. Reports of Officers
4. Report of the Nominating Committee
5. Reports of the Standing and Special Committees.
6. Communications
7. Unfinished Business
8. Election of Officers and Board of Trustees
9. New Business
10. Appointment of the Nominating Committee (Chair and Secretary), Standing Committee Chairs, and Special Committee Chairs for the next administrative year.
11. Announcements
12. Adjournment

**Annex 1. Foundation Bylaws**

**BYLAWS OF  
THE WASHINGTON SOCIETY OF PROFESSIONAL ENGINEERS  
EDUCATIONAL FOUNDATION  
May 16, 2009**

***ARTICLE I – NAME AND OFFICE***

The name of this corporation shall be "THE WASHINGTON SOCIETY OF PROFESSIONAL ENGINEERS EDUCATIONAL FOUNDATION". The principal office in the State of Washington shall be located initially at 7716 South Sunnycrest Road, Seattle, WA 98178, and thereafter at the address of the Washington Society of Professional Engineers, or at such other address as may be approved by the Board of Trustees.

***ARTICLE II – PURPOSES***

The purposes of the corporation are set forth in its Certificate of Incorporation.

***ARTICLE III – MEMBERSHIP***

The Corporation shall consist of the initial Board of Trustees and their successors elected in accordance with these Bylaws.

***ARTICLE IV – MANAGEMENT AND OFFICERS***

**Section 1. – Management**

The management of the corporation, the control of its property and affairs and the selection of the recipients who will benefit from the purposes and objects of the corporation shall be vested in its Board of Trustees and in the Executive Committee of the Board of Trustees.

**Section 2. – Officers**

The Board of Trustees shall elect from among its members, a President, one Vice President, a Treasurer, and a Secretary. The Board of Trustees and the Executive Committee are vested with authority to appoint an Executive Secretary and other minor officers.

**Section 3. – Term of Office**

Each elected officer shall serve for one (1) year until his successor is elected. The appointed officers shall hold offices at the pleasure of the Board of Trustees or the Executive Committee.

**Section 4. – Honorary Officers**

The Board of Trustees may, from time to time, appoint honorary officers, with such titles and designations as it shall select. Such people, who need not be members of the corporation, as the Board of Trustees shall select. Their duties shall be such as may be assigned by the Board of Trustees but shall not conflict with the duties of regular officers of the corporation. Persons appointed as honorary officers shall continue as such at the will of the Board of Trustees.

***ARTICLE V – BOARD OF TRUSTEES***

**Section 1. – Number**

The Board of Trustees shall consist of nine (9) members.

**Section 2. – Term**

The members of the Board of Trustees elected by the incorporators shall be divided into three (3) groups, each equal number, to establish their term of membership; the first group to be elected for a term of three (3) years, the second group to be elected for a term of two (2) years, and the third group to be elected for a term of one (1) year. All members of the Board of Trustees elected thereafter who are additional to the number elected by the incorporators shall be elected for a term of three (3) years. Any member of the Board of Trustees may be re-elected upon the expiration of his/her term of election. An appointee selected to fill a vacated position on the Board of Trustees shall serve for the remainder of that position's term, except by specific action of the Board of Trustees.

**Section 3. – Duties and Powers**

The Board of Trustees shall have the control and management of the affairs of the corporation, and in addition to the powers and authorities expressly conferred upon them through these Bylaws, may exercise all such powers and do all such acts and things as are by law provided and as are usually done by the Board of Trustees of a membership corporation, including the right to appoint committees, to allot to such committees such duties and powers as the Board may deem proper, and to select the recipients who will benefit from the purposes and objects of the corporation.

**Section 4 – Vacancies**

Vacancies on the Board shall be filled by vote of the majority of the Trustees at any regular or special meeting. Voting to fill vacancies may also be by signed ballot mailed by Trustees to the Secretary of the corporation.

## **ARTICLE VI – MEETINGS OF THE BOARD**

### **Section 1. – Annual Meetings**

There shall be a Regular Annual Meeting. The Regular Annual Meeting shall be held at the time and place of the annual Washington Society of Professional Engineers meeting.

### **Section 2. – Special Meetings**

Special meetings may be called at any time by the Chair. Special meetings may also be called by the Board upon filing with the Secretary of the Board a written request from at least three (3) members. Such written request shall specify the purposes for which the meeting is requested, and no business other than that specified in such purposes may be transacted at such special meeting.

