



New Board Member Application Packet

Please complete, sign and return the enclosed documents:

- Application
- Contribution Agreement
- Photographic Release
- Confidentiality Policy
- Conflict of Interest Policy
- Child Abuse / Staff & Volunteer Policy
- Whistleblower Policy
- Non-Discrimination Policy
- WA State Patrol Background Check

Enclosed for your information:

- Board Requirements
- Board of Directors List
- Bylaws
- Brochure



Board Member Application

Name: (First) _____ (Middle) _____ (Last) _____

Date of birth (m/d/y): ____/____/____ Ms. Mrs. Mr Dr. Nickname: _____

Street Address: _____

City: _____ State: _____ Zip: _____

Home: (____) _____ Cell: (____) _____

Email: _____

Emergency Contact Name: _____ Phone: _____

Employment

Retired

Employers Name: _____

Occupation: _____

Street Address: _____

City: _____ State: _____ Zip: _____

Phone: (____) _____ Email: _____

Please list all past boards you have served on and any executive positions you held:

Please list any service clubs you are a current member of ie. Elks, Rotary, Kiwanis, WSH, etc.

What other general skills, education or hobbies do you offer? _____

Do you feel comfortable asking the community and friends / family for Auction donations?

What areas are you able to commit to?

Attend monthly board meetings	Yes	No
Support monthly/annual giving requirements	Yes	No
Support board membership growth and development	Yes	No
Support direct mailings - label, stamp and stuff envelopes	Yes	No
Solicit and pick up auction or raffle items	Yes	No
Solicit business owners for event sponsorships	Yes	No
Sell event and raffle tickets	Yes	No
Advocate for Blue Skies for Children	Yes	No

If you have a disability or medical condition, what accommodations do you need?

Please list 3 references – Name and Phone Numbers:

Have you ever been convicted of a criminal offense or released from prison within the last seven years?

Yes _____ No _____

Personal Information (Optional)

Information to be used for statistical use only

Gender	Marital Status	Origin
Male	Married Divorced	Caucasian Hispanic Native American
Female	Single Widow (er)	African American Russian Asian
		Other: _____

Board Certification and Agreement

I certify that the statements made in this board application are true and correct, and have been given voluntarily. I understand that this and other information may be disclosed to any party with legal and proper interest, and I release the agency from any liability whatsoever for supplying such information. I agree to abide by the volunteer personnel policies of the agency. I understand that I will not be paid for my services as a board member.

I understand that a background check will be conducted.

Signature: _____ **Date:** _____

Blue Skies For Children’s policy is to comply with all applicable City, County, State, and Federal laws prohibiting discrimination based on race, color, sex, religion, sexual orientation, national origin, citizenship, age, marital or veteran status, medical disability or handicap, political ideology, or other legally protected classifications.



Yes, I want to Support Blue Skies for Children!

Contact Name: _____
Business: _____
Mailing Address: _____
City, State, Zip: _____
Home/Bus. Phone: _____ Cell: _____
Email Address: _____

- A. ____ I am interested in Sponsoring-A-Child enrolled in the Little Wishes Enrichment Program on a MONTHLY basis at a cost of \$60/month.
- B. ____ I am interested in supporting Blue Skies for Children, to be used where most needed:
I wish to donate MONTHLY in the amount of: \$_____
- C. ____ I am interested in supporting Blue Skies for Children, to be used where most needed:
I wish to donate a ONE-TIME donation in the amount of: \$_____

To be Paid (*circle one*): Monthly \$_____ Quarterly \$_____ Annually \$_____

Payment Type (*circle one*): Check (Enclosed) Credit Debit

Card Type (*circle one*): Visa MasterCard Debit Card

Credit /Debit Number: _____ Exp. Date: ____ / ____

Name on Card: _____ V-Code: _____

I understand that I may notify Blues Skies to discontinue my monthly support at any time. I understand that if I pay by credit or debit that my payment will be processed on the 15th of each month.

