

Northwest Regional Education Service District Foundation

Virtual Regular Board Meeting

3:30-5 p.m., April 25, 2022

[Register in advance for this Zoom meeting.](#)

Note: After registering, you will receive a confirmation email containing information about joining the meeting

Regular Meeting Agenda

Welcome

1. Call to order Karen Foley

Discussion and Action

1. [Approve Jan. 19, 2022 Minutes](#) Karen Foley
2. Elections (President, President Elect, Secretary, Treasurer) Karen Foley
3. Board of directors replacement discussion Karen Foley
4. Review 2022 Fundraising Gala Karen Foley
 - a. Decision vote for 2023 All
5. Day and Time for 2022-23 Board meetings - vote Karen Foley
6. Treasurer's Report Yuen Chin
7. ESD Board Report Christine Riley
8. [Bylaws - Changes/Edits - vote](#) Joe Christy
9. [Diverse Educator Scholarships](#) Tracey Goldner
10. Request for volunteers to review the mission Karen Foley
11. Foundation Updates Tracey Goldner
 - a. Grant finalists and total dollars awarded

GOOD OF THE ORDER

CLOSING

Additional resources

- [Read the latest news from Northwest Regional ESD](#)

Northwest Regional Education Service District Foundation

Virtual Regular Board Meeting

4:30-5:30 p.m., Jan. 19, 2022

[Register in advance for this Zoom meeting.](#)

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Regular Meeting Agenda

Welcome

1. Call to order Karen Foley

Discussion and Action

1. Approve [Nov. 3, 2021 Meeting Minutes](#) Karen Foley
2. Superintendent Update Dan Goldman
3. Treasurer's Report Yuen Chin
4. Bylaws Karen Foley
5. Update about Fundraising Gala Karen Foley and Tracey Goldner

Closing

2. Good of the order

Additional resources

- [Read the latest news from Northwest Regional ESD](#)

Regular Meeting Minutes

January 19, 2022

In Attendance:

Tracey Goldner
Andi Miller
Joe Christy
Karen Foley
Stephen Petruzelli
Jeffrey Condit
Christine Riley
Janet Bucio
Yuen Chin
Katie Riley
Dan Goldman

Absentees:

Nancy Ford

Welcome and Call to order: 4:35pm

Karen asks for a motion to approve the minutes from November 3, 2021 Regular Foundation meeting.

Joe Christy moves to approve the minutes from November 3rd.

Jeff Condit seconds the motion.

The minutes of the previous meeting were unanimously approved.

Motion carried.

Treasurer's report

Yuen states the foundation budget is in good standing. In his report it shows the \$10,000 donation from the ESD and it shows that the foundation paid for the playground for Columbia Academy.

A question that came up from a board member: What are we starting with for the mini grants?

Yuen stated that there is \$12,000- \$14,000 available for mini grants.

ByLaws

Karen shares that The Foundation's current bylaws are outdated and will need to be reviewed and updated. She asks if someone is willing to make a motion on this issue.

Joe Christy motions to suspend the bylaws, given the circumstances, until they have been reviewed.

Jeffery Condit seconds the motion.

The board makes a general consensus to suspend the bylaws, until they have been reviewed.

Motion Carried.

Superintendent's Report

Dan shares that the pandemic is taking a toll on NWRES D programs. There are a lot of program closures for the safety of NWRES D Staff. An issue the ESD is currently facing is that they are working on filling 80 open positions; it has been difficult to find applicants. Dan shares that they are using their federal funds to reinforce staffing and staff retention and recruitment.

Dan asks if the Foundation does a campaign or PR deduct that allows staff to donate to the Foundation.

Tracey states that the information is included in the onboarding materials for new staff and it is posted on the website, but there is no current campaign.

Karen asks if the Foundations has permission to personally invite the principals to the gala.

Dan says it would be okay to invite principals of our own agency such as: Levi Anderson, BECC, HECC, etc.

Gala Planning Discussion

Tracey presents the invitation graphic she created and explains that, that is the way to register for the gala and it is a simple and easy process.

