



*cc: Steve
you remain
let's discuss
D. M. P.*

KIWANIS CLUB OF TUMWATER

344 Cleveland Avenue • Suite G • Tumwater, WA 98501

August 29, 1989

~~Mr. Mark Redal, Regional Administrator~~
D.C.F.S. Region 6 office
Mail Stop LK-12
Olympia, Washington 98501

Subject: Lewis County Youth Enterprises
a/k/a Kiwanis Vocational Homes
for Youth

Dear Mr. Redal:

A sincere thanks to you and Mr. Steve Ennet for your courtesy given in your office to Mr. Henry Meister, Mr. Ray Ingwerson and myself. It was a pleasure to meet with you and have the opportunity to express our concerns regarding management of The Kiwanis Vocational Homes for Youth at Centralia, Washington.

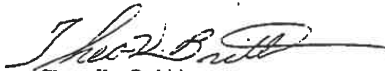
In summary, we feel the purpose of this meeting was to bring to your attention recently disclosed inequities in management of the home and change in corporate structure of the organization. As discussed with you, our first concern is the welfare, safety and development of boys in residence at the home. However, regretfully, we reported several inequities of management by the administrator and general manager of the home and questionable practices to assure the state is receiving fair return for services it is paying. Should your office desire to pursue an audit of records submitted to you in regard to hours of counseling given and progress of rehabilitation of the boys, we can provide evidence of alterations of records.

As members of the Board of Directors of the Kiwanis Vocational Homes for Youth, we are concerned with financial accountability of the organization. There are many gross reports regarding compensations to family members of the administrator which are not justified. However, we as the Board of Directors of the Kiwanis Vocational Homes for Youth have recently been imposed upon and stripped of our powers as directors under RCW, Chapter 24, to now serve only as an advisory board. As such, we have no authority for direction and management. Copy of this bylaw change, approved August 3, 1989 with objection by members visiting with you, is enclosed. Please note Kiwanis Vocational Homes for Youth under these bylaws has no assets in the organization or power and responsibility for its direction and administration. Therefore, any contractual agreements and compensations by the state should be made with Lewis County Youth Enterprises and not the Kiwanis Vocational Homes for Youth.

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In closing, we as members of various Kiwanis clubs are concerned about the welfare and rehabilitation of disadvantaged boys. We are also concerned with proper and responsible management of the home in Centralia. We thank you for the opportunity to bring these concerns to your attention and shall be pleased to offer additional information, if desired.

Sincerely,



Theo V. Britt
Kiwanis Club of Tuzwater

bcc: Henry Meister
~~611 Ham Hill Road~~
~~Cochran, WA 98532~~

Ray Ingwerson
~~10329 185th St. S.W.~~
~~Rochester, WA 98579~~

AMENDED BY-LAWS
OF
KIWANIS VOCATIONAL HOMES FOR YOUTH

ARTICLE I

Registered Office and Registered Agent

The registered office and the registered agent of this corporation shall be as designated in the Articles of Incorporation and may be changed from time to time by resolution of the Board.

ARTICLE II

Corporate Seal and Membership

This corporation shall not have a corporate seal and there shall be no membership in this corporation.

ARTICLE III

Corporate Purpose and Mission

The purpose and mission of this corporation, acting through its Board of Directors, which is hereby defined as an advisory Board, shall be to advise and assist Lewis County Youth Enterprises, a Washington non-profit corporation, in the operation of group homes for youth in Washington State. To that end the Board shall appoint and contribute two of its own members to serve on the Board of Directors of Lewis County Youth Enterprises. Further, the Board shall assist Lewis County Youth Enterprises and the Directors of its group homes for youth in obtaining funds, goods, equipment and other property which shall be given to Lewis County Youth Enterprises for use by the homes. All assistance, advice and counsel shall be submitted to the Board of Directors of Lewis County Youth Enterprises through the two Kiwanis Vocational Homes for Youth Board members. Neither this Board nor any of its members will endeavor to supervise, control, oversee, direct or in any way manage the operations or staff of group homes operated by Lewis County Youth Enterprises. The Board will commit to lend its support and assistance to the homes and their Directors through the Board of Lewis County Youth Enterprises. This Board shall neither acquire nor own in its own name any funds or property or incur any monetary obligations or debts. Individual Board members may accept reimbursement from Lewis County Youth Enterprises for expenses but

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shall receive no monetary compensation for their services. Any funds or property acquired by this Board shall be held and acquired in trust for Lewis County Youth Enterprises.

