

**Sound Learning Board of Directors Meeting
October 16, 2017**

**Timberland Library Meeting Room
5:00 p.m. – 7:00 p.m.**

Agenda

1. Call to Order, Approval of Agenda, and Announcements
2. Approval of Consent Agenda, any discussion
Minutes of September 18, 2017
Executive Director Report
Committee Reports
3. Treasurer's Report
4. By-laws review—second read and final approval
5. Discussion and planning of Annual Meeting on Thursday, Oct. 19
6. Board action for donor development—discussion of asking donors to support specific programs

NOTE: Please come with a specific donor (business or individual) to propose.
7. Discussion of combining fund-development and outreach committees and seeking community volunteers as members
8. Other business
9. Adjourn

Sound Learning Board Meeting Minutes
September 18, 2017

Members Present: Sandra Herndon, Cheryl Williams, Bill Batstone, Pam Farr, Stacey Wickett and Kirk Smith

Staff Present: Sue Ickes, Executive Director

Call to Order: 5:35 p.m. at the Shelton Fire Station by Sandra Herndon.

Approval of the Agenda: Agenda approved by consent.

Approval of the Minutes: Motion to approve the minutes of the August 21, 2017 Board meeting by Cheryl Williams, second by Stacey Wickett.

Executive Director's Report:

Susan Ickes provided a report and discussion on the organization's multiple activities and projects.

- Open Doors Program has 16 students that started class on Tuesday, September 5; Sue stated that the program has presented a lot of challenges which she and Gravity are working through.
- The new carpet has been installed and the staff is in the process of moving back in to the space.
- The Federal Report for 2016-17 was submitted on September 1, which is two full weeks before it was due. The Board acknowledged their gratitude for the extra work that Sue and the staff put into making this happen.
- Oysterfest this year will be the weekend of October 7-8. More volunteers are needed to work the gates and staff the Sound Learning booth.
- The new AmeriCorp person has been selected after interviewing 6 candidates; her name is Celeste McDonald. Celeste has experience in teach ESOL.
- The Sound Learning Annual Meeting will be held on Thursday, October 19 at 6:00 p.m. in the PUD 3 building; Board assignments coming.
- The ABE classes have increased enrollment; there are now 12 students registered for the classes.
- The Bridge Program has been discontinued because of a lack of students. The Green Diamond grant of \$3,000 was fully spend developing this program.
- Sue presented an update on the grants applications received and currently in process for the current calendar year. Sue felt there might be an opportunity for a larger grant from the Squakin Tribe if they better understood what Sound Learning offers our community. Sue mentioned the possibility of receiving a State Innovation Grant that would provide night school opportunities for Sound Learning and Olympic College students. The Board expressed interest in pursuing the grant. This grant would help to define Sound Learning role in helping students to achieve a college education.

Committee Reports:

No committee meetings were held before the Board meeting, except the Finance committee which was submitted under the heading "Contingency Planning".

Treasurer's Report:

Bill reviewed the Financial Reports for August with the Board. Bill expressed concern about the upcoming expenses, especially in October, which could adversely impacted Sound Learning's cash position. Bill advised the Board that the Finance Committee would present a more detailed projection of the cash flow needs of Sound Learning at the October Board meeting.

Bylaw Review

The Board was prepared have the second reading for the revised bylaws, but it felt given the Treasurer's report it would be best to postpone the second reading and vote until the October board meeting. Motion by Pam Farr to postpone the second reading on the bylaws until the October 2017 Board meeting; second by Cheryl Williams. The vote was unanimous.

Contingency Planning

The Board reviewed the Contingency Planning ("Exit Plan") discussion draft prepared by the Finance Committee on August 30, 2017, which attempts to more accurately identify the cash reserves that would be needed to close down Sound Learning should that need ever occur. The Board noted that the plan was just that, a plan in case of a financial disruption, and is not meant to imply that the Board of Directors no longer believes that Sound Learning is an ongoing viable organization.

The Board asked for more detail in the planning assumptions to be presented at its October meeting.

Board Action for Donor Development

Sue presented an example prepared by Betsy Moyer of how Sound Learning could more effectively use its logo in its marketing material and sample script for a "walk in speech" when approaching potential business donors. The Board felt both would be helpful in getting our message to our current and potential donors.