Signature: _____

Print: _____ Date: _____



Photo, Video and Audio Release

General Photographic, Video and Audio Use Release

I, _____, hereby expressly authorize Blue Skies for Children, and/or its grantors, to use photographs, video and/or audio recordings in which I appear, for the purpose of describing or promoting the non-profit activities of Blue Skies for Children.

I understand that I may revoke this privilege at any time by submitting a request in writing, however, this revocation would not affect photographs, video or audio recordings previously used by Blue Skies in promotional endeavors. I understand there will be no compensation for damages for the distribution of a photograph, video or audio recording or other information used in marketing materials, or shared with a sponsor, or shared with a foundation or other grant organization.

Signature

Date

Confidentiality Policy

Policy

Blue Skies for Children requires that all staff and volunteers observe the rules of confidentiality to the extent required or permitted by law when sharing information about clients, staff, board members, volunteers or donors with individuals or groups outside the organization.

Practice

To the extent required or permitted employees and volunteers will not disclose any information about clients, other staff, volunteers, or donors that is gained as a result of their duties, regardless of the source of the information, without appropriate permission. Each individual is responsible for his or her actions and will exercise due care in performing services for BSFC.

Clients: To the extent required or permitted by law, BSFC protects clients' rights to written and oral confidentiality. Written records are kept locked after business hours. Unless otherwise required by law, staff working with BSFC will share information concerning these clients only with the written permission of their parent or guardian, except under the following circumstances:

- BSCF staff: In-house discussion of client needs is permitted.
- The DCFS staff who refers a child and family to Little Wishes, providers who offer lessons or other opportunities to children.
- Caretakers: Discussion of child's needs and progress is permitted.

Employees, Volunteers, Board Members, and Donors: Blue Skies for Children requires that confidentiality, to the extent required by law, be extended to all of its employees, board members, volunteers, donors or other funding sources. Dissemination of confidential information is prohibited except such information as is distributed in BSFC publications (i.e. newsletters, brochures). Confidentiality is extended to all sources of information including but not limited to computer databases, internal reports, and memos.

I have received a copy of the Confidentiality Policy and I accept responsibility for implementing it.

Signature

Printed Name

Date



Conflict of Interest Policy For Board of Directors

INTRODUCTION:

Blue Skies for Children encourages the participation of professional men and women who work with agencies and/or organizations that also work closely with our clients. We also seek Board members who work in legal and other professions that may interact with current or former clients and/or their families. As an agency, we seek to find a balance between the needs of our agency, the needs of our clients and the professional requirements of individual Board members.

As a Board member of Blue Skies for Children you should know that we frequently discuss confidential aspects of our programs and clients. As a member of our Board, you are expected to keep any information of this nature confidential and you will be asked to sign an agreement to that effect when you join the Board of Directors.

You may be asked to participate in financial decisions that include awarding contracts, purchasing property or equipment and/or procuring services. You may find that your personal or professional involvement with the candidates for Blue Skies for Children's business presents a conflict of interest as well.

We are mindful of our excellent reputation and therefore have drafted this policy to ensure the community's continued perception of our agency as one of high integrity.

POLICY:

No Board members will knowingly participate in discussion, and will recuse themselves from voting, on matters that may result in actual, potential or the appearance of a conflict of interest, impact their professional objectivity or result in a breach of client confidentiality.

Blue Skies for Children is not able to anticipate or fairly judge conflicts of this nature and therefore places the burden of determining potential personal, professional and/or financial conflicts on the individual member.

Financial Conflicts:

No Board member will knowingly participate in a Board decision from which they, or a member of their family, a close personal friend, or business associate, may derive, or appear to derive, personal, professional and/or financial benefit.

Financial benefit conflicts may include, but not be limited to the following:

- Awarding of contracts
- Procuring services
- Major equipment or property purchases
- Selection of vendors & service providers

Professional Conflicts:

Conflicts that may impact your professional objectivity are those that primarily arise during discussions involving Blue Skies for Children clients and incidents or programs.