Karens does a general overview of the program created for the gala.

Pictures of the board will be placed on the slide and Karen will be doing the introductions.

Topics that came up for discussion were:

- People can put the amount that they are donating in the chat and then a link can be sent to them to access the donation website.
 - A specific slide will need to be created that explains the process and a 'HOW TO'
- Making a quick announcement that the silent auction is ending and reminding people to make any bids.

The board makes a general consensus to keep the program as is and continue with current plans.

Slideshow

Tracey will create a template for everyone to use so ensure that everyone's slides look the same.

Katie suggests creating a slide that thanks volunteers and sponsor's. She also suggests leaving out an agenda or program from the slide and keeping it as an internal document. Although it would be a good idea to share with the speakers.

Karen gives kudos to Joe and Nancy. They are working with the speakers for the gala and doing a great job.

Karen shares that she would like to have "From 2006 to 2022; for 15 years we have been funding things" shared somewhere in the event/slideshow.

Topics that came up for discussion are:

- Tracey needs bios and headshots for Maria and Ari and their permission to include that in the slideshow.
 - Jeff shared some bios on them and will work on obtaining the head shots. Both speakers will be creating a pre taping video of their talk and will need someone to help with that.

- Katie suggests Juan Carlos Gonzalez works with Centro Cultural and he can assist Maria with taping her video.
- Should we have Lisa Bates speak live to have one live speaker?
 - ***The board makes a general consensus to have Lisa Bates speak live on the day of the event.***
- Should we have pictures of the kids working in the garden while Lisa speaks live?
 - ***The board makes a general consensus to have a slideshow running while Lisa speaks.***
 - Jeff states that is something that can be done with REMO

Invitations

Tracey and Janet are working on the list of donors to send physical invitations through the mail, however if the board has any additional people to add or perhaps people with emails, send the list to Tracey or Janet to include in the already existing lists.

Invitations will be mailed sometime in the next 2 weeks, giving notice about a month before the event.

Tracey is working on creating an information landing page on nwresd.org/foundation that includes information for the gala and how to go about registering.

Silent Auction

Andi is working with about 12 auction items and working on the donation form. She will send that out to the board as soon as it becomes available. Andi asks if the board would like to take pictures of their items to put online and then send them to Tracey and Janet since they will be putting the items up on the auction website. Andi will work with Yuen and Janet (Yuen's wife) to figure out a way to present the gift cards (Katie suggests using the company logo).

Karen asks how many days should the auction be available?

The board makes a general consensus to have the auction open for 3-5 days. Andi will make the final decision after reviewing some things.

February Schedule

Feb. 2nd - event update. The Board is to send Karen any updates through email.

Feb. 16th - Grant committee meeting. To review the grant process - Virtual meeting at 4:30pm.

Feb. 17th - Dress Rehearsal for the Board - Virtual meeting at 2pm

Feb. 23rd - Speaker Rehearsal - Only those that are doing live will be attending this rehearsal.

(If someone is not involved in the program, they don't need to attend. If someone does have questions how it will run, you are welcome to attend.) *Time is still to be determined.*

The board asks if the google invitations to these dates can be forwarded to them again in order to place them on their calendars.

Paddle Raise

Andi asks if there is a way for folks to contribute in advance to the paddle raise?

Katie suggested doing it through eventbrite, donate button, or with a check and not have it announced until the paddle raise.

Jeff and Tracey will find a way to create a way for people to donate for the paddle raise.

NEXT STEPS:

- Tracey create slideshow templates
- Tracey send out google invites to the February dates
- Tracey create a informational landing page on the NWRESD website
- Jeff and Tracey find a way to allow people to donate for the paddle raise
- Joe obtain headshots of Maria and Ari and get their permission to use on the slideshow
- Jeff talk with Drew to see how we can have a slideshow running during a Live speaker
- Janet create donation form as a fillable pdf form
- Andi send donation form out to the Board
- Each Board member take a picture of the item they are donating and send it to Andi, Tracey, and Janet
- The Board sends any additional names and addresses of people they would like to send physical invitations of the event to. Send to Tracey and Janet.