The Board discussed the need to more clearly state the expectations (financial, time, committees, etc.) of the Board. Sandra asked Bill to have Sue forward to all the Board members the document he presented last year to the Fund Development Committee that was based on the recommendations in Susan Howlett's book "Boards on Fire".

Tweeting 101

Kirk presented the a one-page history and how-to on Twitter to the Board. It is easy to see why it is so popular and could be an effective way of getting Sound Learning's message to a much wider base.

Next Meeting

Executive Board meeting will be on Monday, October 2, at 4:00 p.m. at the Shelton Library

Board will be on Monday, October 16, at 5:00 p.m. at the Shelton Library.

Adjourn at 7:40 p.m.: Motion to adjourn by Cheryl William; second by Stacey Wickett.

Respectfully submitted, Bill Batstone

Executive Director Report

October 16, 2017

October has been a busy month so far and we are starting to see some rewards for our hard work.

1. I have submitted the invoices to Gravity for September and October payments. Based on the agreed upon number of students enrolled for those two months the invoice is impressive. We billed a GRAND TOTAL OF (drum roll please).....**\$18,942.52.** [\$9,215.28 for Sept. and \$9,727.24 for Oct.]
2. Oysterfest went well. Thank you for all that were able to volunteer some time. The weather was great and it looked as if there was a record turnout on Saturday and a big turnout on Sunday as well. We gave away almost 100 books and were able to gather about 80-90 responses to our "The Story of Oysterfest". We will be pulling the story together over the next few weeks and will share it once we are finished.
3. We were invited to submit a grant application to the Harvest Foundation and have finished that process. If we are approved, the grant amount will be for \$10,000.
4. The Annual Meeting is Thursday, October 19th at 6:00 p.m. in the PUD3 building, on Johns Prairie Rd. I have attached the program. As I discussed with the Board last year, I wanted to resurrect the awards and we have selected the following awardees for 2017:

Lynn Busacca Literacy Advocate Award:	Dr. Alex Apostle
Arlene Gomez McHaffie Heart of Gold Award:	David and Jane Stone
The Sage Award:	Peninsula Credit Union
The Shining Star Award:	
Pat Remine	Betty Brinkman
David Olsen	Doug Bell
Ashley Brady and Brady Trucking & Landscaping	

5. Shannon and I met with a consultant to work on ways to increase volunteer recruitment last week. He is volunteering his assistance to help us step up our volunteer recruitment program by connecting us to websites and organizations that may be able to help and linking us up to work with Doreen with Evergreen's MPA Program to develop an ILC (Independent Learning Class) Internship that will last for about a year. Many of our volunteers have "aged" out over the last few years that is why our numbers are down.
6. If you have not visited us on Facebook, you may not know that we now have our Little Free Library up and running outside the office. It's set up as a "take a book or leave a book" sharing point.

Finance Committee Report

The finance committee met on October 11, 2017

Members Present: Bill Batstone, Stacey Wickett and Sue Ickes

The committee reviewed the budget documents for September 2017 and projected income for October. All agreed that the outlook is looking more positive than originally anticipated.

Committee adjourned at 12:30 p.m.

Respectfully submitted,

Sue Ickes

Finance Committee

Sound Learning
Profit & Loss
 September 2017

	Sep 17
Ordinary Income/Expense	
Income	
4000 - Direct Contributions Unrestr	
4010 - Individual/Small Business Unres	50.00
Total 4000 - Direct Contributions Unrestr	50.00
5180 - Student Enrollment Fees	380.00
6000 - State/Federal Funding SBCTC	
6010 - BEDA(Basic Education of Adults)	6,136.68
Total 6000 - State/Federal Funding SBCTC	6,136.68
Total Income	6,566.68
Gross Profit	6,566.68
Expense	
7200 - Payroll Expenses	
7220 - Salaries and Wages - Other	14,041.66
7250 - Payroll Taxes	
7251 - FICA & Medicare Expense	1,074.20
7252 - Employment Security Dept	18.24
7253 - Labor & Industry Tax	122.27
Total 7250 - Payroll Taxes	1,214.71
7260 - Americorps Match	7,600.00
7200 - Payroll Expenses - Other	11.42
Total 7200 - Payroll Expenses	22,867.79
8100 - Non-Personnel Expenses	
8110 - Supplies	480.90
8130 - Telephone/Internet	178.05
8150 - Advertising	215.00
8170 - Printing	136.47
8180 - Dues, Subscriptions, Misc. Fees	118.52
8181 - Credit Card Processing Fees	1.03
Total 8100 - Non-Personnel Expenses	1,129.97
8200 - Facility & Equipment Expense	
8210 - Rent	
8211 - GMW - 133 Railroad	1,200.00
Total 8210 - Rent	1,200.00
8220 - Utilities	
8221 - Electricity	338.88
8222 - Gas	10.60
8223 - Water, Sewer, & Garbage	203.35
Total 8220 - Utilities	552.83
8260 - Copy Machine Rental	230.86
Total 8200 - Facility & Equipment Expense	1,983.69
8300 - Travel & Meetings	
8310 - Mileage	219.89
Total 8300 - Travel & Meetings	219.89

