Bylaws of Green Bay West ***(GBW***) Rotary Club   
 Local Community Service Endowment Fund, Inc.

Article I   
 Offices   
 The principal office of the corporation in the state of Wisconsin shall be located in Brown County. The corporation may have such other offices, either within or without the state of Wisconsin, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. (2011 revision)

Article II   
 Purpose of the Corporation

The purpose or purposes for which the Corporation is organized and operated are exclusively for charitable, educational and scientific purposes within the United States or any of its possessions. No part of the net income shall inure to the benefit of any member, director, officer, or individual, and no part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participating in, or intervening in(including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.   
 Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation which is tax exempt or by a corporation, contributions to which are deductible from taxable income, to the extent allowable by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or as may hereafter be amended.   
 In furtherance of the purposes as set forth below, GBW Rotary does hereby give, grant, assign, transfer and convey to the corporation all of its right, title and interest, if any, in and to such contributions as have been made or may be made to the Corporation, all as set forth in exhibit”A” or which may hereafter be added from time to time to be held by the Corporation for the limited purposes of this corporation, including specifically but not by way of limitation, the following:   
 (a) To fund local charitable and community projects within the confines of Brown County, Wisconsin.  
 (b) To make capital improvements and/ or equipment purchases which would enhance educational programs and facilities available to local educational institutions or other available courses of study within the confines of Brown County, Wisconsin.   
 (c)To support such other purposes deemed by the Corporation to advance local charitable and community projects.

Article III   
 Distribution from Trust   
 The Board of Directors in their discretion, by majority vote, may make such distributions from the corporation as they deem appropriate for the purposes as specified above. All such distributions shall be made from no more than 5% of the fund balance ***based on a 20 quarter average*** as of July 1 of the Rotary year in which the distributions are to be made.~~(Retroactive to July 1,2006~~) requests whether distribution shall be submitted in writing from GBW Rotary to the board of directors specifying the purpose for which the distribution is intended.

Article IV   
 Members   
 All members in good standing of the Green Bay West Rotary club shall be entitled to vote for the Board of Directors**.(**2011 revision**)**   
 Article V   
 Directors’ Powers   
 The directors are hereby authorized, subject to the terms of any contribution made for a special purpose, as follows:   
 (a) To receive by gift, grant, devise, bequest or otherwise from any person or organization, at any time or times, such contributions to the corporation as may be offered or made and when so received to hold, administer and distribute the same as part thereof;   
 (b) To sell or otherwise dispose of any property, real or personal, at such times and upon such terms as it may deem advisable; or to retain any property, whether or not the same as diversified or is qualified by law for fiduciary investment;   
 (c) To invest and reinvest principal and accumulated income, if any, in such common stocks, preferred stocks, bonds, or other securities and other property, real or personal, including interests in investment trusts and common trust funds, as it may deem advisable, whether or not any such property is qualified by law for fiduciary investment;   
 (d) To hold cash on invested, and to hold property which is not productive of income, as it may deem advisable;   
 (e) To make distribution wholly or partly in cash or in-kind;   
 (f) With respect to any security held by it, to vote in person or by proxy; to consent to or to dissent from any plan proposed by the issuer of such security for consolidation, merger, reorganization, recapitalization or liquidation, or other plan; and to exercise(by subscription, purpose, conversion or otherwise) or to sell OR to waive any rights, warrants, options or privileges which may be issued to it;   
 (g) To register, transfer or hold any stocks, bonds or other securities in its name or in bearer form or in the name or names of any other person or persons or nominee chosen by it, but with full responsibility in its fiduciary capacity;   
 (h) To compromise claims made or by against it;   
 (i) to employ or retain such accountants, counsel and other agents and advisors as it may deem advisable and to delegate authority thereto; (j) To consider all dividends, whether payable in stock, cash or otherwise, as principal or income or partly as principal and partly as income, provided, however, that the director shall not unreasonably accumulate income as that term is defined other applicable Internal Revenue Code laws and regulations;   
 (k) to hold, invest and reinvest all the property of the corporation as a unit except as to such property transferred to the Corporation on the express condition that it be held or used for a specific purpose and such property may be held, invested and reinvested separately provided that such special purposes are within the general purpose of the corporation as created.   
 Article VI   
 Board of Directors   
 Section 1. General powers. The affairs of the corporation shall be managed by its Board of Directors. The directors shall be residents of Brown County, State of Wisconsin.   
 Section 2. Number, Tenure and Qualifications. The directors of the Local Community Service Endowment Fund are the directors of the Green Bay West Rotary Club   
 Section 3. Meetings. All meetings and actions of the Board of Directors shall be governed as set forth in article 5 in the bylaws of the Green Bay West Rotary Club. (2011 revision)   
 Article VII   
 Election of the Board of Directors   
 The Directors of the Local Community Service Endowment Fund Inc. are the Directors of the Green Bay West Rotary Club. (2011 revision)   
 Article VIII   
 Officers The ***officers*** of the Local Community Service Endowment Fund Inc. are the ***officers*** of the Green Bay West Rotary Club. (2011 revision)   
 Article IX   
 Committees   
 Section 1. Committees of directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of three (3) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him him ***or her*** by law.   
 Section 2. Other committees Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.   
 Section 3. Term of office Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his ***or her*** successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.   
 Section 4. ~~Chairman~~ ***Chairperson.*** One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.   
 Section 5. Vacancies Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.   
 Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.   
 Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.   
 Article X   
 Contracts, Checks, Deposits and Funds