Good of the order- 5:53pm

Adopted: 7/13/2006
Revised: 3/13/2008, 7/15/2008,
6/16/2009, 8/19/2013, 4/25/2022

Adopted: 07/13/2006 Revised: 03/13/2008, 07/15/2008 06/16/2009, 08/19/2013
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BYLAWS
OF
NORTHWEST REGIONAL ESD FOUNDATION

SECTION 1
NAME

The name of the Corporation is Northwest Regional ESD Foundation,
an Oregon nonprofit corporation.

SECTION 2
PURPOSE AND POWERS

2.1 Purpose. The Corporation is organized and shall be operated exclusively (1) for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and (2) for the benefit of Northwest Regional Educational Service District (the “District”) and the public school students served by the District in Clatsop, Columbia, Tillamook, and Washington Counties, Oregon. In furtherance thereof, the Corporation shall support educational programs that serve youths from birth to age 21, with a preference for underprivileged and disabled youths.

2.2 Powers. Subject to the foregoing purposes and the requirements of Internal Revenue Code section 501(c)(3), the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

SECTION 3
DIRECTORS

3.1 Powers. The board of directors shall manage the business and affairs of the Corporation and exercise or direct the exercise of all corporate powers.

3.2 Number. The number of directors may vary between a minimum of three and a maximum of 25, the exact number to be fixed from time to time by resolution of the board of directors.

3.3 Appointment. ~~The District~~ **The Northwest Regional ESD Board of Directors** shall be entitled to appoint one **foundation liaison position-director**, exercisable by written instrument delivered to the President or Secretary. The ESD Liaison position is ex-officio by virtue of being an ESD Board member. This is a non-voting position. New Board directors may be appointed at any time. This Section may be amended or repealed only with the advance written consent of the District.

3.4 Election and Term of Office. Except as provided in Section 3.3, Directors shall be elected at the annual meeting of the board of directors by a majority vote of the directors then in office. Directors shall serve until the next annual meeting of the board of directors, or until their successors have been elected and take office, and may be elected for successive terms. A director

who leaves the board of directors at the expiration of his or her term may be reelected after the expiration of one year.

3.5 Removal. The District may remove its appointed director, with or without cause, by a written instrument delivered to the director being removed, with a copy to the President or Secretary. Other directors may be removed, with or without cause, by the affirmative vote of a majority of all the directors then in office, at any meeting of the board of directors. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the director or directors involved.

3.6 Vacancies. Any vacancy occurring in the board of directors for any reason, including a vacancy resulting from an increase in the number of directors, shall be filled in the same manner provided in Sections 3.3 and 3.4 for appointment or election of directors to the applicable position.

3.7 Resignation. Any director may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective on receipt unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary.

3.8 Compensation. Directors shall serve without compensation for their services. A director may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the board of directors.

3.9 Annual Meetings. The annual meeting of the board of directors shall be held at a date, time, and place determined by the board of directors.

3.10 Regular Meetings. The board of directors may from time to time establish monthly or other regular meetings of the board, the specific date, time, and place to be determined by the President.

3.11 Special Meetings. Special meetings of the board of directors may be called by the President or any two directors.

3.12 Notice of Meetings. Written notice of the annual meeting of the board of directors shall be given at least 30 days before the meeting, written notice of a regular meeting shall be given at least ten days before the meeting, and written or oral notice of a special meeting shall be given at least 48 hours before the meeting. The notice shall in each case specify the date, time, and place of the meeting, and notice shall be sufficient if actually received at the required time or if mailed **or emailed** not less than five days before the required time. Mailed notices shall be directed to the director's address shown on the corporate records or to the director's actual address ascertained by the person giving notice **or to the email address provided by the director**. Oral notice may be delivered in person or by telephone. **Email notice is acceptable**. Except as otherwise required by law, the Articles of Incorporation, or these bylaws, neither the business to be transacted at nor the purpose of any meeting of the board of directors need be specified in the notice.