### **Section 3. – Notice of Meeting**

Notice of any meeting shall be transmitted to all members of the Board at least seven (7) days before the date of such meeting. Such notice shall set forth the place, date, time, and purposes of such meeting.

### **Section 4. – Meeting Participation**

Trustees and any committee members of the corporation may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting. (see RCW 24.03.075 herein contained as Appendix A).

### **Section 5. – Quorum**

At all Regular and special meetings of the Board, the presence in person or by proxy of not less than five (5) of the members shall constitute a quorum.

### **Section 6. – Voting**

1. At all meetings, votes shall be via voice unless the presiding officer or at least one half (1/2) of the members present, request voting by written ballot. In accordance with RCW 24.03.085 (herein contained as Appendix B), whenever voting entails or permits voting by a member present at a meeting, any absent member may vote by mail, by electronic transmission, or designate a proxy to vote for such absent member.

2. The proxy shall be in writing, signed by such absent member. No proxy shall be valid after eleven months from the date of execution.

3. Whenever proposals or trustees or officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or

contained in the notice of meeting. An election may be conducted by electronic transmission if the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

4. Trustees voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

#### **Section 7. – Inspectors of Election**

At the annual meeting, the members shall elect two (2) inspectors of election whose duties shall be to inspect and pass upon all ballots.

### ***ARTICLE VII – COMMITTEES***

The Committees shall be:

1. Executive Committee
2. Nominating Committee
3. Audit Committee
4. Standing Committees
5. Special Committees

The establishment and powers of the Executive Committee are set forth in Articles VIII. The establishment and powers of the Nominating and Audit Committees are set forth in Article IX.

Standing Committees may be established by the Executive Committee, who will define their functions, powers, and tenure. Members thereof shall be appointed by the President.

Special Committees may be appointed by the President of the corporation to handle special matters which come up from time to time.

The rules for Notice of Meeting, Meeting Participation, Quorum, and Voting shall be the same as delineated in Article VI, Sections 3, 4, 5, 6, and 8 respectively.

## ***ARTICLE VIII – EXECUTIVE COMMITTEE***

### **Section 1. – Number**

The Executive Committee shall consist of the Officers of the Corporation.

### **Section 2. – Officers and Minutes**

The Executive Committee shall have a Chair and a Secretary. The Chair shall be the President of the corporation. The Secretary shall be the Secretary of the corporation. The Committee shall keep regular minutes of its proceedings, which shall be open to inspection by any member of the Board of Trustees.

### **Section 3. – Quorum**

A majority of the Executive Committee at any meeting shall constitute a quorum and may act by majority vote of those present.

### **Section 4. – Attendance**

Trustees of the corporation who are not serving on the Executive Committee shall be privileged to attend meetings of the Executive Committee and to speak thereat but shall have no vote.

### **Section 5. – Meetings**

Meetings of the Executive Committee shall be held at such times and places as may be fixed by a majority of the Executive Committee. Special meetings may be called by the Chair of the Executive Committee. In all cases notice of such meetings shall be sent by the Secretary of the Executive Committee to all its members at least seven (7) days in advance of the meeting and shall be accompanied by an agenda setting forth the matters to be taken up at the meeting. A waiver of notice of meeting, signed by at least three of the members of the Executive Committee shall permit such meeting to be held without formal notice.

### **Section 6. – Functions and Powers**

During the intervals between the meetings of the Board of Trustees, the Executive Committee shall possess, and may exercise, the powers of the Board of Trustees in the management of the operations of the corporation, and of all its business and affairs, shall fill vacancies in the post of officers, and shall carry on the activities of the corporation in the various fields established by the Board of Trustees.

The member(s) of the Executive Committee are authorized to buy, sell, assign, and transfer securities.

The Executive Committee shall also be responsible for preparing for the consideration of the Board of Trustees recommendations regarding new policies or changes in policy and suggestions for future projects and activities.

Without limiting the foregoing powers of the Executive Committee, it nevertheless shall be guided in good faith by policies previously authorized by the Board of Trustees.

## **ARTICLE IX – NOMINATING AND AUDIT COMMITTEES**

### **Section 1. – Nominating Committee**

The Nominating Committee shall consist of at least two members of the corporation appointed by the President.

#### **A. Term**

Members of the Nominating Committee shall serve for a term of one year.

#### **B. Officers and Minutes**

The President shall appoint the Chair of the Nominating Committee. It shall keep regular minutes of its proceedings and a copy of such minutes shall be filed with the Secretary of the corporation.

