

**BYLAWS OF  
THE MASTER GARDENER FOUNDATION  
OF SAN JUAN COUNTY**

**ARTICLE I**

**NAME AND LOCATION**

- 1.1. Name.** The name of this organization shall be the Master Gardener Foundation of San Juan County ("Foundation").
- 1.2. Location.** The location of the Foundation shall be in San Juan County, Washington.

**ARTICLE II**

**PURPOSE**

- 2.1. Purposes.** This Foundation is organized exclusively for charitable, scientific and educational purposes, more specifically:

To enhance and support the efforts of the Washington State University Extension (WSU) Master Gardener program and its volunteers;  
To inform the citizens about educational opportunities and community services provided by the San Juan County Master Gardener Program of WSU;  
To raise and disburse funds to be used to support and enhance the San Juan County Master Gardener Program;  
To facilitate and exchange ideas and information among members of the San Juan County Master Gardener Program.

- 2.2. Operated for Charitable Purposes.** To this end, the Foundation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes. No director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted by these By-laws. No part of the net earnings of the Foundation shall inure to the benefit or be distributable to any director, officer, employee, member, or representative of the Foundation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. All Directors of the Foundation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation then remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon allocation of the Board, exclusively to charitable, scientific, or educational organizations then exempt from tax under Internal Revenue Code Section 501(c)(3) or any successor section thereto, and in all events, in accordance with the Articles of Incorporation.

**ARTICLE III**

**MEMBERSHIP**

- 3.1 Qualification for Membership.** The membership of the Foundation shall consist of persons who are interested in supporting the purposes and goals of the Foundation.

- 3.2. Member Classifications.** Member classifications shall be as follows: Active, Lifetime, and Associate.

**3.2.1. Active Members.** Active members shall consist of WSU Master Gardener trainees, interns and certified WSU Master Gardeners, who elect to become members of the Foundation.

**3.2.2. Lifetime Members.** Lifetime members shall consist of Emeritus Master Gardeners and other persons who have been certified Master Gardeners for a minimum of five years, who elect to become members of the Foundation.

**3.2.3. Associate Members.** Associate members shall consist of persons not specified in Section 3.2.1 or 3.2.2 who are interested in supporting the purposes and goals of the Foundation including WSU agents and staff working with the Master Gardener Program, provided they elect to become members of the Foundation.

**3.3. Termination of Membership.** Any Member may withdraw at any time by submitting a written notice of withdrawal to the Board, such notice to be effective upon delivery. Active Members shall continue to be Members of the Foundation for so long as they remain in good standing as certified WSU Master Gardeners, Trainees or Interns.

**3.4. Member Rights and Privileges; Voting Rights.** Each Member may participate in all activities of the Foundation except only Active and Lifetime Members may vote and hold elective office. Voting Members shall be entitled to cast one vote on all matters submitted to the membership of the Foundation for decision, except that voting Members may cast as many votes in an election of Directors as there are open positions. There shall be no cumulative voting.

## ARTICLE IV

### MEMBERSHIP MEETINGS

**4.1. Annual Meeting.** There shall be an annual meeting of Members of the Foundation for the purpose of electing Officers and Directors of the Foundation and transacting such other business as may properly come before the meeting.

**4.1.1. Date and Location.** The annual meeting shall be held in April of each year at such place within San Juan County as the Board may determine.

**4.1.2. Elections.** At the Annual Meeting, nominees for office will be present to speak to the Members. Nominations may be made from the floor provided the consent of each nominee has been secured and the nominee is eligible for election. The terms of office for all successful nominees shall commence as of July 1 and continue until successors are elected and take office.

**4.2. Special Meetings.** The President, Board, or 20% of the voting Members may call special Member meetings for any purpose. Special meetings shall be held in a timely manner at such times and places within San Juan County as the Board may determine.

**4.3. Notice of Meetings.** The President, the Secretary, or the Board shall send written notice to every Member, at the last address shown on the Foundation's records at least 15 days before the meeting, or as provided by law, stating the place, date and time of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

**4.4. Quorum.** Voting Members of the Foundation present in person shall constitute a quorum for the transaction of business at any duly called meeting of the Members. At any duly called meeting of the Members at which a quorum is present, the act of a majority of the voting Members present in person or who have voted in writing shall be the act of the Members on any matter, except where the act of a greater number of voting Members is required by law, the Articles of Incorporation or these Bylaws.

**4.5. Voting.** Voting Members may vote at a membership meeting or submit their vote by postal mail or by electronic mail mailed no later than the date of the membership meeting where the matter is being voted on. Voting at all other times may be conducted by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission; provided, that the voting Member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the voting Member.

