



Washington State Patrol Memorial Foundation By-Laws

Mission Statement: We, the Washington State Patrol Memorial Foundation, are entrusted to preserve the memory of Washington State Patrol fallen officers and to provide assistance to active and retired Washington State Patrol employees and their families in times of need.

Section 1 Name

The name of the corporation shall be the Washington State Patrol Memorial Foundation, hereinafter called the Foundation.

Section 2 Purpose

This corporation is organized exclusively for charitable, educational, and benevolent purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Section 3 Membership and Voting

1. All Washington State Patrol (WSP) employees, active, disabled, and retired, or a surviving dependent or children thereof, are members of the Foundation.
 - a. Active is defined as a current employee of the Washington State Patrol;
 - b. Disabled is defined as a former WSP employee who has separated from the WSP because of a disability retirement;
 - c. Retired is defined as a former WSP employee who retired from WSP employment status;
 - d. Surviving dependent is defined as the living spouse who was married to the decedent at the time of his/her death, and the decedent was active, disabled or retired, at the time of his/her death; surviving children is defined as a natural child(ren), step child(ren) or adopted child(ren) of decedent as defined above.

2. A Contributing Member is defined as one who contributes at least five dollars monthly, or the yearly equivalent of five dollars a month.

3. To be eligible to vote in any election, members must have been a contributor to the Foundation for, or who have paid the equivalent of, at least ninety (90) days prior to the election.
4. Elections shall be held and completed during the fourth quarter of each year with six (6) positions elected in even-numbered years (3 commissioned, 2 non-commissioned, and 1 retired) and five (5) positions elected in odd-numbered years (2 commissioned and 3 non-commissioned). Announcement of vacancy shall be published at least one month prior to the election.
5. All elections shall be conducted by ballot only. The ballot shall contain the names of contributing members who have submitted their names to the Board of Directors.
6. Balloting may be by electronic means (including but not limited to e-mail), by mail or in person. Voting by proxy is prohibited. Election shall be determined by simple majority.

If the number of qualified Board of Directors candidates equals the number of vacant Board positions, the existing Board of Directors may dispense with the balloting and elect the Directors by voice vote.

7. Associate Members are defined as those individuals who are not active or retired Washington State Patrol employees who wish to participate in the goals and activities of the Memorial Foundation by contributing the yearly equivalent of five dollars per month to the Foundation. Typically, Associate Members would be employed by other state agencies or entities. Associate Members may not vote in any Foundation election nor hold any elective office in the Foundation. Decisions by the Officers and Board of Directors shall not be subject to approval by any Associate Member(s).

Section 4 Officers, Board of Directors, and Their Election

1. The Board of Directors shall consist of up to eleven (11) elected members, two (2) appointed positions, one (1) emeritus member (if selected), and will have the following representation:

Elected Positions (Voting)

| | |
|----------------------------|---|
| Commissioned Personnel | 5 |
| Non-Commissioned Personnel | 5 |
| Retired/Disability | 1 |

Appointed Positions (Non-Voting)

| | |
|---------------------|------|
| Retiree Association | 1 |
| WSPTA | 1 |
| Emeritus | Open |

- a. One retired position shall be held by the President, or designee, of the Retired Washington State Patrol Employees Association (RWSPEA), without election by the contributing members of the Foundations. They shall secure Foundation Board Membership having been elected by the RWSPEA, and are exempt from the election

