

1 **WASHINGTON SCHOOL PRINCIPALS' EDUCATION FOUNDATION**

2
3 **ARTICLES OF INCORPORATION**

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7 ARTICLE I: NAME

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

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10 ARTICLE II: DURATION

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

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14 ARTICLE III: PURPOSES

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

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

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

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41 ARTICLE IV: REGISTERED OFFICE AND AGENT

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

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46 ARTICLE V: BOARD OF DIRECTORS (AND TRUSTEES)

47 The Board of Directors (and Trustees) shall consist of eleven members. They shall include:

- 48
49 A. Executive Director of the Association of Washington School Principals;
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51 B. President of the Association of Washington School Principals;
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53 C. The Budget Chair of the Association of Washington School Principals;
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56 ARTICLE V: BOARD OF DIRECTORS (AND TRUSTEES) (cont'd)

- 57
58 D. An AWSP Past President or Past President of one of the component boards;
59
60 E. President of the Elementary Schools Principals' Association of Washington;
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62 F. President of the Association of Washington Middle Level Principals;
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64 G. President of the Washington Association of Secondary School Principals;
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66 H. Three-year representatives from each component board to the Association of Washington
67 School Principals; and
68
69 I. A person with no direct affiliation to the Association of Washington School Principals.
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71 ARTICLE VI: DIRECTOR (AND TRUSTEE) ELECTIONS

72 The AWSP Executive Director shall serve by virtue of the salaried position for the duration of
73 employment in said position.
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75 The AWSP President shall serve by virtue of the elected position for one year to coincide with his/her
76 term of office.
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78 The AWSP Budget Chair shall serve by virtue of the elected position for three years to coincide with
79 his/her term of office.
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81 An AWSP Past President shall serve for one year to coincide with his/her appointment by the AWSP
82 Executive Board at the AWSP annual conference and terminating at the subsequent annual
83 conference. From a list of "non-immediate" AWSP past presidents, a past president will be chosen by
84 the AWSP Executive Committee to serve on the Foundation Board. Should there be no "non-
85 immediate" AWSP past president, the AWSP immediate past president may serve in this role.
86

87 The ESPAW President shall serve by virtue of the elected position for one year coinciding with the May
88 board meeting and terminating at the May meeting of the subsequent year.
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90 The AWMLP President shall serve by virtue of the elected position for one year coinciding with his/her
91 term of office commencing on July 1 and terminating on June 30 of the subsequent year.
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93 The WASSP President shall serve by virtue of the elected position for one year coinciding with his/her
94 term of office commencing on July 1 and terminating on June 30 of the subsequent year.
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96 Three-year representatives from each component board to the AWSP Board shall serve by virtue of the
97 elected position for three years to coincide with his/her term of office.
98

99 A person with no direct affiliation to AWSP shall serve for two years with his/her appointment by the
100 AWSP Executive Board at the AWSP annual conference and terminating at the conference at the end
101 of the term.
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103 Changes in the manner of election, the term of office and the number of Directors (and Trustees) shall
104 be made only by amendment to these Articles of Incorporation.
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107 ARTICLE VII: GENERAL POWERS

108 The corporation shall possess all those general powers granted to nonprofit corporations under RCW
109 24.03.035:

- 110
- 111 A. To have perpetual succession by its corporate name unless a limited period of duration is stated
112 in its articles of incorporation.
- 113
- 114 B. To sue and be sued, complain and defend, in its corporate name.
- 115
- 116 C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing
117 it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- 118
- 119 D. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own,
120 hold, improve, use and otherwise deal in and with real or personal property, or any interest
121 therein, wherever situated.
- 122
- 123 E. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or
124 any part of its property and assets.
- 125
- 126 F. To lend money to its employees other than its officers and directors.
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- 128 G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ,
129 sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with,
130 shares or other interests in, or obligations of, other domestic or foreign corporations, whether
131 for profit or not for profit associations, partnerships, or individuals or direct or indirect
132 obligations of the United States, or of any other government, state, territory, governmental
133 district or municipality or of any instrumentality thereof.
- 134
- 135 H. To make contracts and incur liabilities, borrow money at such rates of interest as the
136 corporation may determine, issue its notes, bonds and other obligations, and secure any of its
137 obligations by mortgage or pledge of all or any of its property, franchises and income.
- 138
- 139 I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real
140 and personal property as security for the payment of funds so loaned or invested.
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- 142 J. To conduct its affairs, carry on its operations, and have offices and exercise the powers
143 granted by this chapter in any state, territory, district, or possession of the United States, or in
144 any foreign country.
- 145
- 146 K. To elect or appoint officers and agents of the corporation, and define their duties and fix their
147 compensation.
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- 149 L. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of
150 this state, for the administration and regulation of the affairs of the corporation.
- 151
- 152 M. Unless otherwise provided in the articles of incorporation, to make donations for the public
153 welfare or for charitable, scientific, or educational purposes; and in time of war to make
154 donations in aid of war activities.
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157 ARTICLE VII: GENERAL POWERS (cont'd)

