

**BYLAWS OF
ROTARY INTERNATIONAL DISTRICT
7570 FOUNDATION, INC.**

Article I. Mission

The mission of the Corporation is to initiate and support charitable activities for the benefit and general betterment of the area served by the Rotary District 7570 including, among other things, providing grants, scholarships and support of other Rotary programs.

Article II. Prohibited Activities

No part of the net assets or earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except that the Corporation may make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

No Director, Officer, or Member shall receive any compensation from the Corporation for services rendered thereto; however, the Corporation may reimburse any person for reasonable expenses incurred on its behalf.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code.

Article III. Members

Section 3.1 **Qualifications.** The Members of the Corporation shall consist of the Council of Governors of District 7570, as defined in District 7570 Policies & Procedures Manual. Specifically the Members of the Corporation shall consist of the current District Governor, the District Governor-elect, the District Governor-nominee, the District Governor-nominee designate and all past District Governors of Rotary International who are Members of clubs in District 7570 and reside in the territorial boundaries of District 7570.

Section 3.2. **Voting.** Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 3.3. **Dues.** No dues or fees shall be assessed upon Members of the Corporation.

Article IV. Meeting of Members

Section 4.1 **Place of Meeting.** Unless otherwise fixed by the Board of Directors, meetings of the Members shall be held at the meeting site of District 7570 Board of Directors (Council of Governors).

Section 4.2. **Annual Meeting.** The Annual Meeting of the Members shall be held during the Spring of each year in conjunction with the District 7570 Conference. Reports of the activities and finances of the Corporation shall be made to the Members at the meeting and copies thereof shall be made available to the Members. Only Members of the Corporation, shall have the right to make motions and vote at such meetings.

Section 4.3. **Special Meetings.** Special meetings of the Members may be called by the Secretary or the President of the Corporation, and the business thereof shall be limited to the purpose or purposes given in the notice.

Section 4.4. **Notice.** Notice of each meeting of the Members, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, except that notice of a meeting to amend the Articles of Incorporation must be given not less than twenty-five nor more than sixty days before the date of the meeting. Such notice shall be delivered either personally or by mail; or it may be delivered by e-mail or other electronic method to each Member if the Member consents. Providing an e-mail address or cell phone number to the Secretary shall be deemed consent. Consent may be revoked by written notice to the Secretary.

Section 4.5. **Proxies & Quorum.** Proxies shall not be permitted, and quorum shall consist of those Members present, which shall be not less than the number of Directors currently serving the Corporation, at any members' meeting. Members may be present in person or by telephone or electronically. Meetings may also be conducted via ZOOM or similar electronic meeting service.

Article V. Board of Directors

Section 5.1. **General Powers.** All powers of the Corporation shall be exercised by or under the authority of its Board of Directors, and the property, affairs and business of the Corporation shall be managed under the Board's direction, subject to any limitations set forth in the Articles of Incorporation.

Section 5.2. **Number & Qualifications.** The number of Directors shall be not less than 3 nor more than 7. The Members may, by amendment to the bylaws, change the number of Directors. Directors shall be Members of the Corporation.

Section 5.3. **Nominations & Elections.** The Board of Directors shall appoint a nominating committee of not fewer than three Members, who shall submit a slate of nominees to the Members at their Annual Meeting. In addition, nominations may be made from the floor by any Member in good standing, provided the Member has received the consent of the individual to be

nominated. Directors from the appropriate block periods of service shall be elected at each Annual Meeting of the Members.

Section 5.4. **Terms of Office, Initial Staggered Terms.** Directors will be elected from the pool of Past District Governors (hereinafter “PDG”) with all decades of service being represented. Initially, terms of service will be staggered, with half of the directors serving two (2) year terms and the other half serving three (3) year terms. Directors shall subsequently be eligible for a second, three (3) year term. After the initial slate of directors, all terms will be for three (3) years.

Section 5.5. **Term Limits.** A Director who has been elected by the Members to two successive three-year terms (limit of six years) may not serve on the Board of Directors for a period of one year after leaving the Board.

Section 5.6. **Vacancies.** A vacancy on the Board of Directors that occurs between annual Member meetings shall be filled by vote of the Members of the Corporation at a special meeting called for such purpose. The power to fill vacancies on the Board of Directors shall be reserved exclusively to the Members of the Corporation.

Section 5.7. **Meetings.** A regular Annual Meeting of the Board of Directors shall be held at the same place as the Annual Meeting of Members. Other regular meetings of the Board of Directors shall be held at least quarterly and these meetings may be held electronically. Special meetings of the Board of Directors may be called by the President, Secretary or any Member of the Board of Directors.

