Revised March 7, 1970, by vote of the Corporation members. This document supercedes all previous documents.

# AGREEMENT OF INCORPORATION

We, the undersigned, have agreed to associate ourselves for the purpose of forming a corporation under the provisions of Chapter 24.16 of the Revised Code of Washington, and have therefore agreed to the following articles of incorporation:

## ARTICLE I

The name of this corporation shall be THE RACHEL ROYSTON PERMANENT SCHOLARSHIP FOUNDATION OF ALPHA SIGMA STATE OF THE DELTA KAPPA GAMMA SOCIETY INTERNATIONAL.

## ARTICLE II

Section 1: Purposes:
The purpose for which this corporation is formed are:

a) To endow scholarships to aid outstanding women educators in pursuing graduate study.

b) To grant awards through action of the Board of Trustees without discrimination on the basis of race, creed or color.

c) To receive and maintain a fund for the foregoing educational purpose, and to apply the whole or any part of the net income therefrom exclusively to that purpose.

Section 2: Procedures and Limitations:

a) (Previously deleted by vote of the membership.)

b) The corporation is nonprofit, shall have no capital stock, and no part of its net earnings shall inure to the benefit of any trustee or officer of the corporation, or any private individual except those recipients of scholarships chosen by the board of Trustees, none of which recipients shall be related by blood or marriage to any of the trustees or officers of the corporation.

c) No member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. In the event of such dissolution or winding up, the Board of Trustees shall transfer all the assets of the corporation for identical uses and purposes to the University of Washington, Seattle, Washington, or Washington State University, Pullman, Washington. In the event of such dissolution and transfer, the recipient university shall maintain the assets as a perpetual fund, under the name of this Foundation, and use only the net income therefrom for the stated purposes.

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

e) Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 3: Powers:
In order to accomplish the foregoing purposes, the corporation shall have the following powers:

a) To accept, acquire, receive, take, and hold by request, devise, grant, gift, purchase, judicial order, or otherwise, property of any kind.

b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require.

c) To invest and reinvest in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable in its sole discretion. Further, the Board of Trustees is authorized to utilize the professional services of one or more investment, accounting and legal advisors concerning the investment of corporate assets, and in such other matters as the Board shall determine.

d) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this Agreement, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 4: Bylaws:
The subscribers shall, at a meeting call forthwith upon ten days' notice, adopt bylaws, approved by a majority of them. Said bylaws shall be subject to amendment as provided therein, except for the following provisions:

a) The membership of this corporation shall consist of all members in good standing of Alpha Sigma State of The Delta Kappa Gamma Society International.

b) The management and administration of the affairs of this corporation shall be vested in a Board of Trustees, consisting of no fewer than five members. The President, the Chairman of the State Scholarship Committee, and the Treasurer of Alpha Sigma State of The Delta Kappa Gamma Society International shall be members, ex officio. The members of the Board of Trustees shall be selected by the State Executive Board of Alpha Sigma State of The Delta Kappa Gamma Society International at the annual spring meeting thereof. Upon commencement of the corporation, the present members of the State Scholarship Committee of Alpha Sigma State of The Delta Kappa Gamma Society International shall serve as the Board of Trustees thereof, until individually supplanted as hereinafter provided; and the present Chairman and Secretary of said Committee shall hold those same offices in the Board of Trustees on a like basis.

c) The Board of Trustees shall select a treasurer for the Foundation from the membership of the corporation. The treasurer shall serve as an ex officio member of the Board of Trustees. The manner of appointment, duties and term of office of the treasurer shall be as specified in the bylaws.

d) One member of the Board of Trustees shall be elected annually as aforesaid to serve a term of five years and until a successor is elected and qualified. No trustees shall serve more than two consecutive terms; provided, that with the unanimous recommendation of the State Board and the affirmative vote of three-fourths of the State Convention, or any meeting at which the election is held, this limitation may be waived in any specific instance.

e) The Board of Trustees shall have complete charge of the selection of outstanding women educators to be recipients of scholarship and financial aid to pursue graduate studies, and shall establish written standards to assist them in the process of selection, such standards to be consistent with these articles.

f) The name and purposes of the Foundation shall not be subject to change either in the bylaws or by amendments to this Agreement of Incorporation.