9:34 AM

10/11/17

Accrual Basis

Sound Learning
Profit & Loss
September 2017

	<u>Sep 17</u>
8500 - Other Expenses	
8520 - Insurance	830.00
8540 - Staff Development	61.48
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Total 8500 - Other Expenses	891.48
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Total Expense	27,092.82
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Net Ordinary Income	-20,526.14
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Net Income	-20,526.14
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Sound Learning
Balance Sheet
 As of September 30, 2017

	Sep 30, 17
ASSETS	
Current Assets	
Checking/Savings	
1020 - Our Community Credit Union	21,752.09
1030 - Our Community CUSavings Account	7,674.74
Total Checking/Savings	29,426.83
Other Current Assets	
1040 - Certificate of Deposit	15,502.98
Total Other Current Assets	15,502.98
Total Current Assets	44,929.81
Fixed Assets	
1500 - Fixed Assets	
1510 - Leasehold Improvements	24,110.70
1520 - Furniture and Fixtures	14,269.93
1530 - Computer Equipment	9,233.94
1540 - Office Equipment	34,655.78
1550 - Reference & Education Material	37,240.66
1610 - Accumulated Depreciation	-113,498.66
Total 1500 - Fixed Assets	6,012.33
Total Fixed Assets	6,012.33
Other Assets	
1900 - Deposit-Rent	3,216.66
Total Other Assets	3,216.66
TOTAL ASSETS	54,158.80
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200 - Accounts Payable	-161.61
Total Accounts Payable	-161.61
Other Current Liabilities	
2110 - Accrued Payroll	
2120 - Accrued Sick & Vacation	7,828.00
2130 - Accrued 941 FICA & Fed WH	3,201.11
2140 - Accrued Employment Security	53.60
2150 - Accrued Labor & Industries	366.36
Total 2110 - Accrued Payroll	11,449.07
Total Other Current Liabilities	11,449.07
Total Current Liabilities	11,287.46
Total Liabilities	11,287.46
Equity	
3010 - Net Assets-Unrestricted	118,036.86
3900 - Net Assets	-33,351.90
Net Income	-41,813.62
Total Equity	42,871.34
TOTAL LIABILITIES & EQUITY	54,158.80

Sound Learning

Actual vs Budget Income & Expenses July 1, 2017 thru September 30, 2017

Income					
DONATIONS combined	Actual Last Month	Year to Date	Budget	Percentage	Difference
Individual/Sm Business	\$ 25.00	\$ 734.74	\$ 14,000.00	5%	(\$13,265.26)
Corporate Grants	-	\$ 1,768.21	\$ 8,750.00	20%	(\$6,981.79)
Foundation Grants	-	\$ 3,600.00	\$ 45,000.00	8%	(\$41,400.00)
United Way	-	\$ 1,625.00	\$ 6,500.00	25%	(\$4,875.00)
United Way Designations	-	-	-		\$0.00
Student Enrollment Fees	\$ 380.00	\$ 1,022.00	\$ 900.00	114%	\$122.00
Interest Income	-		\$ 320.00	0%	(\$320.00)
Special Event Revenue	-		\$ 30,000.00	0%	(\$30,000.00)
State/Federal BEDA	\$ 6,136.68	\$ 12,743.68	\$ 38,695.00	33%	(\$25,951.32)
BLB Leadership	-	\$ 256.12	\$ 3,591.00	7%	(\$3,334.88)
ABE-CBO	-	-	\$ 45,000.00	0%	(\$45,000.00)
Open Doors	-	-	\$ 48,840.00	0%	(\$48,840.00)
TOTAL INCOME	\$ 6,541.68	\$ 21,749.75	\$ 241,596.00	9%	(\$219,846.25)
Expenses	Actual Expenses	YTD Actual Expenses	Budget 2017-18	Percentage of total budget USED	Available for rest of year
Employee Costs					
Wages	\$14,041.66	\$ 41,937.98	\$178,920.00	23%	136,982.02
Benefits	\$1,214.71	\$ 3,630.47	\$16,314.49	22%	12,684.02
Payroll expenses	\$11.42	\$ 34.26	\$137.40	25%	103.14
AmeriCorps Match	\$7,600.00	\$ 7,600.00	\$7,600.00	100%	0.00
Wages, Benefits, Expenses AmeriCorps Match	\$22,867.79	\$53,202.71	\$202,971.89	26%	149,769.18

