

**Amended and Restated Bylaws of
The Rotary District 5300 Foundation, Inc.
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**DRAFT Amended and Restated Bylaws of
THE ROTARY DISTRICT 5300 FOUNDATION, INC.
a California Nonprofit Public Benefit Corporation**

ARTICLE 1 NAME AND PURPOSE

1.1 NAME AND PURPOSE

- 1.1.1 The name and purpose of this corporation ("Corporation") are as set forth in the Corporation's Articles of Incorporation. The Corporation's name and purpose may be amended only by an amendment to the Articles of Incorporation as set forth in Section 9.4.
- 1.1.2 The Corporation may only engage in activity that is in furtherance of its purpose as set forth in its Articles of Incorporation.

ARTICLE 2 DIRECTORS, ELECTION, AND REMOVAL

2.1 POWERS

The Corporation shall have a board of directors (referred to in these bylaws as the "Board"). The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board, acting as a body. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

2.2 NUMBER

- 2.2.1 The Board shall have not less than five directors nor more than eleven directors. The precise number of directors shall be set within these limits by a vote of the Board. Such number shall be referred to herein as the "authorized number" of directors.
- 2.2.2 Three directors shall be *ex officio* directors and the remaining directors shall be directors at large. The *ex officio* directors shall be the three individuals holding the following positions with Rotary International District 5300, Inc., a California nonprofit public benefit corporation (the "District"): District Governor-Elect, District Governor, and the Immediate Past District Governor. A person serving as an *ex officio* director shall cease to be a director immediately upon the cessation or termination of their service in their position with the District. Sections 2.3 and 3.4 of these bylaws do not apply to *ex officio* directors. The directors at large shall be elected by the Board pursuant to Section 2.3, and as near as feasible, directors shall be selected so the entire Board will have a balanced representation of the following five geographic regions in District 5300: Southern Nevada; High Desert; Antelope Valley; Southern California East; and Southern California West.
- 2.2.3 The authorized number of directors may be changed only upon a resolution of the Board.
- 2.2.4 In order to qualify to serve as a director, an individual must be a member in good standing of a Rotary club designated to be in the District (a "Rotarian").

2.3 ELECTION AND TERM OF OFFICE OF DIRECTORS

- 2.3.1 Except as provided for in Section 2.3.3, directors at large shall be elected to terms of office of three years at the annual meeting of the Board. If the election of directors does not take place at

the annual meeting, it may take place at any other meeting of the Board. The terms of office of directors shall be staggered such that, at all times, the number of directors elected in each year shall be equal or as equal as possible if the authorized number of directors is not evenly divisible by three.

- 2.3.2 Except for terms of directors elected pursuant to Section 2.3.3, directors' terms of office shall commence on July 1 and shall terminate on June 30 three years hence. If the election of directors takes place after July 1, such directors' terms shall commence immediately upon election and shall terminate on June 30 three years from the July 1 on which the terms should have commenced.
- 2.3.3 As soon as practicable after these bylaws are adopted, in order to provide for staggered terms, the Board shall elect directors to terms of office of one, two, and three years. The number of directors elected for each term shall be equal or as equal as possible if the number of authorized directors is not evenly divisible by three. The terms of directors so elected shall commence immediately upon election and shall terminate upon the conclusion of the annual meeting held one, two, or three years hence, as applicable.
- 2.3.4 Whenever there is an election to fill a seat on the Board, each director may cast one vote for each director to be elected. Cumulative voting by directors for the election of directors is not permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.
- 2.3.5 Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- 2.3.6 In accord with the California Nonprofit Corporation Law (the "Nonprofit Law"), an amendment to the bylaws changing the terms of office of directors may not decrease or increase the terms of office of directors in office at the time the amendment is passed.
- 2.3.7 No person shall serve as a director of this Corporation for more than two consecutive full terms, unless the Board, in its sole discretion, authorizes additional terms.

2.4 REMOVAL OF DIRECTORS

- 2.4.1 A director may be removed without cause by the vote of a majority of the directors then in office.
- 2.4.2 The Nonprofit Law does not allow the Board to remove a director for cause. However, the Board may declare the office of a director vacant for the reasons set forth in Section 2.5.2.

