

By-Laws
Of
Central Washington Catholic Foundation

ARTICLE I.

OFFICES

Section 1. **Place.** The principal office of Central Washington Catholic Foundation shall be located in Yakima, Yakima County, Washington.

ARTICLE II.

NOT FOR PROFIT FOUNDATION

Section 1. **Not for Profit Organization.** Central Washington Catholic Foundation is not for profit. The Foundation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the Foundation shall be distributed to, or inure to the benefit of, any individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation for furtherance of the proposes set for therein.

The purposes for which the Foundation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 © (3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The purposes for which the Foundation is organized are:

- To provide enduring support for Catholic education and ministries of Central Washington

- No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 2. **Distribution of Assets upon Dissolution.** In the event of dissolution, the residual assets of the organizing will be turned over to the Corporation of the Catholic Bishop of Yakima as an exempt organization described in Section 501 © (3) and 170 (2) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code, or to the federal, state, or local government exclusively for public purposes.

Section 3. **Central Washington Catholic Foundation Compliance.** The Foundation at all times shall act in a manner consistent with the policies and directives adopted by the majority vote of the Board of Trustees of Central Washington Catholic Foundation.

ARTICLE III.

MEMBERS OF THE BOARD OF TRUSTEES

Section 1. **General Powers and Responsibilities.** The business, property and affairs of the Foundation shall be managed and controlled by the Board of Trustees. The Board of Trustees shall be responsible for the policy, program, financing and general management of the Foundation in a manner consistent with these By-laws, the Articles of Incorporation and other applicable law. The Board of Trustees shall make appropriate delegations of authority to the officers, and, to the extent permitted by law, by appropriate resolution, the Board may designate such committees and committee members as deemed advisable to assist with the affairs of the Foundation.

Section 2. **Eligibility and Qualifications.** Individuals nominated to the Board must be from among the Catholic Laity who are members of the Diocese of Yakima and must be approved by the Roman Catholic Bishop of the Diocese of Yakima. The individuals elected to the Board of Trustees shall be selected on the basis of their ability to participate effectively in fulfilling the responsibilities and affairs of the Foundation. All voting Trustees shall serve without compensation and are expected to attend in person all regular and special meetings of the Board of Trustees. Proxy votes will not be permitted for any Trustee.

Section 3. **Number of Trustees and Advisors.** The number of Trustees shall consist of no less than nine (9) individuals nor more than twenty-five (25). The Roman Catholic Bishop of the Diocese of Yakima or his designated representative shall be a member ex-officio with no vote. There shall be at least one, but not more than three Trustees, who are Roman Catholic priest(s) engaged in ministry in the Diocese of Yakima. The Board of Trustees may appoint up to two (2) Advisors who are not current members of the Board of Trustees to any committee except the Executive and Nominating Committee.

Section 4. **Appointment, Removal, and Vacancies.** The Board of Trustees shall appoint all Trustees of the Foundation and have full authority to remove any Trustee or Advisor except the ex-officio Trustee of the Foundation.

Section 5. **Term of Office.** Each voting member of the Board of Trustees shall be appointed to serve a rotating term of three (3) years, or until his or her successor is duly elected and qualified or unless otherwise terminated by the Board. No Trustee may serve for more than three (3) successive terms; however, a voting member may serve one additional term, not to exceed three years, if authorized and approved by a majority vote of the Board of Trustees.

Each Advisor shall be appointed by the Board of Trustees to serve a term of up to two years. Advisors may be appointed to successive terms. Advisors shall serve at the pleasure of the Board of Trustees.

Section 6. **Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the Trustees entitled to vote with respect to the subject matter.

Section 7. **Meeting, Quorum, and Voting.** The Board of Trustees shall meet no less than three (3) times per year, which may include the annual meeting and/or Board Retreat. The meeting shall be at such a location as determined by the President of the Board and may be held at a location other than the registered office of the Corporation. At all meetings of the Board of Trustees, a majority of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meetings at which there is a quorum shall be the act of the Board of Trustees. If there shall fail to be a quorum at any regular or special meeting, those present in person shall have the power to adjourn the meeting to another time(s) until a quorum shall be present. A Trustee may submit their vote in person, by mail, or by electronic transmission.