Sound Learning					
Actual vs Budget Income & Expenses July 1, 2017 thru September 30, 2017					
Expenses	Actual Expenses	YTD Actual Expenses	Budget 2017-18	Percentage of total budget USED	Available for rest of year
Non-Personnel Expenses					
Office lease	\$1,200.00	\$ 3,568.00	\$14,400.00	25%	10,832.00
Telephone/Internet	\$178.05	\$ 490.10	\$1,800.00	27%	1,309.90
Utilities (Elec/Gas/Water)	\$552.83	\$ 1,012.37	\$4,250.00	24%	3,237.63
Equipment Rental (copier)	\$230.86	\$ 674.17	\$2,500.00	27%	1,825.83
Equipment/Facility Other	\$0.00	\$ -	\$1,000.00	0%	1,000.00
Educational Materials	\$0.00	\$ 454.91	\$2,000.00	23%	1,545.09
Office supplies	\$480.90	\$ 1,183.97	\$2,000.00	59%	816.03
Postage	\$0.00	\$ -	\$800.00	0%	800.00
Advertising	\$215.00	\$ 566.16	\$2,000.00	28%	1,433.84
Dues, Subscriptions, Fees	\$118.52	\$ 450.02	\$1,800.00	25%	1,349.98
Credit Card Processing Fees	\$0.00	\$ 5.44	\$25.00	22%	19.56
Scholarship/Assistance	\$0.00	\$ 130.80	\$200.00	65%	69.20
Printing	\$136.47	\$ 362.38	\$1,000.00	36%	637.62
Operating Expenses	\$3,112.63	\$ 8,898.32	\$33,775.00	26%	24,876.68
Professional/Other Expenses					
Accounting Fee	\$0.00	\$ 202.91	\$1,500.00	14%	1,297.09
Legal Fees	\$0.00	\$ -	\$0.00	0%	0.00
Insurance	\$830.00	\$ 830.00	\$1,800.00	46%	970.00
Volunteer	\$0.00	\$ 49.24	\$150.00	33%	100.76
Staff Development	\$ 61.48	\$ 61.48	\$400.00	15%	338.52
Professional/Other Expenses	\$891.48	\$ 1,143.63	\$3,850.00	30%	2,706.37
					0.00
Training/Travel					0.00
Training/Travel	\$219.89	\$ 323.68	\$2,500.00	13%	2,176.32
Special Event Expenses	\$0.00	\$ 19.00	\$2,400.00		2,381.00
Depreciation	\$ -		\$1,000.00	N/A	1,000.00
TOTALS	Actual		2017-18 YEAR		Difference
Total	\$27,091.79	\$63,587.34	\$246,496.89	11%	182,909.55
Net Profit/Loss	\$ (20,550.11)	\$ (41,837.59)	\$ (4,900.89)		

Sound Learning By-Laws

ARTICLE 1 NAME

The name of this organization shall be Sound Learning (also referred to as the Organization).

ARTICLE 2 PURPOSE/MISSION

2.1 DECLARATION OF NONPROFIT STATUS. Sound Learning is organized exclusively for charitable educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, Sound Learning shall conduct only such activities as permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. Sound Learning as a nonprofit organization does not pursue pecuniary gain or profit, and no part of any net earnings thereof shall inure to the benefit of any individual.

2.2 MISSION. The mission of Sound Learning is: *"We educate adults to succeed and contribute to society."*

In order to accomplish the mission, we provide a variety of education programs designed to direct individual access to student-centered literacy services. We serve students at least sixteen (16) years old who are not enrolled in any public school and who are of any race, sex, national origin, or ethnic background who seek help to speak, read, and comprehend the English language as well as compute and solve problems. This work is undertaken by staff and volunteer tutors to improve the student's ability to function at a higher level on the job, in the family, and in the community.