2.5 VACANCIES

- 2.5.1 Vacancies on the Board shall exist (a) on the death, resignation, or removal of any director or (b) whenever the authorized number of directors is increased.
- 2.5.2 The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court of competent jurisdiction, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under sections 5230 through 5239 of the Nonprofit Law. In addition, the Board may by a majority vote of the directors who meet all of the required qualifications to be a director set forth in Section 2.2, declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

- 2.5.3 In accord with the Nonprofit Law, an amendment to the bylaws decreasing the minimum number of directors shall be effective only upon the expiration of the then-current directors' terms of office or upon the occurrence of any other vacancy in the Board and shall not affect the terms of directors in office at the time the amendment is passed unless the amendment also provides for the removal of one or more specified directors.
- 2.5.4 Any director may resign upon giving written notice to the chair of the Board (the "Chair"), the Secretary, or the Board, and such notice shall be effective upon the giving of such notice unless such notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein. No director may resign if their resignation will leave the Corporation without at least one duly elected director unless they have first given notice to the Attorney General of the State of California.
- 2.5.5 Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by:
 - 2.5.5.1 The unanimous written consent of the directors then in office;
 - 2.5.5.2 The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with Article 4; or
 - 2.5.5.3 A sole remaining director.
- 2.5.6 A person elected to fill a vacancy as provided by this Section shall hold office for the remainder of the unexpired term in question or until their death, resignation, or removal from office.

ARTICLE 3 BOARD STANDARD OF CONDUCT

3.1 DIRECTOR FIDUCIARY DUTY

It is the obligation of each director of the Corporation to perform their duties (a) in good faith, (b) in a manner such director believes to be in the best interests of the Corporation, and (c) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which such director serves.

3.2 GENERAL DUTIES

It is the duty of each director to:

- 3.2.1 Perform any and all duties imposed on them individually, or collectively upon the Board, by law, by the Articles of Incorporation, or by these bylaws; and
- 3.2.2 Register their address, phone, and email address with the Secretary. Notices of meetings delivered or telephoned, including by voice messaging system, to a director at such address or phone number shall be valid notices. Notices of meetings delivered by email or by other electronic means shall be valid notices thereof if given in compliance with Section 9.1.1.

3.3 MANAGEMENT OF CORPORATE INVESTMENTS

In managing and stewarding the Corporation's investments, the Board shall avoid speculation and shall consider, among other relevant considerations, the long- and short-term operating and capital needs of the Corporation in carrying out its purposes, the expected total return on its short- and long-term investments, price level trends, and general economic conditions. The administration of the Corporation's

investments shall comply with additional standards or investment guidelines, if any, imposed by any investment or spending policy adopted by the Board, the Nonprofit Law, as well as the express terms of any instrument or agreement pursuant to which such assets were contributed to the Corporation.

3.4 RESTRICTION REGARDING INTERESTED PERSONS

Notwithstanding any other provision of these bylaws, not more than 49 percent of the persons serving on the Board may be interested persons. For the purposes of this Article, an “interested person” is:

- 3.4.1 Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months excluding any reasonable compensation paid to a director as director. For purposes of this definition, compensation means any payment as a full, or part-time employee, an officer, a contractor, a vendor, or otherwise; or
- 3.4.2 Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of a person described in Section 3.4.1.

3.5 SELF-DEALING

- 3.5.1 The Corporation shall not enter into any transaction (including, but not limited to, a contract, compensation arrangement, or other agreement), directly or indirectly, with: (a) any director of the Corporation; (b) any officer of the Corporation, including, but not limited to, the President or chief executive officer, and the Treasurer or chief financial officer; (c) any person who during the 5-year period ending on the date of such transaction was in a position to exercise substantial influence over the affairs of the Corporation; (d) any person who is a relative by blood or marriage of a person described in (a) through (c); or (e) any entity in which persons described in (a) through (d), above, own more than 35 percent of the voting power, profit interest or beneficial interest, unless:
 - 3.5.1.1 The material facts regarding the transaction and the nature of that person’s direct or indirect financial interest are fully disclosed in good faith and noted in the minutes, or are known to all directors, prior to consideration by the Board of such transaction;
 - 3.5.1.2 Prior to consummating the transaction or any part thereof, such transaction is authorized in good faith by a vote of the majority of the directors then in office, without counting the votes of any director who has a financial interest in the transaction;
 - 3.5.1.3 In addition, for transactions in which a director has a material financial interest, before authorizing or approving the transaction, the Board must also consider and in good faith determine, after reasonable investigation under the circumstances, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - 3.5.1.4 At the time the transaction is entered into:
 - 1. The transaction is fair and reasonable to the Corporation; and
 - 2. The Corporation entered into it for its own benefit.
- 3.5.2 Each director, upon election to the Board, and thereafter no later than the first Board meeting of each fiscal year, shall submit a signed statement on a form determined by the Board or a designated committee of the Board disclosing any actual or possible conflict of interest of any interested persons, including all material facts thereof, and affirming that the director:

- 3.5.2.1 Has received a copy of, read, understands, and agrees to comply with this Section 3.5 of the bylaws or any conflict of interest policy adopted by the Board; and
- 3.5.2.2 Understands that the Corporation is a tax-exempt organization and in order to maintain its federal tax exemption must engage primarily in activities that accomplish one or more of its tax-exempt purposes as described by section 501(c) of the Internal Revenue Code.

3.6 COMMON DIRECTORS

The Corporation shall not enter into a contract or transaction with any other entity of which one or more of the Corporation's directors is a member of that entity's governing body (such director being a "Common Director") unless:

- 3.6.1 The material facts as to the transaction and as to such Common Director's other directorship are fully disclosed or known to the Board, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of any Common Director, or
- 3.6.2 As to contracts or transactions not approved as provided in Section 3.6.1, the contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved or ratified.

3.7 COMPENSATION

- 3.7.1 Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3.2.
- 3.7.2 Notwithstanding the foregoing, a director who serves the Corporation in any other capacity may be compensated only if such other compensation is reasonable, allowable and has been authorized under the provisions of Sections 3.4 and 3.5.

3.8 LOANS TO OFFICERS OR DIRECTORS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation, its parent, or any subsidiary.

3.9 NON-LIABILITY OF DIRECTORS

Subject to the limitations set forth in the Nonprofit Law or other laws, directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation if they perform their duties pursuant to Sections 3.1 to 3.8.

3.10 INSURANCE FOR CORPORATE AGENTS

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such, whether or not the Corporation would have the power

to indemnify such person against the liability under Section 3.11; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any such person for a violation of the prohibition on self-dealing in section 5233 of the Nonprofit Law.

3.11 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

3.11.1 For purposes of this Section, the following terms shall have the meanings ascribed:

3.11.1.1 “Agent” means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

3.11.1.2 “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

3.11.1.3 “Expenses” includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of their position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

3.11.2 The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action brought (a) by or in the right of the Corporation to procure a judgment in its favor, (b) under section 5233 of the Nonprofit Law, or (c) by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

3.11.3 The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of the Corporation, or brought under section 5233 of the Nonprofit Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of the Corporation, against expenses actually and reasonably incurred in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. Provided, however, that no indemnification shall be provided under this Section:

- 3.11.3.1 In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the Corporation in the performance of the person's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
 - 3.11.3.2 Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - 3.11.3.3 Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
- 3.11.4 To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in Section 3.11.2 or 3.11.3, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim.
- 3.11.5 Except as provided in Section 3.11.4, any indemnification shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent has met the applicable standard of conduct set forth in Section 3.11.2 or 3.11.3, by:
 - 3.11.5.1 A majority vote of a quorum consisting of directors who are not party to the proceeding; or
 - 3.11.5.2 The court in which the proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.
- 3.11.6 Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking (within the meaning of Code of Civil Procedure section 995.010 et seq.) by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Section.
- 3.11.7 No indemnification or advance shall be made under this Section, except as provided in Section 3.11.4 or Section 3.11.5.2, in any circumstance where it appears:
 - 3.11.7.1 That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - 3.11.7.2 That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- 3.11.8 Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, savings, thrift, or

other retirement, incentive, or benefit plan, trust, or provision for any or all of the Corporation's directors, officers, employees, and persons providing services to the Corporation or any of its subsidiaries or related or affiliated corporations, in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in these bylaws. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

3.12 EMERGENCY POWERS

3.12.1 Notwithstanding anything to the contrary herein, this Section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 4.5 and 4.8 of these bylaws:

3.12.1.1 A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion;

3.12.1.2 An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;

3.12.1.3 An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

3.12.1.4 A state of emergency proclaimed by the Governor of this state or by the President of the United States.

3.12.2 In anticipation of or during an emergency, the Board may:

3.12.2.1 Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

3.12.2.2 Relocate the principal office or authorize the officers to do so; or

3.12.2.3 Take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders.

3.12.3 During an emergency, the Board may:

3.12.3.1 Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication, email, texting, and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by Section 4.5; and

3.12.3.2 Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

ARTICLE 4 MEETINGS OF THE BOARD

4.1 REGULAR MEETINGS

The Board will hold regular meetings of the directors at least four times per year at a place and time to be determined by the Board or, if not determined by the Board, by the Chair. The last regular meeting of the fiscal year, which shall be held in the last quarter of the fiscal year, shall be the annual meeting at which the Board shall elect directors and officers, review and approve financial statements and budgets, and transact other business, as needed.