These may include, but not be limited to the following:

Discussions regarding specific clients

Discussions regarding legal issues impacting clients or programs

PROCEDURES FOR DISCLOSING POTENTIAL, ACTUAL OR THE APPEARANCE OF A CONFLICT OF INTEREST:

Prior to a Meeting:

Review meeting agendas prior to the meetings and seek clarification, if needed, from the Board President, to determine whether an agenda item represents a potential conflict of interest.

During a Meeting:

Disclose the potential conflict, remove yourself from the meeting for the period of discussion and recuse you from voting on the matter.

Disclosure to the Board:

Potential conflicts of interest must be disclosed promptly during Board or Committee meetings. Such disclosures will also be forwarded to the Board President or the Executive Director.

Disclosure to the Employer:

Occasionally, it may be appropriate to disclose an actual or potential conflict to your employer. Blue Skies for Children assumes no role in this disclosure, but instead leaves such disclosure to the professional integrity of the individual Board member.

Role of Staff:

Paid and/or volunteer staff members who are aware of a potential, actual or perceived conflict of interest involving a Board member will refer such information to the Executive Director.

Role of the Board President & Executive Director:

When advised of an actual, potential or perceived conflict of interest, the President and/or Executive Director will bring the matter to the attention of the Executive Committee for their review. Executive Committee members who are involved in the conflict of interest will not participate in the discussion, unless necessary for informational purposes.

Role of the Executive Committee:

The Executive Committee will review potential conflicts and will decide whether an individual Board member should participate in discussion and/or decisions of the Board that pertain to the issue at hand. Decisions of the Executive Committee in this regard will be documented in the minutes of the next regular Board meeting.

Board Member Signature

Date



CHILD ABUSE PREVENTION PRACTICES

1. **Screening and selecting employees and volunteers:** ALL potential volunteers and employees will be carefully screened to minimize risk of perpetration. This screening process includes but is not limited to the following:
 - a. Interested individuals will submit an application in writing to the appropriate person (volunteer application or resume and cover letter)
 - b. Applications will be reviewed by a staff member
 - c. Potential candidates will attend an in-person interview and will be asked questions pertaining to their experience, interest in the position, and criminal background. Screening questions are set by management and are designed to draw out any potentially concerning beliefs or behaviors of an applicant.
 - d. Staff will explain our priority and dedication to child abuse prevention and child safety in the interview and reference the written policies and code of conduct.
 - e. Candidates will submit to a criminal background check with the WSP
 - f. Personal and professional references may be contacted and documentation of such references will be kept in the applicants file if selected.
2. Blue Skies for Children's Volunteer and **Staff Guidelines & Code of Conduct** outlines our practices and policies that are set to minimize risk. All staff and volunteers will receive a copy at orientation and will sign the form acknowledging their understanding.
3. **Monitoring behavior**
 - a. Any volunteer or staff person who has a concern about child abuse or child safety **MUST** promptly bring their concerns to the Program Supervisor and/or Executive Director.
 - b. We encourage volunteers and staff to ask questions about this policy or any child safety issue they have ideas or questions about.
 - c. Staff and volunteers are supervised in a variety of ways to maximize child safety. This includes formal supervision and evaluations, informal supervision such as regular and random observation, and maintains frequent contact with employees/volunteers.
 - d. Blue Skies for Children documents formal and informal evaluations with staff and volunteers
4. **Ensuring safe environments**
 - a. Blue Skies for Children uses the following methods to increase visibility and reduce opportunities for inappropriate conduct:
 - Ensure open visible spaces with no possible concealment
 - Clear lines of sight whenever possible
 - Secure areas not used for program purposes to prevent youth from being isolated (e.g., lock closets and storerooms)
 - "No closed door" policy
 - Bright lighting in all areas
 - b. Blue Skies for Children has written policies and a code of conduct which include:
 1. Adult/child ratios
 2. Responsibilities of supervision
 3. "Open door" and line of sight policies
 4. A "No Transportation" policy
 5. Reporting policies, both to supervisors and to CPS
 6. Record keeping of CPS reports

The designated **Point of Contact** for questions and concerns about these practices is the agency Executive Director. If an alternate is required, the Development Director is the designated Point of Contact. _____ initial

Child Safety and Abuse Prevention

Volunteer and Staff Guidelines & Code of Conduct Policy

When volunteering or working at Blue Skies for Children it is important to remember that our children are coming from a variety of different backgrounds, and the experiences they have had impact how they interact with those around them, including us.