Section 8. **Attendance.** Each Trustee shall be required to attend at least two-thirds of all meeting per year of the Board of Trustees and any Trustee who fails to meet this requirement, unless excused by the majority of Trustees, may be recommended for removal. If two consecutive meetings are missed and are unexcused, termination may be recommended to the Board.

Section 9. **Expenses.** Trustees will not be compensated for services rendered in their capacity as a volunteer. However, Trustees may be reimbursed for reasonable expenses incurred by them during the performance of their duties in accordance with a policy established by the Board.

Section 10. **Notices and Waiver of Notice.** Whenever, under the provisions of statute, By-laws or Charter, notice is required to be given, it may be given in writing, by mail, telegram, mailgram, email, or fax transmission to such Trustee at his or her address as it appears on the records of the Foundation, and such notice shall be deemed to be given at the time the same shall be deposited in the United States mail, or with the telegraph office of fax transmitter. A written waiver of notice, signed by the person or persons entitled to such notice whether made at the time of, before or after the meeting, shall be deemed equivalent to the giving of proper notice.

Section 11. **Fiduciary Responsibility: Acting in Good Faith.** Each member of the Board of Trustees shall serve in a fiduciary capacity, and shall not do anything to disqualify any gift from deduction as a charitable contribution, gift or bequest, for tax purposes, and not to disqualify the Foundation from Federal Income tax exemption as a qualified charitable organization. Neither the board of Trustees nor its members individually shall be liable for any act, neglect or default of any employee, agent or representative selected with reasonable care, or for anything they may do or refrain from doing in good faith, including the following if done in good faith: errors in judgement, acts done or committed on advice of counsel, or mistakes of fact or law.

Section 12. **Change of Exempt Status.** If this Foundation is to lose its tax-exempt status for whatever reason, it shall dissolve according to the applicable provisions of the Articles of Incorporations and By-laws.

Section 13. **Power to Require Bond.** The Board of Trustees may require any officer or agent to file with the Foundation a satisfactory bond conditioned by the faithful performance of said officers' or agents' duties. The Foundation shall pay the cost of the bond.

ARTICLE IV.

OFFICERS

Section 1. **Number.** The officers of the Foundation shall be a President, Vice-President, Secretary, and Treasurer. The Board of Trustees may also choose one or more assistant officers to each position.

Section 2. **Election or Appointment of Officers.** The Board of Trustees, at its annual meeting, shall elect the President, Vice-President, Secretary and Treasurer who may be, at the discretion of the Board, the Executive Director. All voting officers shall serve without compensation. The

Executive Director shall be appointed by the Board and serve at the discretion of the Board as a non-voting member.

Section 3. **Other Officers and Agents.** The Board of Trustees may appoint such other officers and agents as it shall deem necessary or appropriate, who shall hold office for such terms and exercise such powers and perform such duties as may be determined from time to time by the Board of Trustees.

Section 4. **Term of Office, Removal or Vacancy.** The officers of the Foundation shall hold office on an annual basis (July 1 to June 30) or until such time as their successors are chosen and qualified. The Board of Trustees by a majority vote of Trustees present at any regular or special called meeting may fill any vacancy occurring in an office elected by the Board or remove and replace any office elected by the Board of Trustees.

Section 5. **President.** The President shall preside at all meetings of the Board of Trustees, shall have general oversight of the business of the Foundation, and shall be a member ex-officio, with right to vote on all committees. The President shall be a voting member of the Board of Trustees of the Foundation.

Section 6. **Vice-President.** The Vice-President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe. The Vice-President shall be a voting member of the Board of Trustees of the Foundation.

Section 7. **Secretary.** The Secretary shall attend all meetings of the Board of Trustees and shall assure that a record of all proceedings of the Board of Trustees is maintained, and shall sign the official minutes of the Board meetings upon approval by the Board of Trustees. The Secretary shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe. The secretary shall be a voting member of the Board of Trustees of the Foundation.

Section 8. **Treasurer.** The Treasurer of the Foundation shall make a report of the financial condition of the Foundation at each regular meeting of the Board of Trustees. The Treasurer, if other than the Executive Director, shall be a voting member of the Board of Trustees of the Foundation.

ARTICLE V.