**4.6. Electronic Communications.** Whenever these Bylaws require that a document be "written" or "in writing," that requirement is deemed satisfied by an electronic record. Whenever these Bylaws require a signature on a document, an electronic signature satisfies that requirement if the Board reasonably believes that the Member affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed. The Board shall not be liable to any Member for accepting or acting in reliance upon an electronic signature or electronic record that the Board reasonably believes to be authentic, or rejecting any such item which the Board reasonably believes not to be authentic.

**4.7. Action Taken Without A Meeting.** In the Board's discretion, any action that may be taken by the Members at any annual or special membership meeting may be taken without a meeting by written consent. The Board shall send written notice of the action to be taken to all voting Members. The voting Members shall have 10 days to provide written notice to the Board whether they consent to or oppose the proposed action. Approval by written consent shall be valid only if a majority of the written responses received from voting Members within the 10 day period consent to the proposed actions. Consents shall be filed with the minutes of the next following membership meetings. Approval of any action

taken by written consent shall be effective 10 days after the Board sends written notice of approval of the action to all voting Members.

**4.8. Order and Conduct of Business.** The President shall establish the agenda for, and preside at, and the Secretary shall keep the minutes of, all membership meetings. The Board may establish rules of conduct and the order of business for all membership meetings.

## ARTICLE V

### BOARD OF DIRECTORS

**5.1. Composition of Board.** The Board of Directors of the Foundation (“Board”) shall consist of the duly elected Officers of the Foundation and up to three directors from each of San Juan Island, Orcas Island, and Lopez Island. The members of the Board must be voting Members of the Foundation. The Program Coordinator for the San Juan County Master Gardener Program shall serve on the Board in a non-voting, ex officio status.\_

**5.2. No Compensation.** The members of the Board shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

**5.3. Powers.** The Board shall have supervision, control, and direction of the affairs and property of the Foundation, shall determine the policies of the Foundation, shall actively pursue the purposes and objectives of the Foundation, and shall have discretion in the use and disbursement of the Foundation’s funds. The Board may adopt such rules, regulations and procedures for the conduct of its business, for the execution of its powers, for the implementation of these Bylaws and for the fulfillment of the purposes and objectives of the Foundation as it shall deem necessary or advisable.

**5.4. Terms of Office.** The term of office is three (3) years, the term of office of one-third (1/3) of the Directors shall expire on June 30<sup>th</sup> following the annual meeting. A Member may serve on the Board for a total of six (6) years.

**5.5. Nomination and Election of Directors.** Nominations of individuals to serve as Directors shall be made by the nominating committee in accordance with these Bylaws and such rules and procedures as may be established from time to time by the Board. Nominations of individuals to serve as Directors may also be made by written petition signed by three voting Members. The Board shall establish a Nominating Committee which shall prepare a written report setting forth a slate of nominees to serve as Directors to be sent to the Voting Members with the notice of annual meeting. Such slate shall be comprised of at least one nominee for each of the available seats on the Board that are to be filled. The meeting notice shall indicate the date by which the written vote must be returned in order to be counted and such other information as may be required by law. The persons receiving the most votes shall be elected.

**5.6. Resignation or Removal.** A Director may resign by presenting a written resignation to the President or Secretary, and such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof by the President. A Director may be removed from office with or without cause at a regular or special meeting of the Board, by the affirmative vote of two-thirds of the elected Directors; provided, however, that such Director shall be afforded an opportunity to be heard, either orally or in writing, prior to any such action.

**5.7. Vacancies.** A vacancy in the position of any Director may be filled by a vote of two-thirds of the remaining elected Directors. The new Director will serve for the unexpired term of his or her predecessor on the Board.

**5.8. Meetings.** The Board shall meet quarterly, generally in January, April, July and October, and at such other times as the Board may determine. All meetings shall be held in such places as are determined by the Board. In addition, the Board shall meet upon the call of the President, or upon the written request of one-third (1/3) of the Directors at such time and place as the President or Secretary, as the case may be, may designate.

**5.9. Conference Calls.** Any or all Directors may participate in duly called meetings of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at a meeting.