3.13 Waiver of Notice. Whenever any notice is required to be given to any director, a waiver thereof in writing **or by email**, signed by the director entitled to such notice, whether before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice.

Furthermore, the attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.14 Action Without a Meeting. Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors entitled to vote on the matter **or acknowledged via email**. The action shall be effective on the date when the last signature **or emailed acceptance** is placed on the consent.

3.15 Meeting by Electronic Conference. The board of directors may hold a meeting by conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

3.16 Quorum; Majority Vote. A majority of the number of directors in office at the time of a meeting of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. A minority of the directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

3.17 Advisory Board. The board of directors may appoint individuals to an "advisory board" to serve at the pleasure of the board of directors. Members of the advisory board shall be entitled to receive notice of all regular and annual meetings of the board of directors, to attend and speak at such meetings, and to receive copies of the minutes thereof, but shall not be entitled to vote and shall not be considered directors of the Corporation for purposes of Section 3.2.

3.18 Vote by Email. The board of directors may vote by email following the rules for Quorum; Majority Vote outlined in Item 3.16. An e-mail containing the full text of the resolution to be voted on will be sent to all board members in good standing. Each director will be asked to specifically respond and sign electronically within a stated time frame.

SECTION 4 OFFICERS

4.1 Designation. The officers of the Corporation shall be President, President-Elect, Past President, Secretary, and Treasurer. Such other officers as may be deemed necessary may be elected by the board of directors and shall have such powers and duties as may be prescribed by the board. The same individual may hold two or more offices.

4.2 Qualification. An officer must be a member of the board of directors.

4.3 Election and Term of Office. The officers of the Corporation shall be elected by the board of directors to serve a two-year term beginning July 1, and ending June 30. Each officer shall hold office until the officer's resignation, death, or removal.

4.4 Resignation. An officer may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time. The board of directors may reject any postdated resignation by notice in writing or email to the resigning officer.

4.5 Removal. The board of directors may remove any officer, with or without cause, by the affirmative vote of a majority of the directors then in office, at any meeting of the board of directors. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer shall not of itself create contract rights.

4.6 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the board of directors for the unexpired portion of the term.

4.7 Compensation. Officers shall serve without compensation for their services. An officer may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the board of directors.

4.8 President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and affairs of the Corporation. The President shall preside at all meetings of the board of directors and shall with the Secretary execute on behalf of the Corporation all contracts, agreements, and other instruments. The President shall have the general powers and management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors. The President shall also be the chair of the Executive Committee, if the Executive Committee is created, and a nonvoting ex officio member of any other committee.

4.9 Past President. When a new President assumes office, the retiring President shall become the immediate Past President and as such shall serve as a member of the Executive Committee for a period of two years. During those two years, the immediate Past President shall also perform the duties of the President in the absence of the President or President-elect.

4.10 President-elect. In the absence or disability of the President, the President-elect shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. The President-Elect assumes the role of president at the end of a two-year President-elect term. Works closely with the president to coordinate the work of the Foundation in order to assume leadership and provide continuity in transition to President. Functions as a member of the Executive Committee for rapid decision-making.

4.11 Secretary. The Secretary shall prepare and keep (or cause to be prepared and kept) the minutes of all meetings of the board of directors and any committees of the board of directors and shall have custody of the minute books and other records pertaining to corporate business. The Secretary shall give or cause to be given such notice of the meetings of the board of directors as is required by the bylaws. The Secretary shall be responsible for authenticating resolutions and other records of the corporation and shall countersign on behalf of the corporation all contracts, agreements, and other instruments. The Secretary shall perform such other duties as may be prescribed by the board of directors. Functions as a member of the Executive Committee for rapid decision-making

