

**Sound Learning Board of Directors Meeting
September 18, 2017 5:30 – 7:30
Shelton Library**

Agenda

1. Call to Order, Approval of Agenda
2. Approval of Minutes of August 21, 2017
3. Executive Director Report—Sue
4. Committee Reports
 - a. Finance--Bill
 - b. Fund-raising/Development—Pam/Sue
 - c. Marketing/Publicity—Sue/Shannon
 - d. Human Resources—Sandra
5. Treasurer's Report – Bill
6. By-laws review—second read
7. Contingency plan-financial update/discussion--Bill
8. Board action for donor development—updates
 - a. Discussion Board Members time required per week allotted to SL
9. Other business— How to Tweet- Kirk
10. Adjourn- Next Board Meeting will be at 5:00 – 7:00 p.m. at the Shelton Library

Sound Learning Meeting Minutes
August 21, 2017

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

Staff Present:

Sue Ickes, Executive Director

Call to Order: 4:03pm at the Fire Station by Board Chair, Sandra Herndon.

Approval of Agenda: Agenda approved by consent.

Approval of Minutes: Motion to approve minutes of June 19th by Stacey Wickett, second by Cheryl Williams, passed unanimously.

New Member Approval: Cheryl moved that we elect Kirk Smith to the board; Stacey seconded. Approved unanimously.

Executive Director's Report:

Susan Ickes provided a report and discussion on the organization's multiple activities including:

- Friday was United Way's Day of Caring. Eleven volunteers showed up to move furniture and materials out for carpeting, which will be laid starting Monday (today). Pam stated that one of the volunteers, the school district superintendent, said we worked him hard! Sue is very appreciative.
- It'll take a week to re-carpet and will start at the classroom and make its way to the front. Volunteers are needed on August 28 to help move back in.
- Sixteen Open Doors students will start on September 5. GRAVITY instructor Paul Owens will teach once a week. During the first quarter, he will teach English and math; the second quarter he will teach history and civics.
- Bill, treasurer stated that we may move our banking to Peninsula Federal Credit Union. All accounts are now at Our Community Credit Union.
- Northwest Credit Union Foundation grant for \$14,000 did not get awarded to us.
- The year-end grant reports are about halfway completed.
- Sue met with our landlord, Mike Wittenberg to talk about the new Zumba studio next door and the excessive noise. Sue has also gotten in touch with the City who said they've had other noise complaints about the studio. The volume was low on Thu and Fri.
- Jacob Linn, a former student, graduated from the Veterans Court's Drug Treatment. He was the sole graduate this year and only the second graduate ever.
- The Annual Meeting is October 19, at 6 PM at the PUD 3 Building on Johns' Prairie. More information, including board member roles, to come.

Treasurer's Report:

Sue provided and discussed the "Profit & Loss" and "Balance Sheet" as of July 31, 2017. July's income was low, but no surprise. \$6.6k was received from the state, which has not been booked yet.

The Good of the Order:

- Pam brought up calling potential donors during board meetings.
- Bill will collate the board duties and we'll discuss them at the next meeting.
- The Board roster needs to be looked at again along with the by-laws to see where board members are in their terms.
- Sue addressed the training with Betsy Moyer. Betsy would like each of the directors to come up with one thing and one sentence for what Sound Learning can do. Sue will bring business cards to pass out to potential donors and students next meeting.
- Kirk asked if we could split the cost of advertising with enterprises—not an endorsement
- Stacey talked about how to donate, i.e. Amazon Smile.
- Kirk will tutor the rest of the board on Twittering/Tweeting.

By-Laws Review: First reading. Section 5.3 about accurate records, and section 6.4 have been proposed to be changed. E-mail any other changes you may have to Sandra.

No Contingency Plan: Kirk gave a resource: the Economic Development Council is hosting a symposium with USDA staff on September 20.

Donor Development/Other Business: Sue will provide a list of current donors. Stacey said maybe DoT and Department of Commerce may have classroom space in Tumwater for ESOL tutoring.

Bill brought up confidentiality in knowing how much people have contributed—can't be accessible to the public, Sandra reassured the Board that this wasn't an issue. We should call Sue before contacting large donors.

Bill explained the funding formula to Kirk.
Congratulations Shannon, on your MPA!

Adjourn at 5:30 PM. There will be NO Executive Meeting in September. Next Board Meeting 9-18-17.

Respectfully submitted, Cheryl Williams

Executive Director Report
September 18, 2017

September is the beginning of a lot for Sound Learning. Beginning with the Newcomer class (Open Doors). We are having a few start up challenges. But it looks promising.