COMMITTEES

Section 1. **Executive Committee.** The Executive Committee of the Foundation shall consist of the President, immediate past President, Vice-President, Secretary, Treasurer and a Trustee

selected At-large. In the event that the immediate past President is unable or unwilling to serve on the Executive Committee, the committee shall appoint, if possible, another past President in his or her place. If no past President can be found, a second At-large Trustee may be appointed. The Executive Committee shall have and exercise all of the authority of the board of Trustees in the management of the Foundation, except as otherwise fixed by the By-laws or law. A majority of the members of the Executive Committee at any meeting shall constitute a quorum. The board of Trustees shall fill committee membership vacancies at a regular or special meeting. The Executive Committee shall keep full records and accounts of its proceedings and transactions, all actions by the Executive Committee shall be reported to the Board of Trustees at its next succeeding meeting, and all actions by the Executive Committee shall be subject to the control, revision, alteration and/or ratification by the Board of Trustees. Without limiting the generality of the foregoing, the functions of the Executive Committee include the following:

- Serve as a steering group to establish the duties of other Foundation committees and monitor compliance with the Articles and By-laws.
- Assist with the organization and development of other Foundation committees.
- Oversee the implementation of plans for Foundation activities.
- Provide guidance and direction to the Executive Director in carrying out the works of the Foundation including without limitation issues relating to personnel functions.

Section 2. **Nominating Committee**. The President of the Board of Trustees shall annually select a Nominating Committee comprised of a minimum of four (4) members of which at least three (3) members of the Board shall be from different parishes. The Nominating Committee shall make recommendations to the Board of Trustees for the appointment of new Board members and present a slate of officers to the Board and such other nominating duties as the Board of Trustees deems necessary.

Section 3. **Finance Committee**. The President of the Board of Trustees shall annually select a Finance Committee of a minimum of four (4) members of which at least three (3) members shall be from different parishes. The Finance Committee shall advise the Board regarding all investment matters, gifts, endowments and other financial issues including fiduciary responsibility and tax liability that come or may come before the Board.

Section 4. **Board Development**. The Board Development Committee shall consist of a minimum of three (3) members of which at least three (3) members shall be from different parishes. The Board Development Committee shall advise the Board as to all matters regarding board representation, recruitment, orientation, and training that may come before the board.

Section 5. **Development Committee.** The Development Committee shall consist of a minimum of three (3) members of which at least three (3) members shall be from different parishes. The Development Committee shall advise the Board as to all matters regarding fundraising, marketing and planned giving that may come before the Board.

Section 6. **Celebration of Faith Advancement.** The Celebration of Faith Advancement Committee shall consist of a minimum of three (3) members of which at least three (3) members shall be from different parishes. The Celebration of Faith Advancement Committee shall advise the Board regarding all matters regarding fundraising and acquiring partners and table sponsors for the annual Celebration of Faith event.

Section 7. **Celebration of Faith Planning.** The Celebration of Faith Planning Committee shall consist of a minimum of three (3) members of which at least three (3) members shall be from different parishes. The Celebration of Faith Planning Committee shall advise the Board regarding all matters pertaining to decorating, marketing, and programing for the annual Celebration of Faith event.

Section 8. **Grants and Awards Committee.** The Grants and Awards Committee shall consist of a minimum of three (3) members of which at least three (3) members shall be from different parishes. The Grants and Awards Committee shall advise the Board regarding all funding and award applications and decisions that may come before the Board.

Section 9. **Other Committees.** The Board of Trustees may designate such other committees (Ad Hoc Committees) and committee members as deemed advisable to assist with the affairs of the Foundation. Each committee may exercise the Board’s authority vested in it, subject to the limitations requiring Board of Trustees approval. The President of the Board of Trustees, subject to Board approval, shall appoint the Chairman of each committee from the committee membership.

Section 10. **Members and Voting.** Except for the Executive and Nominating Committees, members shall be both Trustees from the Board of Trustees and appointed Advisors. Each committee member shall be entitled to one vote.

ARTICLE VI.

FUND MANAGEMENT

Section 1. **Responsibility of the Executive Director.** The Executive Director shall be the chief administrator of the Foundation and is responsible to the Board of Trustees.

Section 2. **Investment.** All investments must be in accordance with and comply with the Socially Responsible Investment Guidelines adopted by the United States Conference of Catholic Bishops.