ARTICLE III

The corporation shall be located in Seattle, King County, Washington.
In witness whereof we have hereunto set our hands and seals
this _____ day

of _____, 1970.

_____

_____

_____

_____

_____

# BYLAWS
# OF
# THE RACHEL ROYSTON PERMANENT SCHOLARSHIP FOUNDATION OF ALPHA SIGMA STATE OF THE DELTA KAPPA GAMMA SOCIETY INTERNATIONAL

## ARTICLE I

## MEMBERSHIP

Section 1. The membership of this corporation shall consist of all members in good standing of Alpha Sigma State of The Delta Kappa Gamma Society International. The membership includes women teachers from all levels of all fields of education.

Section 2. The annual meeting of the members of the corporation shall be held during and in conjunction with the annual state convention of Alpha Sigma State of The Delta Kappa Gamma Society International, for the purpose of transacting such business as may properly come before the meeting. It shall be the duty of the Chairman of the Board of Trustees to make all necessary arrangements in consultation with the President of Alpha Sigma State. The Chairman of the Board of Trustees shall preside at said meeting. The agenda shall include the annual financial report of the Treasurer of the Foundation, the announcement of selected recipients of scholarship aid, a report of other activities of the Foundation during the preceding year, the announcement of the election of a trustee to a regular term of membership on the Board, and such other matters as may be determined by the Board of Trustees.

Section 3. Notice of the time and place of the annual meeting of this corporation shall be given to the members. In any year when matters other than the items specified in Section 2, above, are to be made a part of the agenda, notice of these additional matters shall be included in the notice of the annual meeting. The notice shall be mailed to the addresses of all members of record at least twenty but not more than fifty days prior to the annual meeting; provided that the notice may be consolidated with the notice of the annual state convention of Alpha Sigma State of The Delta Kappa Gamma Society International, and may be published in the Alpha Sigma News forwarded to members not more than fifty nor less than ten days prior to such annual meeting.

Section 4. Special meetings of the members may be called at any time by the chairman or the secretary or by any two trustees, and must be called by the chairman or secretary on receipt of the written request of one-third of the members of the corporation.

Section 5. Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be mailed to each member of record as of twenty days prior to such meeting, at her record address.

Section 6. At any annual or special meeting of members of the corporation, those members in attendance either in person or by proxy shall constitute a quorum for all purposes, and the act of a majority of such members thus present at any such meeting shall be the act of the full membership except as may otherwise specifically be provided by statute or by these bylaws. A meeting may be adjourned from time to time by vote of a majority of the members thus present, without notice other than by announcement at the meeting and without further notice to any absent member.

Section 7. At every annual or special meeting of members each member shall be entitled to vote in person, or by proxy duly appointed by an instrument in writing which is subscribed by such member and which bears a date not more than eleven months prior to such meeting, unless such instrument provides for a longer period. Each member of the corporation shall be entitled to one vote. In any election involving two or more candidates for the same position on the Board of Trustees, the vote shall be by secret ballot.

## ARTICLE II

## Board of Trustees

Section 1. The management and administration of the affairs of this corporation shall be vested in the Board of Trustees, consisting of no fewer than five members. The President, the Chairman of the State Scholarship Committee, and the Treasurer of Alpha Sigma State of The Delta Kappa Gamma Society International shall be members, ex-officio. The members of the Board of Trustees shall be elected by the State Executive Board of Alpha Sigma State of The Delta Kappa Gamma Society International at the annual spring meeting as set forth in Article 1, Section 2, above.

Section 2. One member of the Board of Trustees shall be elected annually to serve a term of five years and until a successor is elected and qualified. No trustees shall serve more than two consecutive terms; provided, that with the unanimous recommendation of the State Board and the affirmative vote of three-fourths of the State Convention, or any meeting at which the election is held, this limitation may be waived in a specific instance.