#### **C. Quorum**

The Nominating Committee shall fix its own rules of procedure and shall meet at such times and places as provided for in such rules.

#### **D. Vacancies**

Any vacancies occurring through death, resignation, or removal shall be filled by appointment by the President.

#### **E. Functions**

The functions of the Nominating Committee shall be:

1. To nominate a slate of persons recommended for elections as officers of the corporation. This slate shall be considered by the Trustees, but they are in no way required to vote for the names appearing on the slate.
2. To nominate a slate of Trustees to be voted on by the members. The fixing of such a slate, however, shall in no way limit the freedom of voting by any member.

### **Section 2. – Audit Committee**

The Audit Committee shall consist of the Vice President as chair and two members appointed by the President.

#### **A. Term**

Members of the Audit Committee shall serve for a term of one year.

**B. Quorum**

The Audit Committee shall fix its own rules of procedure and shall meet at such times and places as provided in such rules.

**C. Vacancies**

Any vacancies occurring through the death, resignation, or removal shall be filled by appointment by the President.

**D. Functions**

The committee shall audit the Treasurer's accounts at the close of the fiscal year and report the findings and results at the next meeting.

***ARTICLE X – DUTIES OF OFFICERS AND APPOINTEES***

**Section 1. – President**

The President shall be chief executive officer of the corporation and perform the duties usual to a president of a membership corporation. He shall preside over all meetings of the Executive Committee. He shall be ex-officio a member of all Committees except the Nominating Committee. He shall appoint the members of Committees except the Executive Committee. He shall have the power to sign all documents, contracts, and negotiable instruments as the designated agent of the corporation. The President shall review and approve all funds disbursements proposed by the Treasurer.

**Section 2. – Vice President**

The Vice President shall perform such duties and have such powers as may be delegated to him from time to time by the President or the Board of Trustees or the Executive Committee. In the absence of the President, the Vice President shall have the power and perform the duties of the President. The Vice President shall act as chair of the Audit Committee.

**Section 3. – Treasurer**

The Treasurer shall keep the accounts of the corporation and shall have the care and custody of all moneys belonging to the corporation. He shall collect and receive all moneys payable to the corporation. He shall provide the President a copy, via mutually agreeable means, of all invoices and requests for funds disbursement for review and approval. He shall sign all funds disbursements following the review and approval of the President. He shall keep proper books and records showing all receipts and expenditures. He shall render an annual report in writing as to the financial condition of the corporation and as from time to time may be requested by the Board of Trustees or by the Executive Committee. He shall furnish such surety bond, at the expense of the corporation, as the Board of Trustees or the Executive Committee may from time to time require. He shall exercise all duties incident to the office of Treasurer.



**Section 4. – Secretary**

The Secretary shall keep a record of all proceedings of all meetings of the corporation and the Board of Trustees and of the Executive Committee. He shall have custody of all records and papers relating to the business of the corporation. He shall prepare and issue all notices required to be given to the members. He shall be permitted to attend the meetings of all Committees and may act as Secretary thereof. He shall conduct the correspondence of the corporation. He shall exercise all duties incident to the office of Secretary. In the absence of the President and Vice President, the Secretary shall have the power to chair meetings only.

**Section 5. – Executive Secretary**

The Executive Secretary, if one is appointed by the Board of Trustees, may be given the duties and powers enumerated above as being the duties and powers of the Secretary, but his records shall always be available to the Secretary. The Board of Trustees is empowered to make a contract with the Executive Secretary for a period not to exceed three years at such remuneration as the Board of Trustees may seem fit and proper.

***ARTICLE XI – HOLDING MORE THAN ONE POST***

A trustee may serve on any number of Committees.

***ARTICLE XII – RE-ELECTIONS***

An officer may be re-elected for any number of terms. A member of any Committee may be re-appointed for any number of terms.

***ARTICLE XIII – REMOVALS***

Any officer, or trustee, or member of any Committee may be removed by the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees at a special, or at the Annual meeting of the Board of Trustees considering such removal.

***ARTICLE XIV – MINUTES***

Reasonably detailed minutes of the meetings of the Board of Trustees, of the Executive Committee and of all other Committees, shall be prepared by the Secretaries of the respective Committees and filed with the Secretary of the Corporation. Copies of the minutes of the meetings of the Board of Trustees and the Executive Committee shall be sent to all Trustees of the Corporation within thirty (30) days after the meeting is adjourned. Regarding minutes of other committees, the President may, from time to

time, direct the Secretary of the corporation to send to all Trustees copies of such minutes that the President thinks should be brought to the attention of all the Trustees.