The role of volunteers and staff is to accept and encourage children, while creating a healthy and safe environment for children to grow. The following are our policies which are designed to maximize child safety, prevent inappropriate behavior, and ensure children have positive experiences.

Code of Conduct

- 1. Be consistent when working with children.**
- 2. Keep it confidential.** Be careful not to use any identifying information when talking about your volunteerism outside of Blue Skies for Children. Do not initiate contact with clients or past clients if you see them in public. It is okay to return their acknowledgement of you.
- 3. Respect personal space.** We encourage children to respect the personal space of adults and other children. In turn, we will respect the personal space of the children.
- 4. Treat every child the same.** It is important to not have favorites or give one child special treatment over another.
- 5. Listen.** This is critical when it comes to building trust.
- 6. Be a support.**
- 7. Communicate.** If you have questions, about these policies or any practice of Blue Skies for Children please talk to a Program Coordinator. We value your input!

Child Safety and Abuse Prevention Policies

1. Staff members and volunteers are not permitted to be alone with children one-on-one at any time.
2. Any volunteer or staff person who has a concern about child abuse or child safety **MUST** promptly bring their concerns to the Program Supervisor and/or Executive Director.
3. We encourage volunteers and staff to ask questions about this policy or any child safety issue they have ideas or questions about.
4. Providing Transportation to Children- Blue Skies for Children staff or volunteers are not authorized to transport clients/families we serve. Blue Skies for Children is not responsible for providing transportation to anyone at any time.
5. Blue Skies for Children volunteers and staff are Mandatory Reports of child abuse and neglect. Any and all instances of abuse by any adult will be reported to CPS in accordance with the law. Any staff or volunteer who believes that child abuse or neglect has occurred shall report the details to their supervisor immediately. It is the responsibility of that volunteer or staff person to make a report to the CPS intake line once speaking with their supervisor and within 48 hours. The person making the report must complete a CPS Report Form and turn it in to their supervisor that same day. Blue Skies for Children maintains these forms for our records for 7 years. It is not the responsibility of individual volunteers, staff, or the agency as a body to investigate allegations of abuse.

Additional Expectations:

- Maintain appropriate boundaries with clients and children. Your relationship with the families here is professional and it is not appropriate to develop or encourage a personal relationship with the children or their parents.
- DO NOT give out your phone number to clients.
- **Be prepared and follow through.** If you are participating in a Blue Skies for Children sponsored event or program, we ask that you arrive at least 10 minutes prior to the start your volunteer time to familiarize yourself with the agenda. We also ask that you stay to assist with clean up and documentation for a few minutes after group.

By signing below I acknowledge that I have read and understand the **Volunteer and Staff Guidelines & Code of Conduct.**

Volunteer/Staff Signature

Date

Signature of Staff Member

Date

WHISTLEBLOWER POLICY & PROCEDURE

Members of the board of directors, officers, and employees are expected to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. This policy applies when employees suspect fraudulent or dishonest acts or gross misconduct by directors, officers, staff, volunteers, or others associated with Blue Skies for Children.

POLICY STATEMENTS:

- Employees and/or individuals associated with the agency are responsible for reporting and encouraged to report possible fraudulent or dishonest acts or gross misconduct.
- Blue Skies for Children will investigate possible fraudulent or dishonest acts or gross misconduct.
- Anyone found to have engaged in fraudulent or dishonest acts or gross misconduct will be subject to disciplinary action including termination and civil or criminal prosecution when warranted.
- Blue Skies for Children will exercise due diligence to protect whistleblowers from retaliation.
- Directors and officers of Blue Skies for Children are responsible for maintaining a system of management controls which detect and deter fraudulent or dishonest acts and gross misconduct.