4.2 SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair, a Vice Chair, the Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the Corporation.

4.3 MINUTES

- 4.3.1 The Board shall be responsible for preparing, approving, and maintaining minutes of the proceedings of the meetings of the Board. The Secretary or such person designated by the presiding officer shall take the minutes.
- 4.3.2 Minutes of all meetings, proceedings, and actions of the Board and of committees of the Board must be maintained pursuant to Section 8.1. The minutes of meetings must include:
 - 4.3.2.1 The time and place that the meeting was held;
 - 4.3.2.2 Whether the meeting was annual, regular, or special, and, if special, how authorized;
 - 4.3.2.3 How notice was given and to whom;
 - 4.3.2.4 If applicable, waivers of notice and consents to holding of meeting pursuant to Section 4.7;
 - 4.3.2.5 The names of the persons present at the meeting; and
 - 4.3.2.6 The actions taken and decisions made by the Board at that meeting, including the number of votes for, against and in abstention of each such action or decision, and may include how each director voted on such action or decision.

4.4 PLACE OF MEETINGS

- 4.4.1 Meetings of the Board may be held at any place that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Corporation.
- 4.4.2 If such means is provided, any director may attend a meeting of the Board by conference telephone, video screen, or other electronic transmission, provided the following requirements are met:
 - 4.4.2.1 Each director participating in the meeting can communicate with all other directors concurrently; and
 - 4.4.2.2 Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Corporation.

- 4.4.3 A director who participates in a meeting that satisfies the requirements above shall be considered present in person at that meeting.

4.5 NOTICE OF MEETINGS

- 4.5.1 Notices of Board meetings are valid if made by:

- 4.5.1.1 First-class mail, postage prepaid;
- 4.5.1.2 Personal delivery of oral or written notice;
- 4.5.1.3 Delivery by overnight courier or private delivery service that can be and is confirmed;
- 4.5.1.4 Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
- 4.5.1.5 Email; or
- 4.5.1.6 Other electronic means;

provided, however, that notice may only be provided by email or other electronic means to a director if given in compliance with Section 9.1.1.

- 4.5.2 Notice of regular meetings need not be given if the time and place of the meeting is fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings will be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail, which will not be valid unless made four days prior to the date of the meetings.
- 4.5.3 All notices of Board meetings shall be given or sent to each director's address, telephone number, or email address as shown on the Corporation's records.
- 4.5.4 Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than 24 hours from the time of the original meeting.

4.6 CONTENTS OF NOTICE

Notices of meetings shall specify the place (if other than the Corporation's principal office) or means of electronic attendance, day, and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

4.7 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

- 4.7.1 If any director did not receive valid notice pursuant to Sections 4.5 and 4.6, the meeting held shall be void and any actions taken therein shall not be valid unless each director who did not receive valid notice either:
- 4.7.1.1 Attends the meeting and does not protest the lack of proper notice to them before the meeting begins; or

- 4.7.1.2 At any time before or after the meeting:
 - 1. Signs a waiver of notice;
 - 2. Signs a written consent to the holding of the meeting; or
 - 3. Approves of the minutes of the meeting.
- 4.7.2 The waiver of notice or consent need not specify the purpose of the meeting.
- 4.7.3 All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.8 QUORUM FOR MEETINGS

- 4.8.1 A majority of the directors then in office shall constitute a quorum.
- 4.8.2 Notwithstanding the foregoing, a quorum cannot be constituted with less than one-fifth of the authorized number of directors, or less than two directors, whichever number is larger, unless the authorized number of directors is one, in which case one director may constitute a quorum.
- 4.8.3 A meeting may not commence unless a quorum is present. The only motion that is permitted at a meeting at which a quorum is not initially present is a motion to adjourn.
- 4.8.4 If one or more directors leave during a meeting at which a quorum was initially present rendering the meeting without a quorum, the Board may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.

