

**WESTERN WASHINGTON UNIVERSITY
ITEM SUBMITTED TO THE BOARD OF TRUSTEES**

TO: Members of the Board of Trustees

FROM: President Sabah Randhawa by:
Vice President Kim O'Neill, University Advancement

DATE: April 14, 2023

SUBJECT: Consent to Amend WWU Foundation Articles of Incorporation

PURPOSE: Action Item

Purpose of Submittal:

Approval to amend the WWU Foundation Articles of Incorporation.

Proposed Motion:

MOVED that the Board of Trustees of Western Washington University, upon the recommendation of the President, approve Board Resolution 2023-03 and approve the consent document as presented to allow the Foundation to amend its Articles of Incorporation so that the merger of the WWU Foundation and the Alumni Association of WWU may proceed.

Supporting Information:

Written Consent of WWU to the Amendment of the Articles of Incorporation of WWU Foundation.

Source of Funding:

WWU Foundation
Alumni Association of WWU

**WESTERN WASHINGTON UNIVERSITY
ITEM SUBMITTED TO THE BOARD OF TRUSTEES**

TO: Members of the Board of Trustees

FROM: President Sabah Randhawa by:
Vice President Kim O'Neill, University Advancement

DATE: April 4, 2023

SUBJECT: Consent to Amend WWU Foundation Articles of Incorporation

PURPOSE: Action Item

Purpose of Submittal:

Approval for the President to sign the document to amend the WWU Foundation Articles of Incorporation.

Proposed Motions:

MOVED that the Board of Trustees of Western Washington University, upon the recommendation of the President, approve the consent document as presented to allow the Foundation to amend its Articles of Incorporation so that the merger of the WWU Foundation and the Alumni Association of WWU may proceed.

Supporting Information:

Written Consent of WWU to the Amendment of the Articles of Incorporation of WWU Foundation.

Source of Funding:

WWU Foundation
Alumni Association of WWU



RESOLUTION NO. 2023-03

WRITTEN CONSENT OF WESTERN WASHINGTON UNIVERSITY TO THE AMENDMENT OF THE ARTICLES OF INCORPORATION OF WESTERN WASHINGTON UNIVERSITY FOUNDATION

WHEREAS, Western Washington University (the “**University**”), an agency of the Washington state government, and the Western Washington University Foundation (the “**Foundation**”), a Washington nonprofit corporation that is recognized by the Internal Revenue Service as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and that is organized to support the purposes of the University, entered into an agreement in 1995, which was amended in 2010 and again in 2016 (the “**Agreement**”), which defines the terms of the relationship between the University and the Foundation;

WHEREAS, the Agreement says that the Foundation shall “[n]ot change its stated purpose for existence as set forth in Article IV of its Articles of Incorporation during the lifetime of this Agreement without first obtaining written consent from the University”;

WHEREAS, the Foundation desires to amend its purposes in Article IV of its Articles of Incorporation to reflect the merger of the Alumni Association of Western Washington University with and into the Foundation, which merger the University has determined to be in the University’s best interest; and

WHEREAS, the University desires to consent to the amendment to the Foundation’s purposes in Article IV of its Articles of Incorporation.

NOW, THEREFORE, I, a duly appointed officer of the University with the authority to execute this certification on the University’s behalf, hereby certify that the University consents to the amendment to the Foundation’s purposes in Article IV of its Articles of Incorporation.

Dated _____, 2023

ATTEST:

John M. Meyer, Chair

Faith Li Pettis, Vice Chair