### **ARTICLE XV – SEAL**

The seal of the Corporation shall consist of the words "The Washington Society of Professional Engineers Educational Foundation" inscribed in a circle with the words "Corporate Seal, 1981, State of Washington" inscribed in the center of said circle. The design of the seal may be changed at any time by formal action of the Board of Trustees.

### **ARTICLE XVI – AMENDMENTS**

#### **Section 1.**

These Bylaws may be amended at any regular or special meetings of the Board of Trustees of the Corporation in the following manner. Any proposal for the amendment of these Bylaws shall be in writing, subscribed to by not less than three Trustees and filed with the Secretary of the Corporation.

A copy of such proposed amendment shall then be mailed to each Trustee by the Secretary of the Corporation to be considered at a meeting called for that purpose on not less than twenty (20) days and not more than forty (40) days' notice.

#### **Section 2.**

An amendment shall be adapted in one of the following ways:

1. By affirmative vote of at least two-thirds (2/3) of the Trustees present at the meeting called to consider the adoption of the proposed amendment,
2. By filing with the Secretary of the Corporation consents signed by two thirds (2/3) of the Trustees approving the adoption of the proposed amendment.

#### **Section 3.**

A copy of such amendment shall be mailed to each member of the Corporation.

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### ***Bylaws Revision History***

*Transcribed 1995 by George Hoke*

*Spell-check run and reformatted, April 7, 1998 by Glenn K. Landguth*

*Revised October 13, 2000 by Board of Trustees action, revisions made by Glenn K. Landguth*

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*Revised June 21, 2003 by Board of Trustees action, revisions made by Robert B. Macduff*

*Revised January 28, 2005 by Board of Trustees action, revisions made by F. Duane Duff*

*Revised May 16, 2009 by Board of Trustees action, revisions made by John Schaufelberger*

*Revised October 10, 2023 by Board of Trustees action, revisions made by John Schaufelberger*

***APPENDIX A – RCW 24.03.075***

**Meetings of members and committees of members**

1. Meetings of the Board of Trustees and committees may be held at such place, either within or without this state, as stated in or fixed in accordance with the Bylaws. In the absence of any such provision, all meetings must be held at the registered office of the corporation in this state.
2. An annual meeting of the Board of Trustees must be held at the time stated in or fixed in accordance with the Bylaws. Failure to hold the annual meeting at the designated time does cause forfeiture or dissolution of the corporation.
3. Special meetings of the Board of Trustees may be called by the President. Special meetings may also be called by other officers as provided in the Articles of Incorporation or the Bylaws. In the absence of a provision fixing the number or proportion of Trustees entitled to call a meeting, a special meeting may be called by Trustees having one-twentieth of the votes entitled to be cast at the meeting.
4. Except as otherwise restricted by the Articles of Incorporation or the Bylaws, Trustees and any committee of members of the corporation may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.

**APPENDIX B – RCW 24.03.085**

**Voting**

1. The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the Articles of Incorporation or the Bylaws. Unless limited, enlarged, or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of members.
2. A member may vote in person or, if authorized by the Articles of Incorporation or the Bylaws, may vote by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. No proxy shall be valid eleven months from the date of its execution, unless otherwise provided in the proxy.
3. If specifically permitted by the Articles of Incorporation or Bylaws, whenever proposals or directors or officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. If the Bylaws provide, an election may be conducted by electronic transmission if the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.
4. The Articles of Incorporation or the Bylaws may provide that in all elections for directors every member entitled to vote shall have the right to cumulate his [or her] vote and to give one candidate a number of votes equal to his [or her] vote multiplied by the number of directors to be elected, or by distributing such votes on the same principle among any number of such candidates.

[2004 c 265 § 11; 1969 ex.s. c 115 § 2; 1967 c 235 § 18.]

## **Annex 2. Articles of Incorporation**

We, the undersigned, being all the Incorporators, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the state of Washington, entitled "An Act Providing a General Corporation Law" and the acts amendatory thereof and supplemental thereto, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true.

### **1. Name**

The name or title by which this corporation shall be known is: "THE WASHINGTON SOCIETY OF PROFESSIONAL ENGINEERS EDUCATIONAL FOUNDATION".

