

**Sound Learning Board of Directors Meeting  
August 21, 2017**

**Agenda**

1. Call to Order, Approval of Agenda and Introduction of Guest
2. Approval of Minutes of July 17, 2017
3. Executive Director Report—Sue
4. Committee Reports
  - a. Finance--Bill
  - b. Fund-raising/Development—
  - c. Marketing/Publicity—Sue/Shannon
  - d. Human Resources—Sandra
5. Treasurer's Report – Bill
6. By-laws review—first read
7. Contingency plan Review-Discussion
8. Board action for donor development
9. Other business—
10. Adjourn

Sound Learning Meeting Minutes  
Monday, 7-17-2017

**Members Present:** Sandra Herndon, Stacey Wickett, Cheryl Williams, Pam Farr

**Staff Present:**

Sue Ickes, Executive Director  
Jenny Blumenstein, ESOL Program Manager  
Shannon Klasell, ABE Program Manager  
Consuelo Guijosa, Thurston County Program Manager

**Call to Order:** 4:05pm at the Shelton Public Library by Board Chair, Sandra Herndon.

**Approval of Agenda:** Agenda approved by consent.

**Approval of Minutes:** Motion to approve minutes of June 19<sup>th</sup> by Stacey Wickett, Second by Cheryl Williams, passed unanimously.

**Introduction of Guest:** Jennifer Owens from Peninsula Credit Union.

**Staff Reports:**

Shannon Klasell provided and discussed a report on the “Basic Studies Program in Mason County for program year 2016-17” (for details see handout provided at the meeting).

Jenny Blumenstein provided and discussed a report on the “Sound Learning ESOL Program for Mason County 2016-17” (for details see handout provided at the meeting).

Consuelo Guijosa provide and discussed a report on the “Sound Learning Thurston Program 2016-17 Report” (for details see handout provided at the meeting).

**Treasurer’s Report:**

Susan Ickes provided and discussed the Sound Learning “Profit & Loss” statement July 2016 through June 2017 and “Balance Sheet” as of June 30 2017 (for details see handout provided at the meeting).

Note – an in depth discussion on the financial standing of Sound learning and potential for improvements followed the financial statement presentation.

**Executive Director’s Report:**

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

- Work on the Bridge Class and Open Doors planning
- Presentation to the Shelton School District Board of Trustees about collaboration of the Open Doors program

- Lease negotiations with the landlord and the new carpet loan and office closure for installation of the new carpet
- Volunteers needed for the upcoming “Bite of Mason” event
- Sound Learning Board of Directors Meeting schedule including location
- Other general office and year end closeout efforts in progress

**Executive Director’s Report (continued):**

Sue also provided a “Contingency Plan” outlining costs involved in the event that Sound Learning will be required to close. An in depth discussion followed on all of the potential issues involved.

**Election of Officers:** A poll of the Board provided the following list of Officers for the upcoming year:

President of the Board - Sandra Herndon

Vice President - Cheryl Williams

Treasurer - Bill Batstone

Secretary - Open –

(Note: The Secretary position will be shared among the board members on a rotating basis until a permanent person can be found. Cheryl Williams volunteered for the month of August.)

Stacey Wickett made a motion and Pam Farr seconded to accept the above list of officers. Motion passed unanimously.

**The Good of the Order:**

- Discussion on Volunteer Recruitment at events throughout the community

**Motion to Adjourn at 6:00pm by Cheryl with second by Stacey Wickett; meeting adjourned at 6:00pm**

**Next board meeting is Monday, August 21<sup>st</sup> 2017 at the Central Mason Firehouse.**

Minutes submitted by Stacey Wickett - Board of Directors

## Executive Director Report

August 21, 2017

Summer is winding down and that means that we are gearing up! Fall will bring the beginning of the Open Doors Class.

1. Open Doors projections are that we will have about 16 students that will start class on Tuesday, Sept. 5<sup>th</sup>. The Gravity instructor, Paul Owens will be teaching one class a week to help with the increase in student numbers. Consuelo has met with him and they are collaborating on the lesson plans. The OD students will begin in the Level 1 ELA and then as they progress, they will have Math, American History and Science brought into the curriculum.
2. I have transferred the \$15,200 from the CD that matured on August 3<sup>rd</sup> into the savings account. We have two options for this money which has been designated as contingency money in the event of dissolution. The choices are to move it to a sub-account at OCCU or to move it to a new savings account at Peninsula CU.
3. We are having the carpet installed the week of Aug 21st through Aug 25<sup>th</sup>. We will have everything moved into the Soup Kitchen area for the week. The office will be closed, but staff will be working from home for this week. The challenge will be the moving back on August 28th after the carpet install. I am taking advantage of this move, to relocate staff and to get rid of some very old pieces of furniture, unused/old files/lesson plans, outdated books, and two old file cabinets that don't work very well. **\*\*\*VOLUNTEERS ARE NEEDED\*\*\* After installation.**
4. Unfortunately the grant that we applied for from North West Credit Union Foundation was turned down. Apparently they don't feel what we do, builds assets or the economy which is their priority.
5. We are working on year end grant reports and have completed about half of them. If you want to read them, I am adding them to the BoD section of our website.
6. I met with the landlord, owner of the rental company and our next door neighbors. We have come to an arrangement and they are going to try to keep the noise down and agree that if we feel it is too loud, we will go next door and alert them. We have agreed to a level that although audible, it is not really distracting. Once the new carpet is in and I have shifted folks around, this should also help with the level of distraction. We will see what happens. So far, not working in our favor. I have contacted the City inspector who will be checking into the noise issue also.
7. Shannon and I attended the Veterans Court Commencement on August 3<sup>rd</sup>. One of our volunteers, Jacob Linn, was the sole graduate. It was quite an event and we were acknowledged for our part in supporting him and working with him. Most of you may have