**5.10. Notice of Meetings.** Notice of meetings of the Board may be given orally or in writing and shall be given to each member of the Board, at least 72 hours before the time appointed for the meeting, except in an emergency. Notice of all regular meetings shall be given to Members at the same time. Whenever any notice is required to be given to any Director under these Bylaws, a written waiver thereof, signed by the Director or Directors entitled to receive such notice, whether

before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

**5.11. Action Taken Without A Meeting.** Any action that may be taken by the Directors at any regular or special Board meeting may be taken without a meeting by unanimous written consent. The President or Secretary shall send written notice of the action to be taken to all Directors. The Directors shall have 10 days to provide written notice to the President and the other members of the Board whether they approve of the proposed action. Approval without a meeting shall be valid only if all the members of the Board consent to the proposed actions. Written consents shall be filed with the minutes of the next Board meetings. Approval of any action taken by written consent shall be effective immediately after the President sends written notice of approval of the action to all Directors.

**5.12. Quorum; Acts of the Board.** A quorum of the Board shall consist of a majority of the members of the Board. If less than a quorum is present at any meeting of the Board, the members present may adjourn the meeting. At any duly called meeting of the Board at which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board on any matter, except where the act of a greater number of Directors is required by law or these Bylaws.

## ARTICLE VI

### OFFICERS

**6.1. Officers.** The elected officers of the Foundation shall consist of a President, Secretary, and Treasurer. The Board may from time to time appoint such other officers as the Board may deem necessary or advisable.

**6.2. Terms of Office.** The President, Treasurer, and Secretary shall serve a three year term, with a limit of two consecutive terms. At the end of the President's term of office, he or she may serve an additional one year term, to provide the Executive Committee with some continuity.

**6.3. Duties and Powers of Officers.** The duties of the President, Secretary and Treasurer shall be such as are normally associated with those offices in similar organizations, as are required by law, and as may be assigned by the Board.

**6.4. Removal of An Officer.** An Officer may be removed from office with or without cause at a regular or special meeting of the Directors at which a quorum is present, by a vote of two-thirds of the Directors.

**6.5. Vacancies.** A vacancy in the position of any Officer may be filled by a vote of the Board. The new Officer will serve for the unexpired term of his or her predecessor.

## ARTICLE VII COMMITTEES

**7.1. Executive Committee.** Unless otherwise directed by the Board, the Executive Committee of the Board shall be comprised of the President, the Treasurer and the Secretary. The Executive Committee shall make due report of its actions to the Board whenever so required. The President shall serve as the chairperson of the Executive Committee. The Executive Committee shall have and exercise all of the authority of the Board where it is necessary or desirable to do so between meetings of the Board except that the Executive Committee shall not have the authority to: (1) elect, appoint or remove any Director or officer of the Foundation, (2) adopt a resolution proposing an amendment to the Articles of Incorporation, (3) adopt a plan of merger or consolidation with another corporation, (4) acquire or authorize the sale, lease, exchange or mortgage of any real property, (5) authorize the sale, lease, exchange or mortgage of all or substantially all of the personal property and assets of the Foundation, (6) authorize or institute proceedings for the voluntary dissolution of the Foundation, (7) adopt a plan for the distribution of the assets of the Foundation or (8) amend, alter or repeal any resolution of the Board.

**7.2. Other Committees.** Unless otherwise provided in these Bylaws or directed by the Board, the President or a majority of the Board shall appoint a finance committee, a membership committee and a nominating committee and may appoint such other standing or special committees as may be required by these Bylaws or as may be deemed necessary or appropriate by the President. The responsibilities of any such standing or special committee shall be as specified in appendices to these Bylaws, and may be changed from time to time by the Board.

**7.3. Reimbursement of Expenses.** Members of any committee may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as members of the committee, as budgeted and authorized by the Board.

## ARTICLE VIII

### ADMINISTRATIVE AND FINANCIAL PROVISIONS

**8.1. Fiscal Year.** The Foundation's fiscal year shall start on January 1 and end on Dec 31.

**8.2. Books and Records.** The Foundation shall keep at the San Juan County Master Gardeners' Program office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceeding of its Members and Board and any minutes which may be maintained by committees of the Board; records of the name and address and class if applicable, of each Member and Director; and such other records as may be necessary or advisable. All books and records of the Foundation shall be open at any reasonable time for inspection by any Member. The books and records will be retained indefinitely. The custodian of the records shall be the Secretary.

**8.3. Parliamentary Authority.** The rules contained in the most recent edition of Roberts' Rules of Order, when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board, shall govern the Foundation.

**8.4. Contracts.** Except as otherwise provided in these Bylaws, only the President, or such other officers and agents of the Foundation as the Board may authorize, may sign contracts on behalf of the Foundation

**8.5. Checks, Drafts, etc.** Except as otherwise provided in these Bylaws, only the President, the Treasurer or such other officers and agents of the Foundation as the Board or the Executive Committee may authorize may sign checks, drafts, notes, acceptances, endorsements and other evidences of indebtedness on behalf of the Foundation.