### **2. Term**

The term for which said corporation is organized shall be perpetual. The Board of Trustees shall have the right and power to dissolve the corporation when, in its judgment, such dissolution is necessary and proper, but only upon the vote of two-thirds (2/3) of all members of said Board. Upon dissolution, the assets, funds and property of the corporation shall be assigned and conveyed to the Washington Society of Professional Engineers, or, if the Washington Society of Professional Engineers is not in existence at that time, to the Engineers Council for Professional Development, or if the Engineers Council for Professional Development is not in existence at that time, to one or more other than for profit educational organizations exempt from Federal-income tax as an organization described in Section -.501(c) (3) of the Internal Revenue Code of 1954 or comparable provision of law as shall be designated by the Board of Trustees.

### **3. Objectives/Purposes**

The objects and purposes for which said corporation is to be formed, which are to be exclusively educational and charitable within the meaning of the Internal Revenue Code of 1954 and laws of the State of Washington, are as follows:

1. To develop the capability of individuals through education as engineers for eventual service as engineers to the United States and industry by providing scholarships at the undergraduate level for outstanding graduates of public, private and parochial high or preparatory schools throughout Washington State who plan to enroll in and continue the study of engineering at an accredited college or university in the United States and who meet such qualifications as the Board of Trustees may prescribe and who are recipients of such scholarships by the Board of Trustees.
2. To develop the capabilities of individuals through education as engineers for eventual service as engineers to the United States and industry by providing scholarships at the undergraduate level for outstanding undergraduate engineering students who are enrolled in and pursuing the study of engineering at an accredited college or university in the United States and who meet such qualifications as the Board of Trustees may prescribe and who are selected as recipients of such scholarships by the Board of Trustees.

## Washington Society of Professional Engineers Educational Foundation

3. To improve and further develop the capabilities of individuals pursuing graduate study in the field of engineering at an accredited college or university in the United States for eventual service to the United States and industry as engineers by providing fellowships to such individuals who meet the qualifications prescribed by the Board of Trustees and who are selected as recipients of such fellowships by the Board of Trustees.
4. To encourage individuals to pursue the profession of teaching engineering courses in accredited colleges and universities in the United States by providing funds for such professors who meet the qualifications prescribed by the Board of Trustees and who are selected as recipients of such funds by the Board of Trustees to carry on scientific research and study in the field of engineering.
5. To aid and assist public, private and parochial high and preparatory schools, accredited colleges and universities in the United States in promoting in their student bodies an interest in engineering as a field of study.
6. To improve and further develop the capabilities of individual professional engineers for service to the United States and industry by providing grants to aid such individuals who meet the qualifications prescribed by the Board of Trustees and who are selected as recipients of such grants by the Board of Trustees in their continuing education in the field of engineering.
7. To sponsor educational seminars, conferences, forums and clinics with government and industrial engineering specialists and executives and engineering administrators and educators on methods and procedures for improving the caliber of engineers in Washington State.
8. To acquire, preserve and make available for use to interested individuals, institutions, governmental agencies and industrial concerns, books, reports, studies, memoranda, manuscripts, theses, research papers and any other material which has been prepared as a result of carrying out any of the foregoing purposes.
9. To produce and make available for use to interested individuals, institutions, governmental agencies and industrial concerns, educational films in the field of engineering which may be maintained in a film library established by the Board of Trustees.
10. To aid and assist libraries of the engineering departments of accredited colleges and universities in obtaining educational material relating to various aspects of the subject of engineering.

#### **4. Assets**

1. The corporation may acquire real or personal property by bequest, devise, gift, grant or otherwise, and use the same as well as the income therefrom to attain its objects and purposes, provided, however, that no bequest, devise, gift or grant shall be accepted on condition, express or implied, (a) that any particular person or persons be the recipient or recipients of any funds expended in accordance with the above objects and purposes, or (b) that any research or educational program shall be designed directly or indirectly to favor any particular side of a subject; and further provided that none of the

## Washington Society of Professional Engineers Educational Foundation

funds or property and no part of the net income of the corporation shall inure to the benefit of any corporation or person except as compensation for services actually rendered, and that the corporation shall not engage nor shall any of its funds, property or income be used in carrying on propaganda, attempting to influence legislation or participating or intervening in any political campaign or furthering any political party or candidate for political office, including the publication or distribution of statements, literature, documents or advertising.

2. In addition to the foregoing, the corporation shall have the power to have and use a common seal, to amend its charter, to make by-laws, to elect officers, trustees and agents, and to take, receive, hold and convey real and personal property necessary for the purpose of the corporation and to do and perform all and every other thing incidental to the purposes for which the corporation is organized and as authorized by law.