Section 3. Any trustee may be removed from office by the affirmative vote of two-thirds of the full membership, in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render assistance in carrying our its purposes.

Section 4. The Board of Trustees shall have complete charge of the selection of outstanding women educators to be recipients of scholarship and financial aid to pursue graduate studies, and shall establish written standards to assist them in the process of selection, such standards to be consistent with the Agreement of Incorporation.

Section 5. The members of the Board of Trustees shall serve without compensation; provided that the Treasurer may, in the discretion of the Board, be voted a reasonable compensation for her duties.

Section 6. In case of the resignation, death, removal, or inability of a member of the Board of Trustees to serve, the State President of Alpha Sigma State of The Delta Kappa Gamma Society International shall appoint another member to serve the unexpired term, subject to the approval of the State Board of the Society at the annual spring meeting next following, and by the State Convention.

Section 7. The Chairman of the Board of Trustees shall be the member serving the last year of her regular term except as hereinafter provided. The Secretary of the Board of Trustees shall be the member serving the fourth year of her regular term except as hereinafter provided. In the case of the resignation, death, removal, or inability of the Chairman to serve, and regardless of whether the vacancy is filled by the State President or the State Board, the Secretary shall become the Chairman, and the next member in the line of succession shall become Secretary.

Section 8. A treasurer for the Foundation shall be elected from the membership of the Foundation by the Board of Trustees at a regular or special meeting thereof, and the election shall be confirmed by the State Executive Board of the Society. In seeking applicants for such position, the Board shall define and give appropriate notice of the qualifications for the office, the procedure for making application, the time of election, and the amount of compensation, to be paid to the treasurer. Election shall be by written secret ballot. The term of such officer shall be for five years, subject to a power of removal by the Board of Trustees for stated cause. At the discretion of the Board, a treasurer may be selected to serve for consecutive terms.

Section 9. The Board of Trustees shall render a financial report to the State Board of the Society at the annual spring meeting of the latter. Copies of this report shall be forwarded to the President and Treasurer of the Society prior to the meeting.

Section 10. The Board of Trustees shall from time to time notify all members of Alpha Sigma State of The Delta Kappa Gamma Society International in writing of the name or names and addresses of any individual or individuals who have been selected to receive scholarship benefit or financial aid from the net income of the corporation, and of the amount and terms of the award or awards, and the period for which such award or awards are to be granted.

Section 11. The Board of Trustees may by general resolution thereof delegate to committees of its own members, or other committees or members of the corporation, such duties as they may see fit, except the selection of scholarship recipients. Duties delegated to such committees shall be for the purpose of study and recommendation to the whole Board, which may not delegate its power of final action upon any matter.

## ARTICLE III

## Officers

Section 1. The officers of the corporation shall be a chairman and a secretary, who shall be those members of the Board of Trustees holding, respectively, those offices thereof, and a treasurer, who shall be a member ex-officio of the Board, as provided elsewhere in these bylaws.

Section 2. It shall be the duty of the Chairman to preside at all meetings of the Board of Trustees and of the members of the corporation; to call special meetings of the Board of Trustees or of the membership whenever deemed necessary; to inform all chapters and/or members of Alpha Sigma State of the activities and financial affairs of this corporation; to prepare required reports; and to direct all publications necessary for the information and understanding of the activities of the corporation by its members.

Section 3. The secretary shall keep the minutes and records of the Board of Trustees, and of meetings of the members of the corporation. The secretary shall assist with correspondence as directed by the chairman and carry out other duties as directed by the Board of Trustees.

Section 4. The treasurer shall receive and account for all funds of the corporation. The treasurer shall prepare and give quarterly reports to the Board of Trustees. The treasurer shall make annual reports to the chapters and to the membership of the corporation. The treasurer shall meet the required qualifications for the office as determined by the Board of Trustees and shall give such bond, with approved surety for the faithful performance of her duties, as shall be fixed by the Board of Trustees.

## ARTICLE IV

## Meetings of the Board of Trustees

Section 1. At least four regular meetings of the Board of Trustees shall be held annually. These meetings shall be in addition to those held in conjunction with the regular meetings of Alpha Sigma State of The Delta Kappa Gamma Society International.