4.9 MAJORITY ACTION AS BOARD ACTION

- 4.9.1 The Board may act by approving a resolution properly set before the Board by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present.
- 4.9.2 Notwithstanding the foregoing, these bylaws or the Nonprofit Law may have more stringent requirements including, without limitation, provisions relating to:
 - 4.9.2.1 Approval of contracts or transactions in which a director has a direct or indirect material financial interest;
 - 4.9.2.2 Approval of certain transactions between corporations having Common Directors;
 - 4.9.2.3 Creation of and appointment to committees of the Board; and
 - 4.9.2.4 Indemnification of directors.

4.10 CONDUCT OF MEETINGS

The Chair shall preside at meetings of the Board or, in their absence, the Vice Chair or, in the absence of each of these persons, a person chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

4.11 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

- 4.11.1 Any action of the Board may be taken without a meeting if all directors individually or collectively (i.e., in one or more identically worded documents) consent in writing to such action. Consent in writing includes consent by electronic transmission to the Corporation if all of the requirements

set forth in Section 9.1.2 are satisfied. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

- 4.11.2 Notwithstanding Section 4.11.1, unanimous written consent of a transaction in which a director has a material financial interest or with a Common Director as defined in Section 3.6 does not require that director's approval so long as the following requirements are satisfied:
- 4.11.2.1 The facts described in Section 3.5.1, above, are established or the provisions of Sections 3.6.1 and 3.6.2, above, are satisfied, as appropriate, at or prior to execution of the written consent or consents;
 - 4.11.2.2 The establishment of those facts or satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the Corporation; and
 - 4.11.2.3 The noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the Interested Directors or Common Directors.

ARTICLE 5 OFFICERS

5.1 NUMBER OF OFFICERS

The Corporation will have a Chair, a Vice Chair, a Secretary, and a Treasurer. The Corporation may also have one or more Assistant Secretaries, Assistant Treasurers, or other officers, as determined by the Board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair.

5.2 QUALIFICATION

Only directors may serve as officers of the Corporation.

5.3 EX OFFICIO OFFICERS

- 5.3.1 The following persons shall be *ex officio* officers of the Corporation as set forth below (collectively, the "Ex Officio Officers").
- 5.3.1.1 The Immediate Past District Governor shall serve as the Chair of the Corporation.
 - 5.3.1.2 The District Governor shall serve as the Vice Chair of the Corporation.
- 5.3.2 A person serving as an Ex Officio Officer shall cease to be an Ex-Officio Officer immediately upon the cessation or termination of their service in their position with the District.
- 5.3.3 Sections 5.4, 5.6, and 5.7 of these bylaws shall not apply to the Ex Officio Officers.

5.4 ELECTION AND TERM OF OFFICE

Except the ex officio officers, officers shall be elected by the Board at the annual meeting and shall serve at the pleasure of the Board. The Secretary and Treasurer shall hold office for terms of three years, subject to the rights, if any, of any officer under their terms of employment.

5.5 APPOINTMENT OF SUBORDINATE OFFICERS

The Board may appoint, or may authorize the Chair to appoint, such other officers as it may deem desirable. Such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

5.6 REMOVAL AND RESIGNATION

- 5.6.1 Any officer may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or by an officer on whom such power of removal may be conferred by the Board, subject to the rights, if any, of any officer under their terms of employment.
- 5.6.2 Any officer may resign at any time by giving written notice to the Board or to the Chair. Any such resignation shall take effect on the date of receipt of such notice or on any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to any rights or remedies of the Corporation.

5.7 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board fills the vacancy. A person appointed or elected to a vacant office may hold that office until the next annual meeting of the Board or until their death, resignation or removal from office, whichever comes first. Vacancies occurring in subordinate offices may, but need not, be filled at the discretion of the Board.

5.8 DUTIES OF THE CHAIR

The Chair is to:

- 5.8.1 Be the chief executive officer of the Corporation and, subject to the control of the Board, generally supervise, direct, and control the Corporation's activities, affairs, and offices, unless the Corporation has appointed a person to a position equivalent to that of Chief Executive Officer;
- 5.8.2 Preside at all meetings of the Board; and
- 5.8.3 Perform all other duties incident to their office and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board.

5.9 DUTIES OF VICE CHAIR

In the absence of the Chair, the Vice Chair, if any, shall perform all powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Chair.