- criteria specified in Section 4, Article 3. This position shall serve in a non-voting, advisory capacity.
- b. The one appointed Washington State Patrol Troopers Association (WSPTA) position will be held by a designee of the WSPTA, and at the discretion of the Board of Directors of the Foundation. This position shall serve in a non-voting, advisory capacity.
 - c. Emeritus members (if any) shall be nominated by the President and confirmed by the Board of Directors of the Foundation. The Emeritus position members shall serve at the pleasure of the Board of Directors. The emeritus positions shall serve in a non-voting, advisory capacity.
2. There shall be at least three (3) officers: President, Vice-President, and Secretary/Treasurer.
 3. Only contributing members who have paid, at a minimum, the equivalent of one year's membership dues, are eligible to run for election and serve as elected Board members.
 4. The members of the Board of Directors with voting rights shall elect the officers of the Foundation from the Board membership. Out-going officers and newly elected Board members attending the election meeting, and with voting rights, shall be allowed to vote for the officers for the coming year.
 - a. To expedite the election process, the General Manager shall:
 - i. Prepare paper ballots for each of the three positions;
 - ii. Provide each Board member with a paper ballot for the position in question, and;
 - iii. Count the ballots with the Secretary/Treasurer and announce the results.
 - b. The election of Officers shall occur each October unless a vacancy creates the need for an election prior to that date.
 - c. The Officers shall serve one-year terms.
 5. Elected Board of Director members shall serve two-year terms. At the end of the two-year term, the member may run again to return to the board. Voting to fill the vacant positions will occur as normal.
 6. At the discretion of the Board, the President's position may be filled with an out-going board member to a one-time, one-year honorary Board member position in order to provide consistency and uniformity within the Board of Directors.
 7. Officers and Board members shall notify the President, in writing, of their intention to resign from their position at least thirty (30) days prior to the date of resignation.
 8. Honorary members may be appointed to the Board of Directors by the Board's officers to fill vacated positions when possible. Honorary Board members shall serve until the time of the next election.
 9. Honorary and Elected members shall have the authority to vote on the business of the Board, if the position is a voting position as set forth in Section 4(1).

10. New officers and board members shall assume their positions at the first board meeting immediately after the election.

Section 5 Officers

President:

The President of the Foundation shall be responsible for, but not limited to:

1. Serve as chairman of the Board of Directors.
2. Preside at meetings of the Board of Directors.
3. Appoint all standing committees.
4. Represent the Foundation (or designate a representative) at all official functions.
5. Administer the activities of the Foundation, through the General Manager, and have discretion to make decisions, subject to the approval of the Board of Directors, pertaining to the following;
 - a. Acceptance of contributions,
 - b. Investments of funds,
 - c. Fund raising programs,
 - d. Operating expenditures,
 - e. Requests for assistance.
6. The President shall vote only in the event of a tie between the Board on any issue.
7. The President will post Annual Report on website each year.
8. The President shall have signature authority for financial payment in conjunction with the General Manager or one other board member with approved signature on file at the financial institution.
9. The President is authorized up to \$1000 discretionary spending for emergent situations in support of the Foundation's mission. The Board of Directors shall be briefed in detail on emergency expenditures at the next scheduled board meeting.
10. The President shall appoint a Compliance Committee chair to ensure proper financial procedures and accounting roles are followed. The Compliance Committee chair shall not be an Officer of the Board but shall be a board member.

Vice President:

1. The Vice President shall assume the responsibilities of the President in the absence of the President, or at the direction of the President.

2. The Vice President shall have signature authority for financial payment in conjunction with the General Manager or one other board member with approved signature on file at the financial institution.
3. The Vice President shall prepare the General Manager's annual performance evaluation (reference Section 8.)

Secretary/Treasurer:

The Secretary/Treasurer shall be responsible for:

1. The Secretary/Treasurer shall keep accurate records of all meetings.
2. The Secretary/Treasurer shall notify the President of any unfinished business.
3. The Secretary/Treasurer shall ensure the monthly and annual financial reports are presented at Board meetings.
4. The Secretary/Treasurer shall have signature authority for financial payment in conjunction with the General Manager or one other board member with approved signature on file at the financial institution.
5. The Secretary/Treasurer or, if unavailable, another Board of Directors representative, shall count officer ballots with General Manager and announce the results of the election at the board meeting.

**Section 6
Board of Directors**

1. The Board of Directors shall consist of eleven (11) elected members, two (2) appointed members, and additional emeritus members.
2. The Board of Directors shall be responsible to provide guidance to the President in the management and administration of the Foundation.
3. Each director has the right to one vote per motion at board meetings. (Subject to the criteria contained in Section 4.)
4. Decisions by the Officers and Directors shall not be subject to approval by the members of the Foundation.
5. No loan, grant, or scholarship of Foundation funds shall be made to any current Foundation director, current Foundation board member/officer, or current Foundation employee.