Section 2. Special meetings of the Board of Trustees shall be held at the call of the Chairman, and must be called by her on the written request of any three members of the Board.

Section 3. Notice of all meetings of the Board of Trustees, except as herein otherwise provided, shall be given by the Secretary by mailing the same at least ten days before the meeting to the usual address of the trustees, but such notice may be waived by any trustee in writing at any time. Special meetings of the Board of Trustees in connection with regular meetings of Alpha Sigma State of The Delta Kappa Gamma Society International may be held without notice at such time and place as shall be determined by the Board of Trustees. Any business may be transacted at any properly called meeting of the Board of Trustees. At any meeting at which every trustee shall be present, even though without any notice or waiver thereof, any business may be transacted.

Section 4. At all meetings of the Board of Trustees three members thereof 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 meeting at which there is a quorum shall be the act of the Board of Trustees, except as may otherwise specifically be provided by statute or by these bylaws.

Section 5. Scholarship recipients shall be elected by the Board of Trustees after careful consideration. A personal interview by no less than two members of the board of Trustees shall be required of each applicant. The selection of recipients of awards shall be by written secret ballot, and the vote in each case shall be unanimous.

## ARTICLE V

## Amendment

Section 1. The Board of Trustees shall have the power to alter, amend, or repeal the bylaws of the corporation by the affirmative vote of three-fifths of the Board, with the concurrence of a like vote of the Executive Board of Alpha Sigma State of The Delta Kappa Gamma Society International; provided, however, that notice of such action shall be inserted in the notice of the next general or special meeting of the membership of the corporation, and the alteration, amendment, or repeal be approved by a majority vote of all members present, in person or by proxy, at such meeting.

These bylaws were adopted at a meeting of the Board of Trustees called for that purpose on the _____day of _____,1970, with unanimous approval by the undersigned, the entire membership thereof:

_____

_____

_____

_____

_____

DAVIS WRIGHT & JONES

LAW OFFICES
2600 CENTURY SQUARE · 1501 FOURTH AVENUE · SEATTLE, WASHINGTON 98101-1688
(206) 622-3150

SUSAN GREEN DUFFY
(206) 628-7647

October 12, 1988

Ms. Gwen Page
14607 SE 267th Street
Kent, Washington 98042

Re: Rachel Royston Foundation

Dear Gwen:

Enclosed are Certificate of Amendment and the Articles of Amendment of the Agreement of Association that were filed with the Secretary of State on October 4, 1988. The Certificate and Articles of Amendment should be placed in the minute book for the foundation.

Please call if you have any questions.

Very truly yours,

DAVIS WRIGHT & JONES

Susan

Susan G. Duffy

SGD:en
Enclosure
2262L

cc: Mr. P. Cameron DeVore

1112.001

# STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

## *CERTIFICATE OF AMENDMENT*

to

THE RACHEL ROYSTON PERMANENT SCHOLARSHIP FOUNDATION OF ALPHA SIGMA STATE OF THE DELTA KAPPA GAMMA SOCIETY INTERNATIONAL

a Washington Non Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Adding Articles IV and V

Corporation Number: 2-173674-9 Date: October 4, 1988

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

*Ralph Munro, Secretary of State*

SECRETARY OF STATE
STATE OF WASHINGTON

1112.002

# ARTICLES OF AMENDMENT OF THE AGREEMENT OF ASSOCIATION OF THE RACHEL ROYSTON PERMANENT SCHOLARSHIP FOUNDATION OF ALPHA SIGMA STATE OF THE DELTA KAPPA GAMMA SOCIETY INTERNATIONAL

Articles of Amendment of the Agreement of Association of The Rachel Royston Permanent Scholarship Foundation of Alpha Sigma State of the Delta Kappa Gamma Society International, a non-profit Washington corporation, are herein executed in duplicate by said corporation pursuant to the provisions of RCW 24.03.165 and .170 as follows:

1. The name of the corporation is The Rachel Royston Permanent Scholarship foundation of Alpha Sigma State of the Delta Kappa Gamma Society International.