5.10 DUTIES OF SECRETARY

The Secretary is to:

- 5.10.1 Keep, or cause to be kept, and certify as needed, the Corporate Records pursuant to Section 8.1.1;
- 5.10.2 See that all notices of meetings are duly given in accordance with these bylaws or as required by law; and

- 5.10.3 In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board.

5.11 DUTIES OF TREASURER

The Treasurer is to:

- 5.11.1 Keep and maintain, or cause to be kept and maintained, and certify as needed, adequate and correct Financial Records pursuant to Section 8.1.2;
- 5.11.2 Provide, or cause to be provided, to the Chair or the Board such financial statements and reports as requested or as required by law or by these bylaws;
- 5.11.3 Generally oversee all funds and other assets of the Corporation, and (a) deposit, or cause to be deposited, all funds and other assets in the name and to the credit of the Corporation with such depositories as the Board may designate, and (b) disburse, or cause to be disbursed, the Corporation's funds as the Board may order;
- 5.11.4 Whenever requested, provide, or cause to be provided, to the Chair or the Board an account of any or all of their transactions as Treasurer, and of the financial condition of the Corporation;
- 5.11.5 In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board; and
- 5.11.6 Provide, or cause to be provided, to the public upon request, all tax and charity regulator filings required to be disclosed and made generally available to the public.

5.12 COMPENSATION

- 5.12.1 Officers of the Corporation may receive reasonable compensation for services personally rendered to the Corporation. Such compensation, if any, shall be fixed from time to time by resolution of the Board. No officer shall be prevented from receiving such compensation by reason of the fact that they are also a director of the Corporation; provided, however, that such compensation shall only be allowed if permitted under the provisions of Sections 3.4 and 3.5.
- 5.12.2 In accordance with California Government Code section 12586(g), the Board shall periodically review the fairness of compensation, including benefits, paid to the president, chief executive officer, treasurer, or chief financial officer (or any person with comparable powers, duties, or responsibilities, regardless of title) at the following intervals: (a) once such person is hired, (b) upon any extension or renewal of such person's term of employment, and (c) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE 6 COMMITTEES

6.1 COMMITTEES OF THE BOARD

- 6.1.1 A "committee of the Board" is a committee that may exercise authority of the Board, subject to Section 6.1.3 below. Committees of the Board must consist of two or more directors. Persons who are not directors may not serve on committees of the Board. The Board may have standing committees of the Board as set forth below or as established by vote of a majority of directors then in office, provided a quorum is present.

- 6.1.2 By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any committee of the Board, increase or decrease (but not to fewer than two) the number of members of any committee of the Board, and fill vacancies in any committee of the Board from among the directors.
- 6.1.3 The following powers are reserved for the Board as a whole and may not be delegated to any committees thereof:
 - 6.1.3.1 The filling of vacancies on the Board or on any committee that has the authority of the Board;
 - 6.1.3.2 The appointment of committees of the Board or the members thereof;
 - 6.1.3.3 The fixing of compensation of the directors for serving on the Board or on any committee;
 - 6.1.3.4 The amendment or repeal of these bylaws or the Articles of Incorporation, or the adoption of new bylaws or Articles of Incorporation;
 - 6.1.3.5 The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - 6.1.3.6 The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
 - 6.1.3.7 The approval of any action for which the law requires approval of members or approval of a majority of all members regardless of whether the Corporation has members; and
 - 6.1.3.8 The approval of any transaction to which the Corporation is a party and in which one or more of the directors has a material financial interest, except where (a) it was not reasonably practical to obtain approval of the Board prior to entering into the transaction, (b) a committee authorized by the Board approved the transaction in a manner consistent with the standards set forth in Section 3.5, and (c) the Board, after determining in good faith that the preceding conditions were satisfied, ratified the transaction at its next meeting by a vote of the majority of directors then in office without counting the vote of any directors interested in the transaction.

6.2 EXECUTIVE COMMITTEE

The Board may, by a vote of a majority of the directors then in office, designate two or more directors to constitute an Executive Committee. One of those directors shall be the Chair, who shall serve as the Executive Committee's chair. The Executive Committee shall be a committee of the Board and exercise the authority of the Board when the Board is not in session subject to the restrictions set forth in Section 6.1.3.