DEFINITIONS:

1. Baseless Allegations: Allegations made with reckless disregard for their truth or that are known to be false. People making such allegations may be subject to disciplinary action and/or legal claims by individuals accused of such conduct.
2. Whistleblower Compliance Officer: Representative responsible for investigating or coordinating the investigation of complaints under this policy. At Blue Skies for Children, this will be the Executive Director.
3. Fraudulent or Dishonest Conduct: A deliberate act or failure to act with the intention of obtaining an unauthorized benefit. Examples include, but are not limited to:
 - Forgery or alteration of documents;
 - Unauthorized alteration or manipulation of computer files;
 - Fraudulent financial reporting;
 - Pursuit of a benefit or advantage in violation of Blue Skies for Children's conflict of interest policy;
 - Misappropriation or misuse of agency resources, such as funds, supplies, or other assets.
 - Authorizing or receiving compensation for goods not received or services not performed.
4. Gross Misconduct: Illegal or dangerous acts committed in the workplace, and acts that may not be illegal, but are intentional, wanton, willful, deliberate, reckless, or in deliberate indifference to an

employer's interest. In some instances, acts that occur away from the workplace may qualify as gross misconduct. Examples include, but are not limited to, acts of violence and sexual harassment.

5. Whistleblower: An employee who informs a manager, supervisor, or the whistleblower compliance officer about an activity which that person believes to be fraudulent, dishonest, or to be gross misconduct.

PROCEDURES: When an individual suspects fraudulent or dishonest acts or gross misconduct, the reporting individual:

1. Reports fraudulent or dishonest acts or gross misconduct to the whistleblower compliance officer. If the report is about the whistleblower compliance officer, reporting individual reports to the President of the Board who will then proceed with the following steps in the role of whistleblower compliance officers.
2. Does not contact the person suspected to investigate the matter on their own or demand restitution.
3. Does not discuss the case with anyone other than the whistleblower compliance officers or duly authorized law enforcement officer.

Whistleblower Compliance Officer:

1. Records the reporting individual's complaint.
2. Asks the reporting individual questions as needed to clarify allegations.
3. Asks the reporting individual if there are any witnesses or documentation that supports the allegation.
4. Reviews the whistleblower policy with the reporting individual.
5. Schedules a meeting with the Executive Committee to discuss the complaint and develop a plan for investigation.

Executive Director and Executive Board Committee:

1. Discuss the allegations.
2. Develop a plan for investigation that may include the services of a third party investigator.
3. Contact attorney if deemed appropriate.

Whistleblower Compliance Officer:

1. Investigates the allegations per the plan, taking reasonable care to avoid baseless allegations, avoid premature notice to persons suspected of misconduct, avoid disclosure of suspected misconduct to others not involved with the investigation, and avoid violations of a person's rights under the law.

2. Prepares a summary of the investigation. If a third party investigator was chosen, assists the third party investigator with coordinating the investigation.

3. Schedules a meeting with the Executive Committee to discuss the results of the investigation.

Executive Committee and/or Executive Director and attorney if deemed appropriate:

1. Review the Investigation.

2. Summarize the findings.

3. Present findings to the suspected person.

4. Notify reporting individual of the results, releasing only information that Blue Skies for Children is able to release.

5. Direct any inquiries from an attorney retained by the suspected person to the Blue Skies for Children attorney.

6. Direct any inquiries from the media to the Executive Director.

Signature

Date

Non-discrimination Statement and Policy

Blue Skies for Children does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers, vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Blue Skies for Children is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions and other conditions of employment against any employee or job applicant on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

WASHINGTON STATE PATROL

Identification and Criminal History Section

PO Box 42633

Olympia WA 98504-2633

(360) 534-2000

<https://watch.wsp.wa.gov>



REQUEST FOR CONVICTION CRIMINAL HISTORY RECORD (RCW 10.97)