2. The amendment to the Agreement of Association adopted by said corporation is as follows:

Article IV has been adopted as follows:

Limitation of Trustees' Liability

A trustee shall have no liability to the corporation or its members for monetary damages for conduct as a trustee, except for acts or omissions that involve intentional misconduct by the trustee, or a knowing violation of law by the trustee, or for any transaction from which the trustee will personally receive a benefit in money, property or services to which the trustee is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of trustees, then the liability of a trustee shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a trustee of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such trustee occurring prior to such repeal or modification.

Article V has been adopted as follows:

Indemnification of Trustees and Officers

Section 1: Right to Indemnification.

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a

witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a trustee or officer of the corporation or, while a trustee or officer, he or she is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a trustee, director, officer, employee or agent or in any other capacity while serving as a trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a trustee, director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of trustees of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such trustee or officer, to repay all amounts so advanced if it shall ultimately be determined that such trustee or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2: Right of Claimant to Bring Suit.

If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the

unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of trustees, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of trustees, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3: Nonexclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested trustees or otherwise.

Section 4: Insurance, Contracts and Funding.

The corporation may maintain insurance at its expense, to protect itself and any trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss, under the Washington Business Corporation Act, as applied to nonprofit corporations. The corporation may, without further membership action, enter into contracts with any trustee or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5: Indemnification of Employees and Agents of the Corporation.

The corporation may, by action of its board of trustees from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of trustees and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

3. The meeting of the members was held on May 8, 1988 and, a quorum being present, the amendments were adopted by vote of more than two-thirds of the members present in person or by proxy.

DATED this 28 day of September, 1988.

THE RACHEL ROYSTON PERMANENT SCHOLARSHIP FOUNDATION OF ALPHA SIGMA STATE OF THE DELTA KAPPA GAMMA SOCIETY INTERNATIONAL

By Alice G. Coate
Secretary

STATE OF WASHINGTON )
) ss.
COUNTY OF KING )

Alice G. Coate being first duly sworn, on oath deposes and says that she is the Secretary of The Rachel Royston Permanent Scholarship Foundation of Alpha Sigma State of the Delta Kappa Gamma Society International; that she is authorized to, and hereby does, make this verification for and on behalf of said corporation; and that she has read the within and foregoing Articles of Amendment of Agreement of The Rachel Royston Permanent Scholarship Foundation of Alpha Sigma State

of the Delta Kappa Gamma Society International, knows the contents thereof, and believes the same to be true.

Alice A. Cook

SUBSCRIBED AND SWORN to before me this 28th day of September, 1988.

Diane Willis

NOTARY PUBLIC in and for the State of Washington, residing at Moses Valley
My appointment expires July 4, 1989

PROCESS OF REVISION OF AGREEMENT OF INCORPORATION AND BYLAWS of the Rachel Royston Permanent Scholarship Foundation of Alpha Sigma State of The Delta Kappa Gamma Society

Twice a revision has been effected to this date, 1972.

1) November 26, 1966, Articles, Art. II, Sec.2
(See Minutes of November 26, 1966)

2) March 7, 1970 All matters recommended by the Board of Trustees were given favorable votes.

91% of those eligible voted.
Number of votes cast: 1998 - for 99%
1995 - lowest number of votes cast on any item

May 3, 1969, the proposed revisions failed because insufficient number of members voted. The total was approximately 100 short.

October 4, 1988, revisions passed limiting trustees' liability (Article IV) and providing for indemnification of trustees and officers (Article V).

LEGAL BASES FOR REVISION AMENDING

1) Articles of Agreement - Steps

1. The Board of Trustees prepares necessary changes and adopts a resolution (motion) agreeing to present changes to the membership.
2. Amendments must be authorized by the affirmative vote of at least two-thirds of the membership.
3. At a meeting (special or annual) the final action will be taken as a result of a proxy vote.
4. After member approval is obtained, a majority of the Board of Trustees must sign a certificate to that effect and forward it with attached amendments to the Secretary of State in Olympia.