ARTICLE IV

Board of Directors

There shall be seven (7) numbered Director positions with the following terms of service: Position 1, 1 year; Position 2, 2 years; Position 3, 3 years; Position 4, 4 years; Position 5, 5 years; Position 6, 6 years; Position 7, 7 years. Each Director shall have one vote. Current membership in good standing in Kiwanis shall be a requirement for election to and continued service on the Board. Elections to vacant Board positions shall take place at the September Board meeting and the terms of service shall begin each October 1. Should any position be vacated during the term of office, the remaining Board members may, at any regular or special meeting, elect a person to occupy the vacant position until the next September meeting. Also at the September meeting, the Board shall elect two of its own members to serve a one-year term commencing October 1 on the Board of Directors of Lewis County Youth Enterprises. For purposes of elections, two-thirds of current Board members shall constitute a quorum and the majority vote of the quorum shall suffice.

ARTICLE V

Officers

Board officers shall consist of a President, Vice-President and a Recording Secretary. Because the corporation will own no property, there shall be no treasurer. Officers shall be elected for one-year terms as the first order of business of the Board as constituted after the September meeting. Two-thirds of Board members shall constitute a quorum for this purpose and a majority of the quorum shall suffice. During the term of office, any officer may be removed by a vote of two-thirds of the current Board members at any regular or special meeting.

Duties: The President shall preside at all meetings of the Board of Directors and shall act personally or through a delegated Board member as spokesperson for the Board. The President shall have the authority to call special meetings of the Board. The Vice-President shall serve in the President's unavailability or absence. The Recording Secretary shall take, keep and record minutes of all Board meetings and shall keep track of attendance at Board meetings.

ARTICLE VI

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Meetings

The Board of Directors shall meet on the first Thursday of each month at 7:30 pm on the campus of Kiwanis Vocational Homes for Youth, 2901 Sawall Avenue, Centralia, Washington. Two-thirds of the current Board shall constitute a quorum and the majority of the quorum shall suffice for the conduct of business. The Director of Kiwanis Vocational Homes for Youth, Centralia, Washington, and the Directors of any other group home operated by Lewis County Youth Enterprises, shall have a standing invitation to attend all Board meetings both regular and special. Special meetings of the Board may be convened at any time on ten-days written notice at the call of the President of the Board or upon the call of any three members of the Board of Directors. Such notice shall be given by the Secretary but may also be given by the President or by the three members who call for the meeting. An absolute majority of the current Board members may orally waive this notice requirement but these five members must attend the meeting and reduce the waiver to writing in order to validate such an emergency meeting.

If at any regular or special meeting it shall appear to the Board that a member has failed to attend any two meetings within the previous six months without written excuse of the President, this members seat shall be deemed vacated and available for immediate replacement. Provided; by majority vote the other members attending this meeting may waive this provision.

ARTICLE VI

Personal Liability of Directors

No Director shall be liable to the corporation for monetary damages for conduct as a Director provided that this provision shall not eliminate the liability of a Director for acts or omissions that involve intentional misconduct or a knowing violation of the law by a Director or for any transaction from which the Director will personally receive a benefit in money, property or service to which the Director is not legally entitled. This provision shall not apply to any act or omission of a Director occurring prior to the effective date of this provision.

ARTICLE VII

Notes

Whenever notice is required under these By-Laws and such notice is given by mail, the time of giving such notice shall be deemed to be the time when the same is deposited in a United States Postal Service letter box or other first class mail receptacle.

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ARTICLE VIII

Amendment of Bylaws and Removal of Board Members

These Bylaws may be amended and any Board Member may be removed without cause at any regular or special meeting of the Board. Provided; for such purposes a two-thirds majority of the then current members shall be required. Provided further; for such purposes written notice pursuant to Articles VII and IX shall be required and shall not be subject to waiver.

ARTICLE IX

Proxy Voting

By written authority bearing the signature of any member of the Board of Directors and designating a specific member of the Board of Directors to vote in his stead the holder of said proxy vote shall be entitled to vote on behalf of the authorizing Director at any meeting held during the duration of the authorization.

ARTICLE X

Prior By-Laws and Resolutions

Prior By-Laws original and amended of this corporation are hereby revoked. All prior resolutions inconsistent with these By-Laws are hereby repealed.

APPROVED BY RESOLUTION of the Board of Directors on the _____ day of _____, 1989.

PRESIDENT

ATTEST:

RECORDING SECRETARY

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