INSTRUCTIONS: PLEASE COMPLETE THIS FORM WHEN REQUESTING **CONVICTION** CRIMINAL HISTORY RECORD INFORMATION FROM THE IDENTIFICATION AND CRIMINAL HISTORY SECTION. MAIL REQUEST TO ADDRESS NOTED ABOVE WITH \$17.00 CHECK OR MONEY ORDER OR COME TO OUR OFFICE AT 3000 PACIFIC AVENUE, OLYMPIA, WA. **NOTE: IT MAY TAKE 7 TO 14 BUSINESS DAYS FOR RESPONSE WHEN MAILED. FOR AN IMMEDIATE RESPONSE, ACCESS OUR WEB SITE LISTED ABOVE TO CONDUCT YOUR CRIMINAL HISTORY REQUEST FOR \$10.00 USING A CREDIT CARD.**

NOTARIZED LETTERS ARE AN ADDITIONAL \$5.00 PER NOTARY SEAL _____ Notarized Letter(s)
(available by mail only)

NOTE: The requested record information is furnished solely on the basis of name and/or description similarity with the subject of your inquiry. Positive identification or non-identification can only be effected upon receipt of fingerprints. Applicant may be advised of inquiry.

A SUBJECT INFORMATION: (Please type or print clearly)

Applicant's Name: _____
Last First Middle

Alias/Maiden Name: _____

Date of Birth: _____ Sex: _____ Race: _____
Month/Day/Year

Signature: _____

B REQUESTOR INFORMATION: (Please type or print clearly)

DATE: ____/____/____ (print) Name/Title of Requestor Requestor's Signature
Mo. Day Yr.

Receive background results electronically

Phone No. (____) _____

Email address _____

Password (must be at least 8 characters)

REQUESTOR'S ADDRESS: (type or print clearly)

Right Thumb Print (Optional)

Name _____

Address _____

City State ZIP Code _____



Board Member Responsibilities and Requirements

MEETINGS:

- Support the board in carrying out its fiduciary responsibilities such as reviewing the organization's financial statements, attending the annual visioning, etc.
- Consistently attend board meetings. Members agree to commit to attending the Annual Meeting and all Board Retreats and are expected to attend at least 10 of the regularly scheduled monthly board meetings. Members may be excused from a meeting with at least 24 hours' notice provided to the Board President and Executive Director.

ORGANIZATION:

- Understand the organization's mission, policies, and programs and inform others about Blue Skies for Children.
- Support the Executive Director as needed.
- Solicit and recommend nominees for the board who can significantly contribute to the work of the board and the organization.
- Follow conflict of interest and confidentiality policies.
- Report monthly volunteer hours to the office.

EVENTS & FUNDRAISING:

- Attend organizational functions and special events.
- Responsible for ensuring the board meets their annual fundraising goal.
- Participate in at least one committee per calendar year (in addition to supporting fundraising activities)
- Actively solicit contributions and sponsorships throughout the year.
- Volunteer as needed in support of organizational and third-party events.
- Attend fundraising events and be responsible for cultivating attendance at these events.
- Solicit live and silent auction items, raffle items and sponsorships as needed for events.

FINANCIAL:

- Make a monthly or annual monetary contribution to Blue Skies for Children as finances allow.

2024 BOARD OF DIRECTORS

NAME AND TITLE	AFFILIATION	ADDRESS	CELL	EMAIL	DOB	DATE ON BOARD	PARTNER
Jamie Smeall President	Avenue Bread + Deli HR Director	2691 Mt. Baker Hwy Bellingham, WA 98226	360.746.9342	jsmeall.bsfc@gmail.com	10.29	01.2020	Kevin
Mathew Roth Vice President/ Treasurer	Retired Chuckanut Bay Foods	1731 Eagleridge Dr Bellingham, WA 98226	360.201.4029	matthewhroth@gmail.com	04.09	10.2022	Julianna
Jessica Raymond Secretary	Bellingham Public Schools, School Counselor	2529 Lincoln St Bellingham, WA 98225	360.441.7405	Jessicaraymond.msw@gmail.com	04.04	03.2019	Tim
Gladys Hyatt Director	Moss Adams, LLP Partner, Retired	223 E. Bakerview Rd Bellingham, 98225	360.319.3428	gladysih@comcast.net	11.24	08.2002	N/A
Marissa Sena- Sheley Director	Cascade Asia Advisors, HR/Owner	712 Mapleridge Drive Everson, WA 98247	503.999.9209	Marissa.d.sena@gmail.com	12.20	05.2023	Brian
Andrew Evans	Apple Yarns, Co-Owner	3027 Silvern Ln Bellingham, WA 98226	360.319.9960	andrew@appleyarns.com	08.11	01.2024	Andrea