4.12 Treasurer. The Treasurer shall also be the chief financial and accounting officer of the Corporation and shall supervise and monitor the finances of the Corporation. The Treasurer shall (a) cause to be kept correct and complete records of account showing the financial condition of the Corporation, (b) be legal custodian of all moneys, notes, securities, and other valuables that may come into the possession of the Corporation, (c) cause all funds of the Corporation to be deposited in depositories that the board of directors may designate, (d) pay funds out only on the check of the Corporation signed in the manner **or authorize bill payment or fund transfer through the foundation's financial institution**: The Treasurer will be jointly responsible with the Past President for signing all checks. The President will be added to the bank account and available as a third signer only if the President and Treasurer work for the same organization, and/or a check requires immediate execution and one of the other two signers will be unavailable for a period of five days. (e) present to the board of directors regular statements of the Corporation's financial position and cash flows, (f) ensure that the Corporation files all necessary tax returns, and (g) maintain the record of all gifts, grants, contributions, gross receipts from admissions, sales of merchandise, performance of services, or furnishing of facilities, in an activity that is not an unrelated trade or business, and the sources of all the foregoing funds. Functions as a member of the Executive Committee for rapid decision-making

SECTION 5 COMMITTEES

5.1 Creation. The board of directors may, by resolution adopted by a majority of the directors then in office, designate and appoint an Executive Committee and such other committees, such as an Investment Committee, a Governance Committee, a Finance and Audit Committee, a Development Committee, and a Grants Committee, as may be determined appropriate.

5.2 Authority. Each committee appointed by the board of directors shall have and may exercise such powers and authority as may be conferred by the board of directors, but no committee shall in any event have the power or authority to (a) amend, alter, or repeal these bylaws or the Articles of Incorporation, (b) elect, appoint, or remove any director or officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the Corporation's assets, or (d) authorize any distribution of the assets of the Corporation. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed by law. The board of directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge the Executive Committee and any other committee.

5.3 Executive Committee – The committee shall consist of the officers of the Foundation and shall make routine decisions in between ~~Board of Trustees~~ **Board of Directors** meetings. In addition, the Executive Committee shall monitor the fulfillment of the Foundation mission and vision, review and make recommendations for bylaw changes, and nominate new Board members for Board approval.

5.4 Nominating Committee – The committee identifies potential candidates for officer positions and encourages them to consider running for election. Because of the perceived conflict of interest, Nominating Committee members may not be named to the slate of nominees while serving on the committee.

5.5 Board Recruitment and Retention Committee – The committee identifies and recommends prospective board members to the President and Executive Committee, within the guidelines established by the Board of Trustees and the Foundation Bylaws.

5.6 Development Committee – The committee shall recommend fundraising strategies and an annual fundraising plan, within the guidelines established by the Board of Trustees for the board's approval. Fundraising strategies may include, but are not limited to: corporate giving, individual giving, staff giving, and fund-raising events. The committee shall also assist in the identification and introduction of potential major donors, and recruit volunteers to coordinate Foundation fundraising events..

5.7 Finance, Investment, and Audit Committee – The committee shall review quarterly financial statements, recommend approval of the annual budget, recommend and implement investment policies, recommend and oversee the investments of the Foundation, recommend the selection of portfolio managers, and recommend the selection of the Foundation auditor within the guidelines established by the Board of Trustees and for their approval.

5.8 Communications Committee – The committee shall develop an ongoing communications plan and oversee the preparation of Foundation promotional materials. Promotional materials may include, but are not limited to: communications for the use of the Board of Trustees, as well as communications to school districts, volunteers, potential Foundation members, and others. Communications may include **web content**, informational brochures, **print and digital** newsletters, board and committee recruitment materials, fundraising information, news releases, **photographs**, videos and other foundation-related communications.

5.9 Grant-making Committee – The committee prepares Foundation grant-making policies and procedures and recommends the distribution of grants to the President, within the guidelines established by the ~~Board of Trustees~~ **Board of Directors**.

5.10 Other Committees – All other committees shall be advisory in nature and shall include such persons as may be appointed by the board of directors. No such committee shall exercise any powers or authority of the board of directors. The President shall be a nonvoting ex officio member of all other committees. The members of each committee may elect a chairperson.

5.11 Meetings – Members of committees shall meet at the call of the Chairman at such place **or through electronic application** as the president shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and within a reasonable time thereafter make a written report to the board of directors of its actions. Any action that may be taken by a committee at a meeting may be taken without a meeting if a consent in writing **or via email** setting forth the action taken and signed **or acknowledged** by all members of the committee entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

5.12 Quorum – A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting, and any transaction of a committee shall require a majority vote of the quorum present at the meeting.