Section 3. **Financial Reports.**

3.1 .An independent accountant, appointed by the Board of Trustees, shall prepare at least annually for the Foundation, consolidated financial statements. Statement shall include combined capital assets, liabilities and fund balances, as well as a statement of income, expenses and distributions. The accountant shall prepare such other additional reports of information as necessary for returns or reports required by state or federal government to be filed by the Foundation and other reports or information requested by the Board of Trustees. The accountant's charges and expenses shall be deemed proper expenses.

3.2. The Board of Trustees shall at least annually distribute a written report of its financial condition, activities, and distributions to interested persons or organizations participating with or related to the Foundation's activities.

3.3. Administrative Costs. The administrative costs of the Foundation may be offset by a fee not to exceed one percent (1%) of the average corpus of all endowment funds held by the Foundation in a twelve (12) month period as determined by the Board of Trustees. For purposes hereof, fees incurred by professional investment managers, and charged against or deducted from earnings on funds under such management shall be approved by the Board of Trustees annually and shall be excluded by the foregoing formula.

ARTICLE VII.

INDEMNIFICATION

Section 1. **Indemnification.** The Foundation, to the fullest extent permissible under applicable law, shall indemnify and hold harmless Trustees, officers and employees acting in official capacity in behalf of the Foundation against personal liability, and may advance, pay for, or reimburse the reasonable expenses incurred in the defense of any proceeding to which such individual(s) may be named. The right of indemnification shall not be deemed exclusive of any other right to which said person(s) otherwise may be entitled. This indemnification shall extend to cover persons whether or not they continue to hold a position with the Foundation at the time such expenses and costs may be incurred. **ARTICLE VIII.**

GIFTS TO THE FOUNDATION

The Foundation shall promulgate gift and endowment policies which shall cover the type of gifts the Board may accept and the creation of policies and procedures relating to such gifts, the creation and maintenance of endowments and the Board's fiduciary responsibility to benefactors.

ARTICLE IX.

GENERAL PROVISIONS

Section 1. **Loans to Directors and Officers Prohibited**. This Foundation shall not make, directly or indirectly, or guarantee any loan of money or property to any Trustee or officer of the Foundation.

Section 2. **Conflicts of Interest**. Any transaction of the Foundation in which a Trustee or officer has personal or adverse interest shall be governed by applicable law and as set forth in the Foundation's Conflict of Interest Policy. Should any Trustee or officer become involved in any activity or have an interest in any matter that might be considered a conflict of interest, such individual shall bring the matter to the attention of the Board for its review and shall abstain from any vote pertaining to the matter.

Section 3. **Revocability of Authorizations**. No authorization, assignment, referral or delegation of authority by the Board of Trustees to any committee, officer, agent or other representative of the Foundation, including employed staff or other organization shall preclude the Board of Trustees from exercising any authority required by the Board to meet its responsibility for the proper conduct of the Foundation. The Board of Trustees shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion as it may deem appropriate.

Section 4. **Check Signatures**. All checks or demand for money and notes of the Foundation shall be signed by such officer or officers or such person or persons as the Board of Trustees from time to time may designate.

Section 5. **Fiscal Year**. The fiscal year end of the Foundation shall be June 30, unless otherwise determined by resolution of the Board of Trustees.

Section 6. **Corporate Seal**. The Foundation shall not have a corporate seal and the lack of seal on any document shall not affect the validity of enforcement thereof.

ARTICLE X.

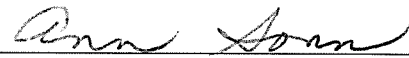
AMENDMENTS

Section 1. **How Amended**. The members of the Board may amend these By-laws by a minimum of three-quarters (3/4) majority of the total number of Trustees on the Board, including those not in attendance. Any proposed changes to the By-laws must be submitted to the Trustees at least 30 days in advance of any regular and/or special meeting.

BOARD APPROVED

These By-laws were passed by the Board of Trustees of *Central Washington Catholic Foundation* with a Special Board Vote on June 10, 2017, as witnessed by the affixed signatures.

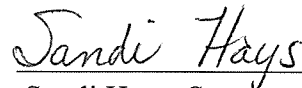
I hereby authorize the promulgation of the By-laws that were approved this day by the *Central Washington Catholic Foundation* Board of Trustees.



Ann Sonn, President

CERTIFICATION

I further certify that the volunteer named above duly serves as President of the Board of Trustees of this Corporation and the By-laws now stand in full force.



Sandi Hays, Secretary