AMENDED BYLAWS BLUE SKIES FOR CHILDREN

ARTICLE I

NAME AND PURPOSE

- (1) The name of this corporation is Blue Skies for Children, incorporated as a private non-profit corporation under the laws of the State of Washington, and as such a Section 501(c)(3) corporation under the Internal Revenue Service Code.
- (2) The purpose of this Corporation is to raise hope and self-esteem by sponsoring enrichment activities and other essentials for homeless, foster, and low-income children in Whatcom and Skagit Counties.

ARTICLE II

BOARD OF DIRECTORS

- (1) Numbers and Powers: The management of all the affairs, property, and interest of the Corporation shall be vested in a Board of Directors, consisting of at least seven (7) and no more than twenty-five (25) persons, who shall hold such office until resignation, removal by majority vote of the other directors, or until the annual election of directors and until their successors are elected and qualified. In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise, in good faith, all such powers of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and do all such lawful acts as are allowed by Washington law.
- (2) Terms: Directors shall serve for a minimum two-year terms. Board members shall serve from appointment until the second annual election following appointment. Board terms shall be staggered so that no more than half (1/2) of the positions will expire each year.
- (3) Application Process: Board of director applicants shall complete a Board Member Application Form which shall be signed by a sponsoring board member or the executive director. Such application shall be presented to the Board of Directors at the next regular meeting for approval.
- (4) Vacancies: All vacancies on the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining directors through less than a quorum of the Board of Directors. A director so appointed to fill any vacancy shall hold office until resignation, removal by majority vote of the directors, or until the annual election of directors.

(5) Change of Number: The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

(6) Removal of Directors: A director may be removed at any time, with or without causes, by a majority vote (51%) of the other directors, at any annual or regular meeting of the Board of Directors.

The absence of a member of the Board of Directors at three (3) regular meetings within any twelve (12) month period, without prior notification, shall result in notification of potential removal from the Board. The fourth (4) absence within any twelve (12) month period will result in removal of the member from the Board. Any member whose position is vacated by operation of this section shall receive written notice and may request reinstatement no later than the next scheduled board meeting. Reinstatement shall be accomplished by majority vote.

(7) Annual Meeting Time: The annual meeting of the Board of Directors for the transaction of such business as may properly come before the meeting, shall be held during January.

(8) Annual Meeting – Order of Business: At the annual meeting of directors, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing waiver)
- (c) Reading of minutes of last annual meeting
- (d) Reports of officers
- (e) Review of Bylaws
- (f) Announcement of Board of Directors
- (g) Miscellaneous business

(9) Notice: Notice of the time, the place, and the agenda of the annual meetings of the Board of Directors, stating the date, time, and place thereof, shall be given at least ten (10) days prior to the date of the meeting.

(10) Regular Meetings: The Board of Directors shall hold regular monthly meetings and shall hold such special meetings, as the Executive Committee shall deem necessary for the competent management of the affairs of the Corporation.

(11) Quorum: Each member of the Board of Directors shall possess one (1) vote in matters coming before the Board. All voting at meetings of the Board shall be by each member in person and voting by proxy shall be allowed. At all meetings of the Board, 51% of the members shall constitute a quorum, unless otherwise specified in the Bylaws. All business shall be conducted by a simple majority of the quorum unless otherwise specified in the Bylaws.

(12) Remuneration: The Corporation shall not pay or provide compensation to Board Members for their work on the Board's behalf such as preparing for and attending meetings ("Board Member Tasks"). That said, the Corporation may employ and compensate a Board Member for performing work for the Corporation that are non-Board Tasks subject to the Board's approval.

(13) Loans: The Corporation shall not loan money or credit to its directors, volunteers, or paid staff.