met him at the Holiday Bash. He was the young man who did all the work in the kitchen and kept the food flowing. 😊

8. I have scheduled the Annual Meeting for Thursday, October 19<sup>th</sup> at 6:00 p.m. in the PUD3 building, on Johns Prairie Rd. We will start working on the program in September. I will bring the information regarding Board member participation to the September Board meeting.

Sound Learning  
Profit & Loss  
July 2017

	<u>Jul 17</u>
Ordinary Income/Expense	
Income	
4000 - Direct Contributions Unrestr	
4010 - Individual/Small Business Unres	110.00
Total 4000 - Direct Contributions Unrestr	110.00
4100 - Direct Contributions Restricted	
4130 - Foundation Grants Restricted	3,600.00
Total 4100 - Direct Contributions Restricted	3,600.00
5180 - Student Enrollment Fees	642.00
Total Income	4,352.00
Gross Profit	4,352.00
Expense	
7200 - Payroll Expenses	
7220 - Salaries and Wages - Other	13,950.16
7250 - Payroll Taxes	
7251 - FICA & Medicare Expense	1,067.19
7252 - Employment Security Dept	18.15
7253 - Labor & Industry Tax	116.90
Total 7250 - Payroll Taxes	1,202.24
7200 - Payroll Expenses - Other	11.42
Total 7200 - Payroll Expenses	15,163.82
7500 - Professional Services	
7510 - Accounting Fees	202.91
Total 7500 - Professional Services	202.91
8100 - Non-Personnel Expenses	
8110 - Supplies	383.53
8115 - Educational Materials	454.91
8130 - Telephone/Internet	188.18
8150 - Advertising	171.76
8170 - Printing	225.91
8180 - Dues, Subscriptions, Misc. Fees	271.50
8181 - Credit Card Processing Fees	1.03
Total 8100 - Non-Personnel Expenses	1,696.82
8200 - Facility & Equipment Expense	
8210 - Rent	
8211 - GMW - 133 Railroad	1,168.00
Total 8210 - Rent	1,168.00
8220 - Utilities	
8221 - Electricity	144.34
8222 - Gas	10.60
8223 - Water, Sewer, & Garbage	177.49
Total 8220 - Utilities	332.43
8260 - Copy Machine Rental	201.80
Total 8200 - Facility & Equipment Expense	1,702.23
8300 - Travel & Meetings	
8310 - Mileage	103.79
Total 8300 - Travel & Meetings	103.79
8500 - Other Expenses	

12:50 PM  
08/08/17  
Accrual Basis

Sound Learning  
Profit & Loss  
July 2017

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	Jul 17
8550 - Volunteer Training	49.24
Total 8500 - Other Expenses	49.24
8600 - Special Event Expenses	19.00
Total Expense	18,937.81
Net Ordinary Income	-14,585.81
Net Income	-14,585.81

**Sound Learning**  
**Balance Sheet**  
 As of July 31, 2017

	Jul 31, 17
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
1020 - Our Community Credit Union	40,142.02
1030 - Our Community CUSavings Account	11,674.74
Total Checking/Savings	51,816.76
Other Current Assets	
1040 - Certificate of Deposit	15,502.98
Total Other Current Assets	15,502.98
Total Current Assets	67,319.74
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	4,550.00
Total Other Assets	4,550.00
<b>TOTAL ASSETS</b>	<b>77,882.07</b>
<b>LIABILITIES &amp; EQUITY</b>	
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	-16.29
2140 - Accrued Employment Security	17.23
2150 - Accrued Labor & Industries	115.59
Total 2110 - Accrued Payroll	7,944.53
Total Other Current Liabilities	7,944.53
Total Current Liabilities	7,782.92
Total Liabilities	7,782.92
Equity	
3010 - Net Assets-Unrestricted	118,036.86
3900 - Net Assets	-33,351.90
Net Income	-14,585.81
Total Equity	70,099.15
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>77,882.07</b>

# 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

Revised ...2017