1. Open Doors has 16 students that started class on Tuesday, Sept. 5th. We are working with Gravity to get all the paperwork in order and get all the students registered. It is a little challenging, but we will get this done. Paul Owens is teaching one class a week to help with the increase in student numbers.
2. The carpet installation went well and we are very happy with the results. If you haven't stopped by to see the change, please do that. Staff are still trying to get their boxes unpacked and sorted. We also had the front door repaired during this process.
3. We submitted the Federal Report for 2016-17 on September 1st. a full two weeks before the due date, this is the FIRST time that we have not been racing the deadline to get this accomplished. Kudos to the staff!
4. Oysterfest is coming (Oct 7th & 8th). We will have a booth at the event as well as be volunteering to help Skookum Rotary cover the back gates. Normally, we manage the coverage of the back gates but this year we were not able to get enough volunteers to cover the entire two days. But, staff, Board members and a few volunteers have volunteered to help out.
5. Jenny and I have completed the AmeriCorps interviews and have selected Celeste McDonald. She has experience teaching and seems to be a very positive person. We are looking forward to having her join the team. We interviewed six candidates.
6. Just a reminder that we have scheduled the Annual Meeting for Thursday, October 19th at 6:00 p.m. in the PUD3 building, on Johns Prairie Rd. We will start working on the program in September. I will be sharing the agenda for the meeting and the expectations of the Board. Please mark your calendars as we would like to have ALL Board members attend.
7. The ABE classes have increased enrollment. We now have 12 students registered for the classes.

Sound Learning
Profit & Loss
 August 2017

	<u>Aug 17</u>
Ordinary Income/Expense	
Income	
4000 · Direct Contributions Unrestr	
4010 · Individual/Small Business Unres	599.74
4020 · Corporate/Business Unrestr	1,768.21
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Total 4000 · Direct Contributions Unrestr	2,367.95
4100 · Direct Contributions Restricted	
4140 United Way Restricted	1,625.00
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Total 4100 · Direct Contributions Restricted	1,625.00
6000 · State/Federal Funding SBCTC	
6010 · BEDA(Basic Education of Adults)	6,607.00
6030 · BLB Leadership Training	256.12
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Total 6000 · State/Federal Funding SBCTC	6,863.12
Total Income	<hr/> 10,856.07
Gross Profit	10,856.07
Expense	
7200 · Payroll Expenses	
7220 · Salaries and Wages - Other	13,946.16
7250 · Payroll Taxes	
7251 · FICA & Medicare Expense	1,066.89
7252 · Employment Security Dept	18.13
7253 · Labor & Industry Tax	128.50
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Total 7250 · Payroll Taxes	1,213.52
7200 · Payroll Expenses - Other	11.42
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Total 7200 · Payroll Expenses	15,171.10
8100 · Non-Personnel Expenses	
8110 · Supplies	319.54
8130 · Telephone/Internet	123.87
8150 · Advertising	179.40
8180 · Dues, Subscriptions, Misc. Fees	60.00
8181 · Credit Card Processing Fees	4.41
8190 · Scholarships/Assistance	130.80
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Total 8100 · Non-Personnel Expenses	818.02
8200 · Facility & Equipment Expense	
8210 · Rent	
8211 · GMW - 133 Railroad	1,200.00
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Total 8210 · Rent	1,200.00
8220 · Utilities	
8222 · Gas	10.60
8223 · Water, Sewer, & Garbage	116.51
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Total 8220 · Utilities	127.11
8260 · Copy Machine Rental	241.51
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Total 8200 · Facility & Equipment Expense	1,568.62
Total Expense	<hr/> 17,557.74
Net Ordinary Income	<hr/> -6,701.67
Net Income	<hr/> <hr/> -6,701.67

Sound Learning
Balance Sheet
As of August 31, 2017

	<u>Aug 31, 17</u>
ASSETS	
Current Assets	
Checking/Savings	
1020 · Our Community Credit Union	41,450.43
1030 · Our Community CUSavings Account	7,674.74
Total Checking/Savings	<u>49,125.17</u>
Other Current Assets	
1040 · Certificate of Deposit	15,502.98
Total Other Current Assets	<u>15,502.98</u>
Total Current Assets	<u>64,628.15</u>
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	34,655.76
1550 · Reference & Education Material	37,240.66
1610 · Accumulated Depreciation	-113,498.66
Total 1500 · Fixed Assets	<u>6,012.33</u>
Total Fixed Assets	<u>6,012.33</u>
Other Assets	
1900 · Deposit-Rent	3,883.33
Total Other Assets	<u>3,883.33</u>
TOTAL ASSETS	<u>74,523.81</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
200 · Accounts Payable	-161.61
Total Accounts Payable	<u>-161.61</u>
Other Current Liabilities	
2110 · Accrued Payroll	
2120 · Accrued Sick & Vacation	7,828.00
2130 · Accrued 941 FICA & Fed WH	3,180.49
2140 · Accrued Employment Security	35.36
2150 · Accrued Labor & Industries	244.09
Total 2110 · Accrued Payroll	<u>11,287.94</u>
Total Other Current Liabilities	<u>11,287.94</u>
Total Current Liabilities	<u>11,126.33</u>
Total Liabilities	<u>11,126.33</u>
Equity	
3010 · Net Assets-Unrestricted	118,036.86
3900 · Net Assets	-33,351.90
Net Income	-21,287.48
Total Equity	<u>63,397.48</u>
TOTAL LIABILITIES & EQUITY	<u>74,523.81</u>