**8.6. Loans.** No loans shall be made or obtained on behalf of the Foundation, and no negotiable instruments other than checks shall be issued in its name.

**8.7. Deposits.** Unless otherwise directed by the Board, all funds of the Foundation shall be deposited in such depositories as the Finance Committee may select.

**8.8. Contributions.** Funds may be solicited for any purpose not in conflict with the stated purposes of the Foundation. Contributions received for a designated purpose are to be used solely for that designated purpose. Contributions received without a designated purpose are to be used at the discretion of the Board for purposes within the mission and purposes of the Foundation. Monetary contributions are to be deposited by the Treasurer

in a financial institution approved by the Finance Committee. The Treasurer shall maintain records of all contributions to and disbursements from the Foundation.

## ARTICLE IX

### AMENDMENTS

**9.1 Amendment by the Board.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the Board at a duly called meeting of the Board at which a quorum is present; provided, however, that the notice of such meeting must be in writing, must describe, generally, the scope and nature of the amendment, revision or alteration to the Bylaws, and must state that a purpose of the meeting is to vote on such proposed amendment, revision or alteration to the Bylaws.

**9.2 Amendment by the Members.** Any alteration, amendment, repeal or adoption of new bylaws that reduces the rights of Members, or lengthens the term of office for any Officers or Directors must be approved by the voting Members at a duly called meeting of the Members.

## ARTICLE X

### LIMITATIONS OF LIABILITY & INDEMNIFICATION

**10.1. Limitations of Liability.** Nothing herein shall constitute Members of the Foundation as partners for any purpose. No Member, officer, director, agent, representative or employee of the Foundation shall be liable for any act or failure to act on the part of any other Member, officer, director, agent, representative or employee of the Foundation, nor shall any Member, officer, director, agent, representative or employee of the Foundation be liable for any act or failure to act under these Bylaws, except acts or failures to act arising out of such person's willful misfeasance.

**10.2. Indemnification.** The Foundation shall, to the fullest extent now or hereafter legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, employee, agent or representative of the Foundation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer, employee, agent or representative of the Foundation, whether the basis of such proceeding is alleged action or failure to take action in an official capacity, against any and all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, actually and reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Foundation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding. The rights of indemnification and advancement of expenses provided herein shall not be deemed exclusive of any other rights that any person seeking indemnification or advancement of expenses may have or hereafter be entitled to claim or exercise.

**10.3. Insurance.** The Foundation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the Foundation or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an officer, director, agent, or employee, whether or not the Foundation would have the power to indemnify such person against the same liability under applicable law.

## ARTICLE XI

### NON DISCRIMINATION

It is the policy of the Master Gardener Foundation of San Juan County not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status political service or affiliation, color, religion, or national origin.

**ARTICLE XII**  
**CONFLICT OF INTEREST**

The Board shall adopt and periodically review a conflict of interest policy to protect the Foundation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with Board-delegated powers.

**Appendix \_**  
**Membership Committee**  
**Adopted \_\_\_\_\_**

1. **Composition.** The Membership Committee shall consist of one to three persons appointed by the Board from the Members of the Foundation. The Board shall appoint a Director of the Board to also sit on the Committee.
2. **Function.** The function of the Membership Committee shall be to:
  - keep a list of Members as defined by the Bylaws, which shall be updated at least annually, and provided to the Board and Foundation Members,
  - develop a standardized method for tracking membership gains and losses,
  - recruit Members,
  - maintain and provide membership application forms to prospective members,
  - develop a welcome/orientation package for new Members, as approved by the Board, and provide copies to new Members, and
  - Coordinate with other committees as requested by the Board.