Sound Learning is committed to working with other community organizations to create and provide coordinated services in keeping with our mission.

ARTICLE 3 MEMBERSHIP

Sound Learning is not a member organization.

ARTICLE 4 BOARD OF DIRECTORS

4.1 MEMBERS. The Sound Learning Board of Directors (also referred to as the Board) shall consist of no fewer than five (5), but no more than nine (9) members.

Advisory non-voting members may be appointed to terms on the Board at the discretion of the Board and do not count toward the number of Board members.

Former key Board members may be designated as Emeritus members based on their previous work with the organization and/or their credibility and status in the community. Nominations for Emeritus status may be made by active Board members or the Executive Director and may be considered annually. Emeritus members have an indefinite term of office, may sit on committees or engage in other Board activities, but do not vote and are not counted in a quorum.

4.2 RESPONSIBILITIES. The Board of Directors shall be responsible for formulation and implementation of overall policy and budget, and shall have all statutory powers vested in Sound Learning. Members of the Board shall serve without pay, and no financial benefits shall accrue as a result of membership in the governing body of the organization.

The Board shall be responsible for setting policy, overseeing financial and fund-raising matters, direct supervision of the Executive Director, and directing the achievement of the purposes of the organization, guided by its purpose and mission.

4.3 TERMS OF MEMBERSHIP. The Chair of the Board shall solicit and collect nominations for Board positions and present them to the Board for consideration and action. Each Director shall be elected by a simple majority vote of the Board. The term of Directors of the Board shall normally be for three years; the Board may approve one-year or two-year terms as needed. Terms for Directors will be fixed and staggered to ensure that no more than one-third of the Board will be nominated at one time. A Director may be elected to two successive terms and, following a hiatus of one year, may be re-elected to up to two additional terms.

4.4 REMOVAL. Any Director may be removed by a majority vote of the Board at an official meeting of the Board. The Director involved will be given an opportunity to be present and to be heard at the meeting at which removal is considered.

Should a Director be absent for three consecutive meetings of any kind without excuse, the Chair of the Board shall request in writing that the Director declare in writing his or her intent to remain an active Board member or to resign. A replacement shall be elected by the Board to fill the remainder of any unexpired term following the resignation or removal of a Board member.

ARTICLE 5 OFFICERS

Officers of the Board shall be the Chair, Vice-Chair, Secretary, and the Treasurer. Officers shall be elected annually by the full Board for a one-year term. These Officers shall be members of the Board. Offices may be co-chaired by two Board members when approved by the Board.

5.1 CHAIR. The Chair shall preside at all meetings of the Board, call special meetings of the Board, administer and coordinate the overall activities of Sound Learning, and make assignments to committees by agreement with members of the Board. The Chair shall also have other powers, duties and responsibilities as may be assigned by the Board. The Chair, upon not being re-elected as Chair, shall assume the position of Immediate Past Chair and shall act as an advisor to the newly elected Officers.

5.2 VICE-CHAIR. The Vice-Chair shall assume the duties of the Chair if the Chair is temporarily absent or is unable to serve.

5.3 SECRETARY. The Secretary shall ensure that accurate records of Board proceedings are kept in a form suitable for preservation and shall distribute a copy of minutes of Board meetings to Directors in a timely manner. The Secretary shall also in collaboration with the Chair and/or Executive Director maintain an accurate and complete list of Directors, and give notice, written or oral, to each Director of regular and special meetings. The Secretary shall also be responsible for ensuring that Board-approved correspondence is prepared for signature.

5.4 TREASURER. The Treasurer shall supervise the preservation and handling of all funds under the direction of the Board; in collaboration with the Executive Director, ensure that full and accurate financial records, including receipts and disbursements, are maintained at all times, and regular reports are presented to the Board; make special accounting of the financial condition of the organization whenever required; chair the finance committee; and assist the Executive Director in preparing the annual budget and audit.

5.5 GENERAL. All members of the Board shall participate in recruitment and selection of new Board members. Additional duties and responsibilities may be assigned to the above Officers and/or delegated to the other members of the Board.

5.6 EXECUTIVE BOARD. The Executive Board shall consist of the Officers of the Board. The Executive Board has the authority to act for the full Board between Board meetings and in emergencies. Any actions taken pursuant to this section must be ratified by a majority of the Board at its next meeting.