6.3 AUDIT COMMITTEE

- 6.3.1 If in any fiscal year the Corporation has gross revenues of \$2 million or more, the Corporation shall have an Audit Committee to ensure compliance with the independent audit requirements of California Government Code section 12586, including, but not limited to, preparation and reporting of an independent audit and financial statements using generally accepted accounting principles. In other years, the Corporation may have an Audit Committee.
- 6.3.2 It shall be the duty of the Audit Committee to:

- 6.3.2.1 Recommend to the Board the engagement, retention, and termination of a qualified independent auditor;
- 6.3.2.2 Confer with the Corporation's auditor to ensure that the financial affairs of the Corporation are in order;
- 6.3.2.3 Review and determine whether to accept the Corporation's audited financial statements; and
- 6.3.2.4 Approve performance of any non-audit services to be provided by the Corporation's auditing firm.

In addition, the Audit Committee may negotiate the compensation of the auditor on behalf of the Board.

6.3.3 Notwithstanding other provisions of these bylaws, the Audit Committee may be composed of as few as one person. Audit Committee members need not be directors of the Corporation. In addition, the composition of the Audit Committee is restricted as follows:

- 6.3.3.1 No person who receives compensation from the Corporation, including, without limiting the foregoing, any paid staff and anyone who does business or has any financial interest in any entity that does business with the Corporation, may serve on the Audit Committee;
- 6.3.3.2 If the Corporation has a Finance Committee, it must be separate from the Audit Committee. Finance Committee members must comprise less than 50 percent of the members of the Audit Committee and the chair of the Audit Committee may not serve on the Finance Committee; and
- 6.3.3.3 Any members of the staff, including, if applicable, the chief executive officer, President, Treasurer or chief financial officer may not serve on the Audit Committee.

6.3.4 Audit Committee members may receive no more compensation than directors receive for their service to the Corporation as directors.

6.4 GRANTS COMMITTEE

The Corporation shall have a Grants Committee and shall designate two or more directors to serve. One of those directors shall be the Chair. The Grants Committee may include non-board members who are Rotarians in good standing. The committee shall exercise the authority of the Board to approve grant requests, process approved grant disbursements, and collect required reporting from recipients, subject to the restrictions set forth in Section 6.1.3. The Grants Committee may create sub-committees at the pleasure of the board.

6.5 MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all committees of the Board shall be governed by, noticed, held, recorded in minutes, and taken in accordance with the provisions of Article 4, substituting the word "committee" for "Board" and "committee member" for "director," as context requires. All committees of the Board shall keep regular minutes of their proceedings as described in Article 4. The committee chair shall designate a person to take the minutes. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

6.6 *ADVISORY COMMITTEES*

The Corporation may designate by resolution of the Board committees that act in a non-governing, advisory capacity only. Such committees may consist of persons who are not directors of the Corporation and shall be referred to as advisory committees.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

7.1 *EXECUTION OF INSTRUMENTS*

The Board may, by resolution, authorize any officer, agent, or employee of the Corporation to execute and deliver any contract or instrument in the name of and on behalf of the Corporation or to otherwise bind the Corporation, and such authority may be general or confined to specific instances as the Board may determine. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract, instrument, or in any other way. If no other officer, agent, or employee has been so solely authorized, the Chair shall be an authorized signatory to execute and deliver any contract or instrument in the name of and on behalf of the Corporation, or to otherwise bind the Corporation.

7.2 *CHECKS AND NOTES*

The Board shall determine who shall be authorized, from time to time on the Corporation's behalf, to execute debt instruments; authorize financial transfers; and sign checks, drafts, and other orders for the payment of money. Such authority may be general or confined to specific instances.

7.3 *DEPOSITS*

All funds of the Corporation shall be timely deposited to the credit of the Corporation in such depositories as the Board may select.

7.4 *GIFTS*

In its sole discretion, the Board may accept or refuse, in whole or in part, on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 8 RECORDS AND REPORTS

8.1 *MAINTENANCE OF RECORDS*

8.1.1 The Corporation shall maintain the following records of the Corporation (the "Corporate Records"):

8.1.1.1 Minutes of all meetings of the Board and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and

8.1.1.2 A copy of the Corporation's Articles of Incorporation and these bylaws with any amendments to date.

8.1.2 The Corporation shall maintain the following financial records (the "Financial Records"):

8.1.2.1 Adequate and correct books of account and all other financial records, including accounts of its properties and business transactions and accounts of its assets,

liabilities, receipts, disbursements, gains, and losses in accordance with the accounting method adopted by the Board; and

- 8.1.2.2 Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, California Attorney General, and local and state charity regulators that the Corporation is required by law to make available to the public.
- 8.1.3 Corporate Records and Financial Records may be maintained in electronic form provided that they can be printed at any time. If kept in hard copy, Corporate Records and Financial Records must be maintained at the Corporation's principal office. If the Corporation has no principal office, it shall, upon written request, furnish a copy of any Corporate Record or Financial Record it is required by law to make available to the public.
- 8.1.4 Corporate Records and Financial Records shall be maintained for a period no less than that required by law.