3. None of the foregoing powers or anything contained elsewhere in this Certificate of Incorporation shall be construed as authorizing the corporation to carry on a business for profit or to engage in any other activities inconsistent with the concept of an educational or charitable corporation or foundation within the meaning of the applicable provisions of the Internal Revenue Code of 1954 (26 U.S.C. 501 (c) (3) and the laws of the State of Washington.

### **5. Management**

1. The business and affairs of the corporation shall be managed by its Board of Trustees, who are empowered to approve or disapprove prospective gifts or grants to the corporation and the particular projects or programs to be undertaken. The Board of Trustees shall elect such officers and appoint such agents of the corporation as they consider necessary for the proper management of its activities.

2. The number of members of the Board of Trustees of the corporation for the first year of its existence shall be not less than five (5) to be elected by the incorporators. The Board of Trustees shall at all times consist of at least five (5) but not more than twenty (20) members who shall be elected in accordance with the By-Laws of the corporation.

3. In furtherance of the purposes of the corporation, the Board of Trustees are expressly authorized and empowered to make and alter the By-Laws of the corporation and to execute or to authorize the execution by officers of the corporation of necessary contracts, agreements and other documents.

### **6. Stock**

As the corporation is not organized for profit, it shall have no capital stock. The conditions of membership in the corporation shall be stated in the By-Laws. The private property of the members shall not be subject to the payment of the debts of the corporation.

### **7. Office**

The principal office of the corporation in the State of Washington shall be located at 7716 South Sunnycrest Road, in the city of Seattle, County of King, and its resident



Washington Society of Professional Engineers Educational Foundation

agent in charge thereof shall be Mrs. Thelma Guettel, or at the office of the succeeding Washington Society of Professional Engineers Executive Secretary.

**8. Incorporators**

The name and place of residence of each of the incorporators are as follows:

NAME	RESIDENCE
KENNETH L. McGOWAN, P.E.	1403 143rd Ave. N.E. Bellevue, WA 98007
HOWARD C. PETTIBONE, P.E.	W. 1004 26th Avenue Spokane, WA 99203
V. ALAN WERNER, P.E.	14238 143rd Ave. S.E. Renton, WA 98055
THEODORE O. WRIGHT, P.E.	9901 N.E. 4th St., #21 Bellevue, WA 98004

**9. Amendments**

This Certificate of Incorporation may be added to, amended, or repealed, in whole or in part, by the affirmative vote of a majority of the Trustees present at a meeting called for such purpose, provided, however, that the purposes of the corporation shall always remain educational and charitable within the meaning of the Internal Revenue Code of 1954, as amended, or of any statutes of the State of Washington, and provided further, that notice of the proposed addition, amendment or repeal, as required by law or by the By Laws, shall have been given to each Trustee.

**Annex 3. Internal Revenue Service Information**

**Internal Revenue Service**

District  
Director

WASHINGTON SOCIETY OF PROFESSIONAL  
ENGINEERS EDUCATIONAL FOUNDATION  
12828 NORTHUP WAY  
BELLEVUE, WA 98005-1932

**Department of the Treasury**

300 N. Los Angeles Street, MS 7043  
Los Angeles, CA 90012

Person to Contact:  
L BARRAGAN  
Telephone Number:  
(213) 894-2336  
Refer Reply to:  
EO(0219)98  
Date:

FEBRUARY 20, 1998

EIN: 91-1185123

Dear Taxpayer:

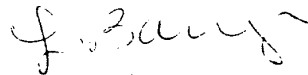
This letter is in response to your request for a copy of the determination letter for the above named organization.

Our records indicate that this organization was recognized to be exempt from Federal income tax in MAY 1982 as described in Internal Revenue Code Section 501(c)(3). It is further classified as an organization that is not a private foundation as defined in Section 509(a) of Code, because it is an organization described in Section 509(a)(2).

The exempt status for the determination letter issued MAY 1982 continues to be in effect.

If you need further assistance, please contact our office at the above address or telephone number.

Sincerely,



Disclosure Assistant

**Figure 1 Photocopy of IRS Letter**

## **Annex 4. Resolutions**

### **1. Selection of Board of Trustees**

Trustees that are being nominated for a second term should show that they have been active participants in the first term.

### **2. Financial Resolution (June 2006)**

A motion is made to change the authorized Washington Society of Professional Engineers Educational Foundation personnel for the Fidelity Investment Accounts.

A motion is made identifying Directors to be Authorized Account Managers of the Fidelity Investment Accounts.