SECTION 6 EMPLOYEES

6.1 Executive Director. The board of directors may hire an Executive Director to serve at the pleasure of the board of directors, subject to contractual provisions. The Executive Director shall be an employee of the corporation and shall, subject to the discretion and control of the board of directors, report to the President. The Executive Director shall be the chief operating officer of the corporation and shall be responsible for the management and supervision of the offices, employees, programs, and services of the corporation. The Executive Director shall also have such other authority and perform such other duties as may be prescribed by the board of directors.

6.2 Other Employees. The board of directors may establish such other positions of employment as it deems desirable from time to time. All employees shall, subject to the inherent control of the board of directors and the President, report to the Executive Director (if any). In the absence of the Executive Director, all employees shall report to the President.

SECTION 7 INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Generally. The Corporation shall to the fullest extent permitted by law indemnify any person who is or was a director or officer of the Corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

7.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any person who is or was a director or officer of the Corporation if such person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

7.3 Self-Interested Transactions. The Corporation may not indemnify any person who is or was a director or officer of the Corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

7.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors

who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors shall select special legal counsel to determine whether indemnification is proper.

7.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

7.6 Notice to the Attorney General. A director or officer shall not be indemnified by the Corporation until 20 days after the effective date of written notice to the Attorney General of the proposed indemnification.

7.7 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the Corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the director or officer gives the Corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the director or officer, but need not be secured and may be accepted by the board of directors without reference to the director or officer's financial ability to make repayment.

7.8 Insurance. The board of directors shall have the power to purchase insurance on behalf of any individual who is or was an officer or director of the Corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Corporation, whether or not the Corporation would have the power to indemnify such individual against liability under the provisions of this article.

SECTION 8

AMENDMENT

The board of directors may amend these bylaws, by the affirmative vote of a majority of all the directors then in office, at any meeting of the board of directors. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the articles of incorporation and shall include a copy or summary of the proposed amendment.

The foregoing bylaws were duly revised and re-adopted by the board of directors at their regular meeting 08/19/2013.

Signature of Secretary

Date

DRAFT

Proposal for funding for the Diverse Educator Pathways program - 2022-23 school year

To the Northwest Regional Education Service District Foundation Board of Directors

Requester: Marina Alvarez, Diverse Educator Pathway Coordinator, Northwest Regional Education Service District

Amount requested: \$3,000

What is the funding for?

Funding will be issued to one undocumented student as a scholarship in lieu of payment for their summer internship experience. Summer interns typically work 180-200 hours and receive \$3,000 in compensation. Internships are a vital part of a student's educational experience because it provides them the opportunity to gain quality classroom experience.

Why is this funding needed?

The [Diverse Educator Pathways program](#) is designed to fill critical shortages of bilingual and/or culturally competent teachers in northwest Oregon through an innovative and collaborative "grow your own" program. Northwest Regional Education Service District partners with school districts in Tillamook and Washington counties and regional community colleges and universities. In exchange for support and mentorship, participating students agree to interview and potentially return to their home district upon successful completion of their licensure program.

Undocumented students are unable to participate in summer internships due to their documentation status. They don't qualify for a majority of the support provided for documented youth. Our students desire to be the next educators in our counties, but the system does not help them achieve this dream. Students who receive this scholarship will work as educational interns with Northwest Regional Education Service District.

This internship experience will help the students become future educators for our youth. Additionally, this scholarship is a big factor in them being able to continue their studies and be one step closer to receiving their teaching license. As the ESD's transition into an antiracist organization, this is part of the work that can be done to support and serve underrepresented

students in our region and pave the way for undocumented youth. Thank you for your past support. I look forward to continuing to partner with the Foundation in the future.

Thank you,
-Marina

Supporting documentation: impact statements, etc.
[Thank You Letter - Bacilio M. Miguel Francisco](#)