ARTICLES OF INCORPORATION

ARTICLE I: NAME
The name of this corporation shall be the Washington School Principals’ Education Foundation.

ARTICLE II: DURATION
The corporation shall be organized in perpetuity or until such time as provisions for dissolution as contained in these Articles of Incorporation are utilized.

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

The purpose of the corporation shall include but not be limited to:
   A. Supporting improvement of the Pre-K through 12 educational program for the pupils in the schools of the state of Washington;
   B. Improving communication and promoting continuity and purpose among component (Pre-K through 12) principals’ groups in the state of Washington for the improvement of the skills and abilities among building administrators in Washington schools;
   C. Encouraging and promoting research by Pre-K through 12 schools, colleges, universities, individual students and agencies designed to enhance educational knowledge in the state of Washington;
   D. Providing educational benefits to individual students through leadership training and scholarships opportunities; and
   E. Providing outdoor learning centers so public school students (Pre-K through 12) from throughout the state may be involved in environmentally-related learning experiences that are interdisciplinary in nature; public school teachers from throughout the state may be trained to operate comfortably and effectively with students in all types of environmental programs; and environmental curriculum programs and evaluation designs may be developed and field-tested.

ARTICLE IV: REGISTERED OFFICE AND AGENT
The corporation shall be located at 1021 Eighth Avenue SE in the City of Olympia, Thurston County, Washington. This location shall be the registered office of the corporation and the registered agent shall be Joseph P. Lassoie or his successor.

ARTICLE V: BOARD OF DIRECTORS (AND TRUSTEES)
The Board of Directors (and Trustees) shall consist of eleven members. They shall include:
   A. Executive Director of the Association of Washington School Principals;
   B. President of the Association of Washington School Principals;
   C. The Budget Chair of the Association of Washington School Principals;
ARTICLE V: BOARD OF DIRECTORS (AND TRUSTEES) (cont’d)

D. An AWSP Past President or Past President of one of the component boards;

E. President of the Elementary Schools Principals’ Association of Washington;

F. President of the Association of Washington Middle Level Principals;

G. President of the Washington Association of Secondary School Principals;

H. Three-year representatives from each component board to the Association of Washington School Principals; and

I. A person with no direct affiliation to the Association of Washington School Principals.

ARTICLE VI: DIRECTOR (AND TRUSTEE) ELECTIONS

The AWSP Executive Director shall serve by virtue of the salaried position for the duration of employment in said position.

The AWSP President shall serve by virtue of the elected position for one year to coincide with his/her term of office.

The AWSP Budget Chair shall serve by virtue of the elected position for three years to coincide with his/her term of office.

An AWSP Past President shall serve for one year to coincide with his/her appointment by the AWSP Executive Board at the AWSP annual conference and terminating at the subsequent annual conference. From a list of “non-immediate” AWSP past presidents, a past president will be chosen by the AWSP Executive Committee to serve on the Foundation Board. Should there be no “non-immediate” AWSP past president, the AWSP immediate past president may serve in this role.

The ESPAW President shall serve by virtue of the elected position for one year coinciding with the May board meeting and terminating at the May meeting of the subsequent year.

The AWMLP President shall serve by virtue of the elected position for one year coinciding with his/her term of office commencing on July 1 and terminating on June 30 of the subsequent year.

The WASSP President shall serve by virtue of the elected position for one year coinciding with his/her term of office commencing on July 1 and terminating on June 30 of the subsequent year.

Three-year representatives from each component board to the AWSP Board shall serve by virtue of the elected position for three years to coincide with his/her term of office.

A person with no direct affiliation to AWSP shall serve for two years with his/her appointment by the AWSP Executive Board at the AWSP annual conference and terminating at the conference at the end of the term.

Changes in the manner of election, the term of office and the number of Directors (and Trustees) shall be made only by amendment to these Articles of Incorporation.
ARTICLE VII: GENERAL POWERS

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

A. To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

B. To sue and be sued, complain and defend, in its corporate name.

C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

D. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

E. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

F. To lend money to its employees other than its officers and directors.

G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships, or individuals or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

H. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country.

K. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

M. Unless otherwise provided in the articles of incorporation, to make donations for the public welfare or for charitable, scientific, or educational purposes; and in time of war to make donations in aid of war activities.
ARTICLE VII: GENERAL POWERS (cont’d)

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.
ARTICLE VIII: TRUST POWERS (cont'd)

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

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

I. To determine the hazards to be insured against and maintain insurance.

ARTICLE IX: AMENDMENT

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

ARTICLE X: TERMINATION

The corporation and trust may be terminated at any time by the Board of Directors (and Trustees) by an instrument in writing provided ten days prior notice has been given in writing to each Director/Trustee.

In the event of corporate dissolution or final liquidation the Board shall, after satisfying all outstanding obligations or liabilities, distribute any remaining funds to a charitable organization not for profit whose purposes are reasonably consistent with health education or health research, and which at the time qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XI: SEVERABILITY AND STATUS OF CONSTRUCTION

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

ARTICLE XII: EXECUTORS

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

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

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

s/Linda Holmes, Notary Public

Amended 6/25/05
Amended 9/19/08
Amended 11/16/17