A motion is made to have the President appoint one additional Director to sign the check writing signature card for the Fidelity Investment Account.

The above motions are embraced by the following resolution in which the changes in personnel working on behalf of the Foundation are identified and the substance of the resolution remains otherwise the same as the Resolution of May 5, 2005.

Resolved:

First: that the personnel authorized to work on behalf of the Washington Society of Professional Engineers Educational Foundation (hereafter referred to as the Foundation) with the Fidelity Investment Accounts (hereafter referred to as Fidelity) are to be changed from: William Breneman and John Carlson to:

Harold E. Williamson, President; Franklin Duane Duff, Treasurer, and Ray A. Briggs, Board Member.

Each is hereby authorized and empowered, for and on behalf of the Foundation, to maintain and act on a Fidelity Investment Account (inclusive of Fidelity Brokerage Services LLC and its affiliate National Financial Services LLC –(hereafter termed “Brokers”)) for the purpose of purchasing, investing in, or otherwise acquiring, selling, (excluding short sales), possessing, transferring, exchanging, or otherwise disposing of, or turning to account of, or realizing upon, and generally dealing in and with any and all forms of securities including, but by no way of limitation, shares, stocks, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, certificates of deposits, mortgages, evidences of indebtedness, commercial paper, certificates of indebtedness and certificates of interest of any and every kind and nature whatsoever, secured or unsecured, whether represented by trust, participating and/or other certificates or otherwise.

The fullest authority at all times with respect to any such commitment or with respect to any transaction deemed by any of said officers and/or agents to be proper in connection therewith is hereby conferred, including authority (without limiting the generality of the

## Washington Society of Professional Engineers Educational Foundation

foregoing) to give instructions (whether oral, written, electronic, or otherwise) to the Brokers with respect to said transactions; to bind and obligate the Foundation to and for carrying out any contract, arrangement, or transaction, which shall be entered into by any such officer and/or agent for and on behalf of the Foundation with or through the Brokers; to order the transfer or delivery of securities to any other person whatsoever, and/or to order the transfer or record of any securities to any name selected by any of the said officers or agents; to affix the corporate seal to any documents or agreements, or otherwise; to endorse any securities; to sign for the Foundation all releases, powers of attorney, and/or other documents in connection with any terms or conditions to control any such account; to direct the Brokers to surrender any securities to the proper agent or party for the purpose of effecting any exchange or conversion, or for the purpose of deposit with any protective or similar committee, or otherwise; to accept delivery of any securities; to appoint any other person or persons to do any and all things which any of the said officers and/or agents is hereby empowered to do, and generally to do and take all action necessary in connection with the account or considered desirable by such officer and/or agent with respect thereto.

Second: That either Broker may deal with any and all of the persons directly or indirectly by the forgoing resolution empowered as though they were dealing with the Foundation directly.

Third: That the Secretary of the Foundation be and is hereby authorized, empowered and directly to certify under seal of the Corporation, or otherwise, to the Brokers:

a true copy of these resolutions;

specimen signatures of each and every person by these resolutions empowered;

a certificate that the Foundation is duly organized and existing, that its charter empowers it to transact the business by these resolutions defined, and that no limitation has been imposed upon such powers by the By-laws or otherwise.

Fourth: That the Brokers may rely upon any certification given in accordance with these resolutions, as continuing fully effective unless and until the Brokers shall receive due written notice of a change in or rescission of the authority so evidenced and the dispatch or receipt of any other form of notice shall not constitute a waiver of this provision, nor shall the fact that any person hereby empowered ceases to be an officer of the Foundation or becomes an officer under some other title, in any way affects the powers hereby conferred. The failure to supply any specimen signature shall not invalidate any transaction if the transaction is in accordance with the authority actually granted.

Fifth: That in the event of any change in the office or powers of persons hereby empowered, the Secretary shall certify such changes to the Brokers in writing in manner herein above provided, which notification, when received, shall be adequate both to terminate the powers of the persons theretofore authorized, and to empower the persons thereby substituted.

Washington Society of Professional Engineers Educational Foundation

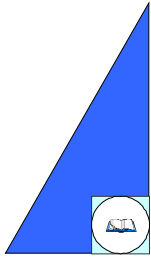
Sixth: That the foregoing resolutions and the certificates actually furnished to the Brokers by the Secretary of the Foundation pursuant thereto, be and hereby are made irrevocable until written notice of revocation thereof shall have been received by the Brokers.