8.2 DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical property of the Corporation. Any inspection under this Section may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts. For documents that are under the custodianship of an officer, that officer shall make the requested documents available for inspection at any reasonable time.

8.3 ANNUAL REPORT

- 8.3.1 As required by the Nonprofit Law, the Board must furnish annually to all directors a report that shall contain the following information in appropriate detail:
 - 8.3.1.1 The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
 - 8.3.1.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - 8.3.1.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - 8.3.1.4 The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
 - 8.3.1.5 Any statements regarding interested transactions or indemnification required by Section 8.4.
- 8.3.2 The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.

8.4 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The annual report to all directors shall include a statement of any transactions or indemnifications of the following kind:

- 8.4.1 Any transaction (a) to which the Corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved

more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For the purposes of this Section, an “interested person” is either:

- 8.4.1.1 Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
- 8.4.1.2 Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiaries.
- 8.4.2 Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Section 3.11.

ARTICLE 9 MISCELLANEOUS PROVISIONS

9.1 ELECTRONIC COMMUNICATIONS

The California Corporations Code provides that only electronic communications, such as communications by email, between a director and the Corporation that meet the requirements set forth in the following Sections are valid.

- 9.1.1 As used in these bylaws, the term “electronic transmission by the Corporation” means a communication:
 - 9.1.1.1 Delivered by (a) email when directed to the email address for that recipient on record with the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the post or delivery of the separate notice thereof, or (c) other means of electronic communication;
 - 9.1.1.2 To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
 - 9.1.1.3 That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.
- 9.1.2 As used in these bylaws, the term “electronic transmission to the Corporation” means a communication:
 - 9.1.2.1 Delivered by (a) email when directed to the email address which the Corporation has provided from time to time to directors for sending communications to the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (c) other means of electronic communication;
 - 9.1.2.2 As to which the Corporation has placed in effect reasonable measures to verify that the sender is the director purporting to send the transmission; and
 - 9.1.2.3 That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

9.2 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each calendar year and end on the last day of the succeeding June.

9.3 AMENDMENT OF BYLAWS

Subject to the provisions of these bylaws or to any law applicable to the amendment of bylaws of a nonprofit public benefit corporation, these bylaws, or any provision thereof, may be altered, amended, or repealed and new bylaws adopted by the affirmative vote of two-thirds of the directors then currently in office with notification of such amendments 15 days prior to the vote.

9.4 AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by the affirmative vote of two-thirds of the directors then currently in office with notification of such amendments 15 days prior to the vote.

9.5 DETERMINATION OF MEMBERS

9.5.1 The Corporation shall have no voting members within the meaning of the Nonprofit Law.

9.5.2 Nothing in this Section 9.5 shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members.” However, no such person shall be a member within the meaning of the Nonprofit Law. At its sole discretion, the Board may admit individuals to one or more classes of nonvoting members. The class or classes of nonvoting members shall have such rights and obligations as the Board deems appropriate; provided, however, the Corporation may not confer upon nonvoting members the right to vote (a) for the election of directors, (b) on a disposition of substantially all of the assets of the Corporation, or (c) on a merger or on a dissolution or on changes to the Corporation’s Articles of Incorporation or bylaws.

9.6 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a legal entity and a natural person. All references to statutes, regulations, and laws shall include any future statutes, regulations, and laws that replace those referenced.

9.7 CONFLICTS OF LAW

Whenever there is a conflict between these bylaws and the Articles of Incorporation, the Articles of Incorporation shall control. Whenever there is a conflict between these bylaws or the Articles of Incorporation, on the one hand, and the Nonprofit Law, on the other hand, the Nonprofit Law shall control.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of Rotary District Foundation, Inc., and that such Bylaws were duly adopted by the Board of said Corporation on:

Carl Von Bibra, Secretary