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- N. To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, such director or officer may be entitled, under any bylaw, agreement, vote of board of directors or member, or otherwise.
- O. To cease its corporate activities and surrender its corporate franchise.
- P. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

ARTICLE VIII: TRUST POWERS

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

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

- A. To receive property from any source as additions to the trust of any fund to be held and administered under the provision of the trustee.
- B. To sell on credit; and grant, purchase or exercise options.
- C. To see or exercise subscriptions to stock or other corporate securities and to exercise conversion rights; deposit stock or other corporate securities with any protective or other similar committee; and assent to corporate sales, leases and encumbrances.
- D. To vote trust securities in person or by proxy with power of substitution; and enter into voting trusts.
- E. To register and hold any stocks, securities or their property in the name of a nominee or nominees without mention of the trust relationship, provided the trustee or trustees shall be liable for any loss occasioned by the acts of any such nominee.
- F. To grant leases of trust property, with or without options to purchase or renew, to begin within a reasonable period and for terms within or extending beyond the duration of the trust, for any purpose including exploration for and removal of oil, gas and other minerals; enter into community oil leases, pooling and unitization agreements; create restrictions, easements and other servitudes, alter, renovate, add to or demolish any building, subdivide, develop, improve, dedicate to public use, make or obtain the vacation of public plats, adjust boundaries, partition real property and on exchange or partition to adjust differences in valuation by giving or receiving money or money's worth.

208 ARTICLE VIII: TRUST POWERS (cont'd)

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210 G. To cause or participate in the formation, reorganization, merger, consolidation and dissolution of
211 corporate or other business undertakings where trust property may be affected and retain any
212 property received pursuant thereto; limited management participation in any partnership and to
213 act as a limited partner; charge profits and losses of any business or farm operation to the trust
214 estate as a whole and not to the trustee; and make available to or invest in any business or farm
215 operation additional moneys from the trust estate or other sources.

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217 H. To compromise or submit claims to arbitration; advance funds and borrow money, secure or
218 unsecured, from any source, including a corporate trustee's banking department; and mortgage,
219 pledge the assets or credit of the trust estate or otherwise encumber trust property, including
220 future income.

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222 I. To determine the hazards to be insured against and maintain insurance.
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224 ARTICLE IX: AMENDMENT

225 The Board of Directors (and Trustees) may amend these Articles of Incorporation at any time to such
226 extent as they deem necessary and advisable by a two-thirds majority.
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228 ARTICLE X: TERMINATION

229 The corporation and trust may be terminated at any time by the Board of Directors (and Trustees) by an
230 instrument in writing provided ten days prior notice has been given in writing to each Director/Trustee.
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232 In the event of corporate dissolution or final liquidation the Board shall, after satisfying all outstanding
233 obligations or liabilities, distribute any remaining funds to a charitable organization not for profit whose
234 purposes are reasonably consistent with health education or health research, and which at the time
235 qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or
236 the corresponding provisions of any future United States Internal Revenue law).
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238 ARTICLE XI: SEVERABILITY AND STATUS OF CONSTRUCTION

239 This corporation and trust is accepted in the state of Washington. Any provision of these Articles of
240 Incorporation or subsequently enacted bylaws prohibited by the laws of the state of Washington shall
241 be ineffective to the extent of such prohibition without invalidating the remaining portions of these
242 Articles of Incorporation and subsequent bylaws. All questions pertaining to the validity, construction
243 and administration of the corporation and trust shall be determined in accordance with the laws of the
244 state of Washington.
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246 ARTICLE XII: EXECUTORS

247 In witness whereof, the undersigned are the incorporators of this corporation as well as the initial Board
248 of Directors (and Trustees).
249

250 *s/Joseph P. Lassoie, AWSP Executive Secretary* *s/Harold G. Smith, AWSP Asst. Executive Sec.*
251 *s/Ray Straub, AWSP President* *s/Warren Arnhart, AWSP Past President*
252 *s/Del Steele, ESPAW President* *s/Richard Miller, WJHMSPA President*
253 *s/Larry Norwood, WASSP President*

254
255 *SWORN AND SUBSCRIBED TO before me this 22nd day of September 1981. Notary Public in and for*
256 *the state of Washington, residing at Olympia.*

s/Linda Holmes, Notary Public

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259 Amended 6/25/05
260 Amended 9/19/08
261 Amended 11/16/17