R. B. Macduff,

Secretary

Washington Society of Professional Engineers Educational Foundation

**Annex 5. Sample Letters**



***Washington Society of Professional Engineers***  
***EDUCATIONAL FOUNDATION***

*4800 NW Francis Drive*  
*Silverdale, WA 98383*

*(360)-692-7235*

Date:

Dear Sir:

This is an introduction to the Washington Society of Professional Engineers (WSPE) Educational Foundation that was organized in 1982. This is a non-profit organization created to serve the youth of Washington State by providing new avenues within the state for post-secondary education. The WSPE Educational Foundation is an independent corporation and has a tax-exempt status per IRS 501 (c) (3).

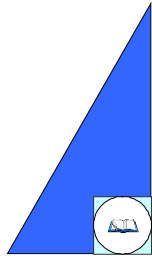
We are organized to provide scholarships to deserving students wishing to obtain a degree in engineering. We have organized an Educational Foundation Honor Roll for those individuals wishing to contribute \$250 or more for an engineering scholarship. We have four donor memberships: Fellow, Sustaining, Supporting, and Honorary. These donor memberships are for those who contribute \$2,000, \$1,000, \$500, or \$250 respectively. All contributors of \$250 or more will be listed annually on the Foundation web site.

The Company or Corporate Honor Roll will list all companies or corporations that contribute \$5,000 or more, and a suitably inscribed plaque will be presented for placement in the company office.

We would like the opportunity to discuss the goals and capabilities of the Foundation with you in the near future. Allow us the opportunity to meet with you at a mutually convenient time to present our Foundation in detail.

Professionally yours,

President, WSPE  
Educational Foundation



**Washington Society of Professional Engineers  
EDUCATIONAL FOUNDATION**

4800 NW Francis Drive  
Silverdale, WA 98383

(360)-692-7235

Date

To: WSPE Chapter Presidents

From: Secretary WSPE Educational Foundation

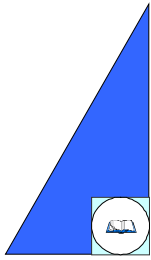
Subject: MathCounts and Scholarship Funds

This memo provides WSPE Chapter Presidents with a status report of the funds that the Chapter may have on deposit with the WSPE Educational Foundation for MATHCOUNTS, FIRST Robotics, Bridge Building, and Scholarships.

The WSPE Educational Foundation Treasurer provided the following information regarding the various funds:

<b><u>Account</u></b>	<b><u>Account Name</u></b>	<b><u>Amount</u></b>
<b>Scholarship Fund Balances</b>		
West Puget Sound Chapter	SFCWPS	\$0.00
Lake Washington Chapter	SFCLW	\$0.00
North Puget Sound Chapter	SFCNPS	\$0.00
Olympia Chapter	SFCOLY	\$0.00
Seattle Chapter	SFCSEA	\$3,750.00
Mount Rainier Chapter	SFCMR	\$2,275.00
South West Chapter	SFCSW	\$0.00
Tri-Cities Chapter	SFCTRC	\$712.00
Wenatchee Chapter	SFCWEN	\$0.00
<b>MATHCOUNTS Fund Balances</b>		
West Puget Sound Chapter	MFCWPS	\$703.60
Lake Washington Chapter	MFCLW	\$502.50
North Puget Sound Chapter	MFCNPS	\$160.00
Olympia Chapter	MFCOLY	\$670.00
Seattle Chapter	MFCSEA	\$737.50
Mount Rainier Chapter	MFCMR	\$98.26
South West Chapter	MFCSW	\$123.10
Tri-Cities Chapter	MFCTRC	\$1,512.50
Wenatchee Chapter	MFCWEN	\$1,177.50

**Annex 6. Donation Acknowledgement**



***Washington Society of Professional Engineers***  
***EDUCATIONAL FOUNDATION***

*4800 NW Francis Drive*  
*Silverdale, WA 98383*

*(360)-692-7235*

Date

Mr

Dear Mr.

On behalf of the Washington Society of Professional Engineers Educational Foundation I would like to thank you for your generous gift of \$        It is our understanding that you wish to have \$        deposited into the Scholarship Endowment Fund to generate income to be used for scholarships.

The WSPE Educational Foundation is tax exempt under section 501(c)(3) of the IRS code. Our taxpayer identification number is 91-1185123.

Again, thank you on behalf of the WSPE Educational Foundation.

The donation received was designated for use for scholarships. The donor received no goods or services of material value in exchange for this donation.

---

Secretary

WSPE Education Foundation