Section 7 Meetings and Committees

General Meetings

1. The Foundation shall hold at least one general meeting, per year, for contributing members. The President will determine the time, date and location of the annual meeting. Foundation members shall be notified a minimum of 10 days prior to the annual meeting. The meeting notification may be made in one or more of the following ways: mail, email, posting on the Foundation website or other social media.

Board of Directors Meetings

1. Board of Directors' meetings shall be at a minimum quarterly, or as otherwise directed by the President. The President will determine the time, date and location of the Board meetings.
2. A minimum of six (6) Board Members shall constitute a quorum.
3. Board meetings will generally be held in-person. If an immediate vote is required and an electronic (i.e. email) vote is conducted, responses must be received by all voting members and the votes must be unanimous (yea or nay). If unanimity is not reached in the electronic vote, the issue will be presented at the next in-person board meeting.
4. Board meetings are open to all Contributing Members.
5. Every effort should be made to attend scheduled Board Meetings either in person or by conference call. If Board members are unable to attend, notification should be made to the General Manager at least one day in advance. Two unexcused absences within a year are cause for dismissal from the Board. Any decision to dismiss an elected member will be after a motion for such a dismissal and vote of the Board.
6. Executive Sessions of the Board of Directors may be called:
 - a. Sections of the Board meeting dealing with personnel issues, personal financial issues, or sensitive information regarding assistance to a specific individual may be closed by the President, or acting President. The following may be allowed to participate in closed discussions prior to the Board's vote:
 - i. Those individuals bringing information directly related to the assistance in question; or,
 - ii. The individual requesting assistance.
 - b. Sections of the meeting dealing with personnel issues regarding the General Manager and/or employees of the Foundation may be closed by the President or acting President.

Compliance Committee

1. The Compliance Committee shall meet a minimum of once each fiscal year.

2. The Compliance Committee shall consist of the Chair, one other Board member selected by the Chair and a contributing Member from the general membership selected by the Chair.
3. The Compliance Committee shall provide internal audit services for the Foundation.
4. The Chair of the Compliance Committee will serve as the point of contact for any whistleblower complaints from members or non-members. Complaints should be mailed to the following address and the letters, if any, shall be opened only by the Compliance Committee chair:

WSP Memorial Foundation
Attn: Compliance Committee Chair
PO Box 7544
Olympia, WA 98507

5. All complaints received by the chair shall be investigated.
6. The chair of the Compliance Committee shall be responsible for ensuring the periodic conflict of interest reviews are conducted as described in Section 13.
7. The Chair of the committee may hire outside audit, investigative services, or outside expertise if required; advance board approval of the expenditure amount is required.
8. The results of any audit, investigation or periodic review shall be presented to the Board of Directors at the next regularly scheduled Board meeting.
9. No retaliation by Foundation directors, officers, or employee(s) toward any whistleblower or complainant shall be tolerated. Should it be determined that retaliation occurred as a result of whistleblower or complaint, the Board shall take appropriate disciplinary and corrective action.

Section 8

Washington State Patrol Memorial Foundation General Manager

1. The General Manager shall be hired by the elected members of the Board of Directors.
2. The General Manager shall perform such duties as deemed necessary by the President and the Board of Directors, including:
 - a. Annual Dinner;
 - b. Merchandise Program;
 - c. Raffle Activities;
 - d. Newsletters;
 - e. Sign contracts and/or Memorandums of Understanding (MOU) on behalf of the Foundation;
 - f. Award notification to scholarship applicants;
 - g. Ensuring the operation and maintenance of the Foundation web site and other social media (if any);