Section 5.8. **Notice of Meetings.** Regular meetings of the Board of Directors will be held as established at the Annual Meeting of the Board of Directors. Notice of the time, date, and place of a special meeting shall be given at least ten days in advance either personally or by email or other electronic device. Providing an email address or cell phone number to the Secretary shall be deemed consent. Consent may be revoked by written notice to the Secretary.

Section 5.9. **Quorum & Voting.** A majority of the Directors in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors may be present in person or by telephone call in or meetings may also be conducted via ZOOM or similar electronic meeting service.

Section 5.10. **Action without Meeting.** Action may be taken by the Board of Directors without a meeting if the action is taken by all Members of the Board, as evidenced by one or more written Consent Resolutions stating the action taken, signed by each director and filed with the minutes. The Consent Resolutions may be evidenced by electronic transmission. Consent Resolutions may be signed in multiple counter-parts each of which when taken together shall constitute one original.

Section 5.11. **Waiver of Notice.** A Director may waive any notice required by law or these bylaws before or after the time and date stated in the notice, and such waiver shall be the equivalent of the giving of notice. Except as provided in the next sentence, the waiver shall be in

writing, signed by the director and filed with the minutes of the Board of Directors. A Director's attendance at or participation in a meeting waives any required notice to the Directors of the meeting unless the Director at the beginning of the meeting or promptly upon the Director's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or consent to action taken at the meeting.

Article VI. Officers & Committees

Section 6.1. **Officers & Qualifications.** The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time appoint. The President shall be a Director of the Corporation. Any two offices may be held by the same person, except the offices of President and Secretary.

Section 6.2. **Election, Tenure, Term Limits.** Officers shall be elected annually by the Board of Directors at its regular Annual Meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor has been elected and assumes office. No person shall serve in the same office for more than five successive terms.

Section 6.3. **Duties of Officers.** The duties of the officers shall be such as usually attached to such offices and, in addition thereto, such further duties as may be prescribed from time to time by the Board of Directors.

Section 6.4. **Committees.** The Board of Directors may, by resolution, designate standing and special committees as it deems necessary, and such committees shall be revalidated at the next Annual Meeting. Persons may be designated as committee members who are not Members of the Corporation or its Board of Directors. Unless authorized by the Board of Directors or these bylaws, no standing or special committee may exercise any power of the Board of Directors in the conduct of the affairs of the Corporation.

Article VII. Fiscal and Financial Matters

Section 7.1. **Contracts.** The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. However, no committee, director, officer or agent of the Corporation shall make any expenditure to commit the Corporation to any liability whatsoever, unless such expenditure or liability has been budgeted by prior action of the Board of the Directors or has been approved separately by the Board of Directors.

Section 7.2. **Checks, Drafts & Deposits.** All checks, drafts or other orders for the payment of money or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the Board of Directors. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or their depositories as the Board of Directors may select.

Section 7.3. **Gifts.** The Board of Directors shall have the sole power to accept or decline on behalf of the Corporation any contribution, gift, bequest or devise for the general charitable purposes, or for any special charitable purpose, of the Corporation.

Section 7.4. **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June in the following year.

Article VIII. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors, and shall maintain a record giving the names and addresses of the Members. Any Member may inspect the books and records of the Corporation at any reasonable time and for any proper purpose.

Article IX. Conflict of Interest Policy

The Corporation shall adopt a conflict-of-interest policy generally in accordance with guidance from the Internal Revenue Service. Once adopted, a copy shall be attached to the bylaws.

Article X. Indemnification

Each person now or hereafter an officer or director of the Corporation (and their heirs, executors, and administrators) shall be indemnified by the Corporation to the extent permitted by statute against all costs and expenses including all attorney's fees, imposed upon or reasonably incurred by them in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of their being or having been an officer or director the Corporation. Such right of indemnification shall not be deemed exclusive of any rights to which they may be entitled under any other bylaw, agreement, or otherwise.

Article XI. Rules and Regulations

The Board of Directors may from time to time adopt rules, regulations and policies for the management of the affairs of the Corporation that are not inconsistent with its Articles of Incorporation or these Bylaws.

Article XII. Amendment

These Bylaws may be amended or repealed and new bylaws may be adopted by two-thirds of the Members at any meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501(c)(3) of the Internal

Revenue Code (or any successor provision) and provided further that notice of such meeting and copies of the proposed amendment or amendments have been delivered either personally or by mail or by email or other electronic method not less than 25 nor more than 60 days before the date of the meeting.

ADOPTED: December 7, 2024

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