ARTICLE 6 MEETINGS

6.1 MEETINGS. The Board shall normally meet monthly, and at least once each calendar quarter. Special meetings may be called by the Chair or a majority of the Board. In case of a decision requiring full board action that must occur before the next regularly scheduled board meeting, an emergency or special meeting may be called by the president or by a minimum of three members as long as notice is sent to all members at least twenty-four hours in advance.

6.2 PROCEDURES. Procedures for meetings of the Board of Sound Learning shall be as set by the Board, except as specifically set forth herein and within governing statutes. A quorum for Board action shall be one-half of the sitting Board members. Board members may participate by telephone as circumstances require.

The Board shall conduct its business in a fair and reasonable manner, according to its discretion. Board decisions shall be reached by consensus whenever possible. When consensus is not possible, a majority shall decide for the Board.

Board meetings shall be open to all staff, volunteers, and others except when the Board goes into Executive Session for personnel, legal, and/or acceptable related matters.

6.3 VOTING. Each Director shall have one vote; the Chair will only vote in the event of a tie. Absentee Board members may vote by personal proxy, assigned in writing; Board members voting by written proxy are considered to be present for the purpose of a quorum.

6.4 ANNUAL MEETING. There shall be an annual meeting of the Board normally within 90 days, but not more than 120 days, of the end of the fiscal year. The date and place to be determined by the Board, and publicized in advance. The general public and Sound Learning supporters shall be informed of the annual meeting at least 15 days prior to the annual meeting. The purpose of the annual meeting shall be to provide reports on program outcomes, the financial status, and description of services.

ARTICLE 7 COMMITTEES

The Board shall establish Standing Committees, as appropriate, to make recommendations to the Board and implement the primary ongoing functions and responsibilities of the Board. Standing committees should include at least the following functions: finance, fund-raising and development, human resources/employee relations, and marketing. Committees shall normally be chaired by a Board member and may also include staff and volunteers. Committees (other than finance and human resources) may be co-chaired by a member of the staff or the community with the approval of the Board. Each Board member shall be a member of at least one Committee.

Ad hoc committees may be constituted by the Board at its discretion. All Committees shall report to the Board at each monthly Board meetings or otherwise as directed.

ARTICLE 8 STAFF

There shall be four paid members of the Leadership Team, as follows:

1. Executive Director, who shall serve as the liaison to the Board as a nonvoting *ex officio* member
2. Manager of ESOL Shelton Levels 2-5
3. Manager of Thurston ESOL, Mason ESOL Level 1, and the on-line ESOL program
4. Manager of Basic Studies (GED and HS21).

Other staff and volunteer assignments will be determined by the Board in consultation with the Leadership Team.

ARTICLE 9 ADMINISTRATION

9.1 FISCAL YEAR. The fiscal year shall be the twelve months ending on June 30.

9.2 EXECUTION OF DOCUMENTS AND INSTRUMENTS. The Executive Director is authorized to execute documents and instruments for Sound Learning in matters where the Board has approved executing a specific document, predictable regular payments, payroll, or a document or instrument involving amounts of no more than \$250. Documents and instruments involving amounts of \$251 to \$1,000 may be approved as a consent agenda item or with an authorized Executive Board member's signature. All other matters require Board decision.

9.3 INSURANCE. Sound Learning shall maintain an indemnification policy as well as a liability policy for Board and staff.

9.4 CONFLICT OF INTEREST. No Board, staff member, or volunteer shall participate either directly or indirectly in decisions that present the substantial possibility of a conflict of interest.

9.5 CONFIDENTIALITY/PRIVACY. Sound Learning Board, staff, and volunteers shall respect the privacy of students.

ARTICLE 10 AMENDMENTS

These By-Laws may be amended by the Board of Directors by a two-thirds vote of those present and voting at any regular or special meeting of the Board provided that such proposed amendments have been provided in writing to all Board members at least fourteen (14) days prior to such meeting.

ARTICLE 11 DISSOLUTION

Should cash reserves on hand fall below \$35,000 for three consecutive months, the Board of Directors may dissolve Sound Learning. In that circumstance, all records shall be retained for a period of seven years. After all debts and obligations have been paid, the Board shall in a timely manner distribute remaining assets to a nonprofit organization established exclusively for educational purposes as defined by section 501(c)(3) of the Internal Revenue Code.

Sound Learning By-Laws Revised and Adopted
September 2011

Revised July 2016

Revised and Adopted