- h. Operating and maintaining online and direct sales of WSPMF items;
 - i. Preparation and presentation of the annual financial report;
 - j. Presenting a financial report at each Board meeting;
 - k. Placing funds into financial institutions approved by the Board of Directors;
 - l. Closing the books at the end of each fiscal year (September 30) for a third party review, in preparation of a financial report;
 - m. Maintain adequate insurance coverage to protect the Foundation, its Officers, its Directors, and its property(s) against loss.
3. The General Manager shall have signature authority for financial payment in conjunction with one other board member with approved signature on file at the financial institution.
 4. The salary of the General Manager shall be determined by the members of the Board of Directors.
 5. The General Manager shall have an objective annual evaluation.
 - a. The annual evaluation of the General Manager is prepared by the Vice President and reviewed by the President.
 - b. The General Manager Annual Employee Performance Evaluation (refer to Appendix A) shall include a formal review and recommendation for the Manager's compensation.
 - c. The fully-signed evaluation will be made available to board members.
 6. The General Manager shall notify the President of his/her intent to resign from this position. Notice shall be in writing thirty (30) days prior to the effective date.

**Section 9
Financial Assistance for Members**

For Line of Duty Death of members

1. Every effort shall be made to ensure at least one board member attend a line of duty death funeral/memorial service
2. Up to \$12,000 in travel assistance (airfare and hotel accommodations) will be provided for immediate family members.
 - a. The board has authority to authorize additional expenditures/benefits on a case-by-case basis.

Line of Duty Injury of members

1. Hotel accommodations may be offered to the wife, husband, domestic partner and children in the event of an officer/employee of WSP who, during the performance of his/her duty requires immediate hospitalization due to sudden illness or injury.
 - a. Hotels will be determined by the Foundation and offered in order to help families be as close as possible to the affected family member.

- b. Accommodations/assistance will be offered for up to 5 nights. If additional assistance is required the board shall review the circumstances and may authorize additional assistance.
- c. The board will address additional requests as they are presented.

For Requests for Assistance from members

1. The board is solely responsible for the approval of all requests for financial assistance from a member.
2. The President shall, within seventy-two (72) hours from receipt, refer any and all requests for assistance to the General Manager who will investigate immediately to determine the following:
 - a. That the requestor meets the definition of a Foundation member, as defined in Section 3(1).
 - b. That the need for assistance has arisen due to an incident involving a death, disability, illness, injury or some other catastrophic circumstance not related to the employment status or volatility of the economy; including assistance where a terminal illness has been diagnosed, and that the circumstances which caused the need occurred while they were a member of the Washington State Patrol.
 - c. That the need for assistance is specifically for the Foundation Member. On a case by case basis, if recommended by a board member, situations regarding a member's dependent family that are outside the stated parameters may be considered at the discretion of the Board.
 - d. That the applicant has exhausted all reasonable remedies to obtain financial assistance prior to request, or that financial assistance will be significantly delayed to cause hardship on the member or dependent family.
 - e. That the requested financial remedies coverage is significantly lower than the financial remedy needed. The fund is not set up to provide long-term or life-time disability coverage for members.
3. WSPMF Board of Directors will determine what and how much financial help the families will receive, if any. This will depend upon the availability of funds.
4. The board shall set a limit on the length of time and the amount of funds to be granted to the requester in instances where they rule that the requester is entitled to such assistance. In fixing the length of time and the amount of funds granted, the board shall consider the nature of the request, the requestors financial situation, and will, whenever possible, see that the payments are made directly to the creditors or vendors from the WSPMF. If further assistance is needed, the information shall be presented to the board for further review and approval.
5. In urgent situations, or in cases where assistance provided in a timely manner will result in cost-effectiveness, the President, is authorized to expend funds up to \$1,000 per assistance request. An application will be completed as soon as possible for the member with follow-up verification by the General Manager. The expenditure will be reported to the board at the next regularly scheduled meeting.