2) Bylaws

1. The Board of Trustees may amend the Bylaws at any regular or special meeting by a three-fifths majority.
2. Concurrence of a like vote of the State Executive Board of Alpha Sigma State is then required.
3. After such approval, notice of the amendment shall be inserted in the notice of the next general or special meeting of the members. The amendment must then be approved by a majority vote of all members present, in person or by proxy, at such meeting.

NOTE: ARTICLE II, Section 4 of the Bylaws must be amended in the same manner as the ARTICLES OF AGREEMENT.

PROCEDURAL STEPS IN REVISION

1. A minimum of two copies of the Articles and Bylaws shall be furnished each Chapter.

2. With prior permission of Alpha Sigma State President and the News editor, there shall be printed in Alpha Sigma News those articles and sections intended for revision in the following manner:

   a) Existing wording in full and immediately following, underlined
   b) Proposed changes in wording, complete

3. Alpha Sigma State Executive Board shall vote upon the proposed revisions. This vote may be conducted at a regular meeting or by mail by members of the Board of Trustees.

4. After approval by the State Executive Board, proxies shall be mailed to all Chapter presidents together with necessary explanatory material at least thirty (30) days prior to the balloting date.

5. Proxies may be voted at either

   a) a special meeting of the members of the Foundation, prior notice of which is given at least thirty (30) days with hour and place of meeting stated OR

   b) at the annual meeting of the members of the Foundation at State Convention

   A postal card notice of the meeting shall be sent every member of the Foundation at least thirty (30) days prior to the meeting.

6. Chapter presidents are authorized to conduct balloting by individual members either at regular or special meetings or to conduct the vote by mail.

7. Each Chapter president is to be furnished with a Chapter Tally sheet for recording the results of voting.

8. The Chapter president will send the tallied proxies together with the chapter tally by registered mail to the Chairman of the Board of Trustees except that the proxies may be delivered by the Chapter president on the date of the official vote.

9. As noted above, the Board of Trustees is to certify the result of the balloting (favorable of at least two-thirds of the members) immediately upon the conclusion of the balloting.

   Legal counsel will advise as to exact procedures.

10. Members in attendance at the special meeting shall be advised of the results. A summary of the results of the balloting shall be carried in the next issue of Alpha Sigma News.

Note: The cost of the secretarial work, supplies and postage, etc. shall be the responsibility of the Foundation Board of Trustees. Members of the Foundation attend the meeting at their own expense.

# PERTINENT QUESTIONS AND ANSWERS

1. *What is a proxy?* A proxy is an authorization by a member to some other person or to a group, to cast that member's vote at a meeting on a matter or matters set forth in the proxy.

2. *How is a proxy voted?* A member must sign the proxy to make it valid. The proxy is effective only for the meeting or meetings at which the issue or issues are put to a vote unless different terms are specified in the proxy.

3. *May a member vote in person?* Yes, instead of by proxy.

4. *Who may vote?* All active and associate members as of record twenty (20) days prior to the vote.

5. *When is the proxy actually voted?* It is voted by the member at the time and place directed by the Chapter president. The Chapter president in turn then is authorized to vote the proxy at the special meeting (or meeting of the members of the corporation). Proxies are mailed to Chapter presidents at least forty-five (45) days in advance of the meeting at which the vote is cast.

Additional questions: (Answers provided by legal counsel)

6. *May members authorize the Chapter president to cast all the proxies for their chapter*? Yes.

7. *If the Chapter president is authorized to cast the proxies for her chapter members, who grants the authorization?* The members themselves.

8. *May blanket endorsement of all the separate items on a proxy be provided for?* Yes. (This means *all* items could be voted with *one* YES or NO.)

9. *May the Board of Trustees delegate to chapter presidents the responsibility for distribution of the proxies to each member?* Yes.

Note: The Board of Trustees shall make every effort to:

1. Give complete and accurate information to the Chapter presidents and members.

2. Allow ample time for the members to become informed and to vote.

3. Impress upon the Chapter presidents and the membership the great responsibility of voting.