(14) Action of Directors by Communications: Directors may participate in a meeting of directors by means of a conference telephone or similar telecommunications equipment by means of which all persons can participate.

(15) Bank Accounts: The Corporation shall maintain such bank accounts as are necessary to conduct the financial affairs of the Organization. Two executive board members shall each be authorized signors on such accounts as are deemed necessary. The Executive Director shall be authorized to sign checks up to \$2,500 and payroll checks with the exception of payroll checks issued to the Executive Director. Checks shall require one signature. The treasurer shall have the authority to open new accounts to facilitate the financial affairs.

ARTICLE III

OFFICERS

(1) Designations: The officers of the Corporation shall consist of a President, one or more Vice President(s), a Secretary, and a Treasurer. The Board of Directors shall elect officers at the November meeting. Such officers shall serve a minimum of two years.

President: The President of the Board of Directors shall oversee all activities of the Corporation, execute all instruments in its behalf, preside at all meetings of the Board of Directors, call such meetings as shall be deemed necessary, serve as an ad hoc member of all committees of the Board and perform such other duties usually inherent in such office. The president shall have served a minimum of two years on the Board of Directors.

Vice-Presidents: A Vice-President of the Board of Directors shall act for the President in his/her absence and perform such other acts as the President or the Board of Directors may direct.

Secretary: It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the Corporation, serve as President in the absence of the President and Vice-President.

Treasurer: The Treasurer shall present the Corporation's monthly financial statements to the Board of Directors at the monthly meetings. The Treasurer shall present the Corporation's annual financial statement to the Board at the annual meeting. The Treasurer shall take reasonable steps to confirm that the Corporation prepared and submitted timely payroll tax returns, the annual IRS tax form 990, and any other tax forms as required. The Treasurer shall serve as chairperson of the Budget committee. The Board envisions that Corporation employees and outside professionals will prepare the statements and tax forms referenced in this paragraph.

Past President: Upon election, the prior year president will serve a one-year term on the executive committee.

(2) Standards of Conduct for Board of Directors: An officer with discretionary authority shall discharge such officer's duties under that authority.

- (a) In good faith;
- (b) With the care an ordinary prudent person in a like position would exercise under similar circumstances;
- (c) In a manner the officer reasonably believes to be in the best interest of the Corporation; and
- (d) Signed confidentiality statement.

(3) Executive Committee: The officers of the Board of Directors shall serve as the executive committee. The executive committee shall meet quarterly or as scheduled by the president and executive director. The Corporation executive director shall serve as an ad hoc member of the executive committee.

ARTICLE IV

COMMITTEES

The Board of Directors may designate and appoint the necessary committees to carry out the activities of the Corporation. Each committee shall consist of two or more directors and volunteers as appropriate. Each committee shall have and exercise the authority designated by the bylaws or the Board of Directors by motion.

ARTICLE V

BOOKS AND RECORDS

The Corporation shall keep at its registered office, its principal office in this state, or its secretary's offices if in this state, the following:

- (a) Current Articles and Bylaws
- (b) Correct and adequate records of accounts and finances
- (c) A record of officers' and directors' names and addresses
- (d) Minutes of the proceedings of the Board of Directors, and any minutes which may be maintained by committees of the Board of Directors. Records may be written, or electronic if capable of being converted to writing.

ARTICLE VI

MARKETING

The Corporation shall maintain control and use of the Blue Skies name and logo.

ARTICLE VII

AMENDMENTS

(1) The Board of Directors shall have the power to make, alter, amend, or repeal the bylaws of the Corporation by a two-thirds (2/3) vote of the entire board at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting. Said notice shall include the substance of the proposed amendment and the date of the meeting at which the amendment is to be voted upon. Amendments shall take effect immediately and shall be prospective in application.

(2) Any amendments, alterations, changes, additions, or deletions from these bylaws, made by the members of the Board of Directors, shall be consistent with the laws of this state which define, limit, or regulate the powers of this Corporation or the directors of this Corporation.

ARTICLE VIII

ADOPTION OF BYLAWS

Adopted by the Board of Directors: _____

Amended by the Board of Directors _____

Jamie Smeall, President