Definitions

1. The following definitions shall control in matters relating to financial assistance as to the objectives of the fund:
 - a. "Catastrophic" for the purposes of WSPMF means death, severe accidents, and severe illness requiring prolonged hospitalization or recovery; usually involves high costs for hospitals, doctors and medicines or a natural or manmade disaster that is unusually severe.
 - b. "Child(ren)" shall include natural child(ren), step child(ren), or adopted child(ren).
 - c. "Dependent Family" shall mean spouse, domestic partner, child(ren) or other dependent family member living in the same household.
 - d. "Severe" means a great degree of substantial or enduring impairment which seriously affects ability to function.

Section 10 Scholarships

General Academic Scholarships

1. The Foundation may present academic scholarships. Scholarships will be based primarily on financial need.
2. The WSPMF General Manager will establish a non-departmental scholarship committee to review scholarship applications and will, with approval from the Board of Directors, identify the quantity and financial value of scholarships available.
3. Awardees must be a high school graduate or equivalent.
4. Scholarships may be awarded to persons desiring trade school or apprenticeship training, as well as to those desiring a college/university education.
5. The applicant must be a Contributing Member or a dependent thereof, per Section 3(1) and 3(2).

WSPMF Fallen Officer College Fund

6. Educational grants may also be provided to qualified applicants of a Washington State Patrol employee who dies in the line of duty, including spouses and dependent children. See Appendix A, Washington State Patrol Memorial Foundation Fallen Officer College Fund, hereby incorporated into these by-laws.

Section 11 Annual Report

The President, or designee, shall provide an annual report of all activities of the Foundation to the Board of Directors at a meeting in the first quarter of the new fiscal year. At the discretion of the Board, an independent financial audit may be conducted. Upon approval

by the Board of Directors, the President shall have the Annual Report posted on the Foundation website as well as make a copy available to any member requesting one.

Section 12 Conflict of Interest

1. **Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt interest of the Foundation when it is contemplating entering in to a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation or might result in possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - a. **Financial Interest.** A person has financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,
 - ii. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.
 - b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - c. A financial interest is not necessarily a conflict of interest. Under Section 12 (2), a person who has financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
3. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
4. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
5. **Addressing the Conflict of Interest:**
 - a. An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The Chairman of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

6. Violations of the Conflicts of Interest Policy:

- a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7. Records of Proceedings:

- a. The minutes of the board and all committees with board delegated powers shall contain:
 - i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
 - ii. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8. Compensation:

- a. A voting member of the Bboard who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is

prohibited from providing information to any committee regarding compensation.

9. Annual Statements:

- a. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - i. Has received a copy of the conflicts of interest policy,
 - ii. Has read and understands the policy,
 - iii. Has agreed to comply with the policy, and
 - iv. Understands the Foundation is charitable and, in order to main its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10. Periodic Reviews:

- a. To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - ii. Whether partnerships, joint ventures, and arrangements with other management Foundations confirm to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- b. The Chair of the Compliance Committee shall be responsible for ensuring the periodic reviews are conducted. The Chair of the Compliance Committee shall report the results at the board meeting following the periodic review.
- c. When conducting the periodic reviews as provided for in Section 13, the Foundation may, but need not, use outside advisors. If outside experts are use, their use shall not relieve the Bboard of its responsibility for ensuring periodic reviews are conducted.

**Section 13
Amendment of the Bylaws**

These Bylaws and the Articles of Incorporation can be amended at any meeting of the Board by the vote of a duly constituted quorum, provided the amendment has been submitted, in writing, to the Board of Directors.

**Section 14
Dissolution of the Washington State Patrol Memorial Foundation**

Upon the dissolution of this Foundation, after paying or adequately providing of the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit

fund, Foundation, or corporation which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

However, if the named recipient is not then in existence or is no longer exempt from Federal Income Tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Section 15 Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern this Foundation in all cases in which they are applicable and in which they are not in conflict with these Bylaws and the Articles of Incorporation, or the Nonprofit Corporation Act under which this Foundation may be incorporated.

These bylaws were adopted December 13, 2005, May 13, 2008, September 11, 2012, March 12, 2014, September 8, 2015 and September 10, 2019 by the Board of Directors of the Washington State Patrol Memorial Foundation.