## APPENDIX \_

### NOMINATING COMMITTEE

#### ADOPTED \_\_\_\_\_

1. **Composition.** The Nominating Committee shall consist of two members of the Board and at least three other Members of the Foundation, one from each of the three main islands in San Juan County, if possible, who are not elected officers of the Foundation and who are not running for election.
2. **Formation.** Each year prior to the January meeting of the Board, the Foundation shall circulate an e-mail to its Members seeking volunteers to serve on the Nominating Committee. At its January meeting the Board shall designate two of its members to serve on the Committee, one of whom shall chair the Committee, and shall select 3 Members to serve on the Committee as well. If there are not a sufficient number of Members who have volunteered to serve on the Committee, the Committee chair shall try to recruit Members to fill the vacancies.
3. **Meetings.** The Committee shall meet at such times and places as are mutually convenient for the Committee members. The Committee shall adopt such procedures for operating as they deem appropriate, consistent with the provisions of this Appendix.
4. **Identification of Nominees.** The Nominating Committee shall use such means as they deem appropriate to identify one or more eligible Members for each office and Board position of the Foundation to be filled for the upcoming year. In selecting nominees, the Committee shall bear in mind the Foundation's desire to have its Board and officers represent the geographical diversity of the Foundation's Members. Prior to submitting its nominating report, the Committee shall contact each Member they want to nominate for a Board or officer position and verify the willingness of that person to serve if nominated and elected. To facilitate their endeavors, the Nominating Committee may draft job descriptions, for approval by the Board prior to their use.
5. **Nominating Report.** The Committee will report its nominations in writing to the President prior to the April Board meeting. The report shall specify the name of each nominee, the island that they reside on and the position for which they are being nominated.
6. **Dissolution.** Upon submission of its report to the President, the Nominating Committee will be dissolved.

**APPENDIX \_**  
**FINANCE COMMITTEE**  
**ADOPTED \_\_\_\_\_**

1. **Composition.** The Board of Directors shall appoint a Finance Committee which shall be comprised of the Treasurer and two (2) other Members, one of whom shall be a Director and one of whom shall be a Member appointed by the President.
2. **Meetings and Operations.** The Committee shall meet at such times and locations as are mutually convenient. The Treasurer shall serve as chair of the Committee. The Committee shall adopt such rules of operation as are convenient and not inconsistent with the Foundation's Bylaws or Articles or state law.
3. **Budget.** This Committee shall, in accordance with such procedures as may be established by the Board of Directors from time to time, recommend a budget to the Board of Directors for each fiscal year. The initial process for creating a proposed budget shall be as follows:
  - a. **Proposed Project and Program Budgets.** In October, the Treasurer shall send the chair of each Foundation Program and each major island MG project and the MG Program Coordinator a summary of the funds spent for that program or project (or the MG program in the case of the Coordinator) during the prior 12 months and request them to submit a budget request for their program or project to the Treasurer by November 15 for the next fiscal year, together with their prioritization for each budget item. Each budget request shall identify the Foundation fund that will fund the request, list major income and expense categories and amounts, with an explanation of any significant deviations from the prior year's spending, together with the prioritization of each budget item. Funding requests for island MG projects must be approved by the specific island prior to its submission to the Treasurer.
  - b. **Initial Proposed Budget.** The Treasurer shall aggregate the budget requests into a single proposed Foundation budget for consideration by the Committee. To assist the Committee in evaluating the proposed budget, the Treasurer shall provide the Committee members with copies of each budget request along with a copy of the Foundation's financial statements as of the end of the preceding month.
  - c. **Proposed Foundation Budget.** The Committee may elect to accept the proposed budget or it may make such changes as it believes are prudent and in the best interests of the Foundation. If the Committee believes it will be helpful, the Committee may request the Coordinator or the chair of a project or program to attend a Committee meeting to answer questions about their budget request. The Committee chair shall forward their proposed budget to the members of the Board at least 5 days prior to the January meeting of the Board.
4. **Financial Policies and Procedures.** The Committee shall adopt financial policies and procedures for the operation of the Foundation, consistent with these Bylaws, the Articles and applicable law at its first meeting following the adoption of these Bylaws. Thereafter, the Committee may amend the Policies and Procedures from time to time as they deem appropriate, provided such changes are not inconsistent with these bylaws, the Articles or applicable law. The Policies and Procedures, and any amendments shall be presented to the Board. The Committee shall also develop forms and informational sheets to assist others in following the adopted Procedures.
5. **Designation of Banking Relations.** The Finance Committee shall select one or more financial institutions as depositories of the Foundation's funds and may change such designation from time to time as they deem appropriate.

6. **Tax Returns and Financial Reports.** The Committee shall assist the Treasurer in preparing or overseeing the preparation of all tax returns and other financial reports that the Foundation shall be required to file and shall review and approve each proposed filing.
  
7. **Financial Records.** The Finance Committee shall examine the accounts and books of the Foundation at least once each year and shall make interim reports to the Board when requested by the Board or when they deem such reports to be warranted.
  
8. **Audits.** The financial Committee shall oversee any audit, review or compilation of the Foundation's financial statements by an accountant and shall report the results of the audit, review or compilation to the Board.