Sound Learning

Actual vs Budget Income & Expenses July 1, 2017 thru August 31, 2017

Income					
DONATIONS combined	Actual Last Month	Year to Date	Budget	Percentage	Difference
Individual/Sm Business	\$ 599.74	\$ 709.74	\$ 14,000.00	5%	(13,290.26)
Corporate Grants	\$ 1,768.21	\$ 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	\$ 1,625.00	\$ 6,500.00	25%	(4,875.00)
United Way Designations	\$ -	\$ -	\$ -		0.00
Student Enrollment Fees	\$ -	\$ 642.00	\$ 900.00	71%	(258.00)
Interest Income	\$ -		\$ 320.00	0%	(320.00)
Special Event Revenue	\$ -		\$ 30,000.00	0%	(30,000.00)
State/Federal BEDA	\$ 6,607.00	\$ 6,607.00	\$ 38,695.00	17%	(32,088.00)
BLB Leadership	\$ 256.12	\$ 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	\$ 10,856.07	\$ 15,208.07	\$ 241,596.00	6%	(226,387.93)
Expenses	Actual Expenses	YTD Actual Expenses	Budget 2017-18	Percentage of total budget USED	Available for rest of year
Employee Costs					
Wages	\$13,946.16	\$ 27,896.32	\$178,920.00	16%	151,023.68
Benefits	\$1,213.52	\$ 2,415.76	\$16,314.49	15%	13,898.73
Payroll expenses	\$11.42	\$ 22.84	\$137.40	17%	114.56
AmeriCorps Match	\$0.00	\$ -	\$7,600.00	0%	7,600.00
Wages, Benefits, Expenses AmeriCorps Match	\$15,171.10	\$30,334.92	\$202,971.89	15%	172,636.97
Non-Personnel Expenses					
Office lease	\$1,200.00	\$ 2,368.00	\$14,400.00	16%	12,032.00
Telephone/Internet	\$123.87	\$ 312.05	\$1,800.00	17%	1,487.95
Utilities (Elec/Gas/Water)	\$127.11	\$ 459.54	\$4,250.00	11%	3,790.46
Equipment Rental (copier)	\$1,568.62	\$ 443.31	\$2,500.00	18%	2,056.69
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	\$319.54	\$ 703.07	\$2,000.00	35%	1,296.93
Postage	\$0.00	\$ -	\$800.00	0%	800.00
Advertising	\$179.40	\$ 351.16	\$2,000.00	18%	1,648.84
Dues, Subscriptions, Fees	\$60.00	\$ 331.50	\$1,800.00	18%	1,468.50
Credit Card Processing Fees	\$4.41	\$ 5.44	\$25.00	22%	19.56
Scholarship/Assistance	\$130.80	\$ 130.80	\$200.00	65%	69.20
Printing	\$0.00	\$ 225.91	\$1,000.00	23%	774.09
Operating Expenses	\$3,713.75	\$ 5,785.69	\$33,775.00	17%	27,989.31

Professional/Other Expenses					
Accounting Fee	\$0.00	\$ 202.91	\$1,500.00	14%	1,297.09
Legal Fees	\$0.00	\$ -	\$0.00	#DIV/0!	0.00
Insurance	\$0.00	\$ -	\$1,800.00	0%	1,800.00
Volunteer	\$0.00	\$ 49.24	\$150.00	33%	100.76
Staff Development	\$ -	\$ -	\$400.00	0%	400.00
Professional/Other Expenses	\$0.00	\$ 252.15	\$3,850.00	7%	3,597.85
					0.00
Training/Travel					0.00
Training/Travel	\$103.79	\$ 103.79	\$2,500.00	4%	2,396.21
Special Event Expenses	\$19.00	\$ 19.00	\$2,400.00		2,381.00
Depreciation	\$ -		\$1,000.00	N/A	1,000.00
TOTALS	Actual		2017-18 YEAR		Difference
Total	\$19,007.64	\$36,495.55	\$246,496.89	8%	210,001.34
Net Profit/Loss	\$ (8,151.57)	\$ (21,287.48)	\$ (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 and adopted: July 2016,

Revised and Adopted: September 2017