Section 1. Contracts The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.   
 Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the President or a Vice-President of the Corporation.   
 Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.   
 Section 4. Gifts The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation.   
   
 Article XI.   
 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, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office or record giving the names and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his ***or her*** agent or attorney for any proper purpose at any reasonable time.

Article XII.   
 Inconsistent Gifts   
 Contributions offered to the Corporation may be refused by the directors if found to be inconsistent with the purposes of this agreement or impractical to administer as a part thereof.

Article XIII.   
 Bond   
 The Board of Directors and any successor shall serve without the necessity of giving any bond or security for the faithful performance of its duties provided, however, that an appropriate by law, rule or procedure is adopted which requires one (1) member of the Board of Directors to make deposits and two(2) members of the Board of Directors shall sign checks for disbursements authorized hereunder.   
 Article XIV.   
 Indemnification   
 The Board of Directors and any of its members shall not be liable for any misapplication of funds provided that such application shall have been made in good faith and not in willful violation of this agreement, nor for any acts, neglects or defaults of any employee, agent or representative selected by the Board of Directors or any of its members may do or refrain from doing in good faith including an error in judgment, act done or committed on advice of counsel, or any mistake of fact or law if done in good faith. GBW Rotary agrees to indemnify and hold the Board of Directors as elected harmless from any of the liabilities as specified herein.

Article XV.

Amendments of Articles of Incorporation   
 The Articles of incorporation may be amended at any time or from time to time by a two thirds (2/3) majority vote of the Board of Directors and provided that no such amendment shall change the general purposes hereof so that such purposes will not be among those permissible for a tax-exempt corporation under section 501©(3) of the Internal Revenue Code as the same may be amended from time to time. (2011 revision)

Article XVI

Dissolution of GBW Rotary and/or Corporation   
 In the event of the dissolution of GBW Rotary, the rights and powers of GBW Rotary with respect to the Corporation shall be determined by a three fourths(3/4) majority vote of the Board of Directors. In addition, a three fourths (3/4) majority vote of the Board of Directors shall be necessary to determine the dissolution of this Corporation at any time. The foregoing notwithstanding, the distribution of the assets determined by the Board of Directors shall be for such charitable educational or scientific purposes as set forth herein, or if not possible, then such other charitable, educational or scientific purposes without profit to any private shareholder or individual as may be practicable in furtherance of the work over which GBW Rotary had jurisdiction and upon complete distribution of such assets the Corporation shall terminate. Distribution may only be made to one or more organizations as described in section 501©(3) of the Internal Revenue Code and any such organization or organizations shall not be “private corporations” within the meaning of the Internal Revenue Code and further such organization shall be ”publicly supported” within the meaning of that Code.

Article XVII.

Miscellaneous   
 Notwithstanding any other provisions of these bylaws, the Directors shall not accept any contribution which is required to be administered or invested, in any manner that would jeopardize the tax-exempt status of the Corporation.

Article XVIII.   
 Fiscal Year

The fiscal year of the corporation shall be in accordance with the bylaws of the Green Bay West Rotary Club. (2011 revision)   
 Article XIX   
 Seal   
 The Board of Directors shall not be required to procure a corporate seal.

Article XX.   
 Waiver of Notice Whenever any notice is required to be given under the provisions of the charter or the bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Revised: August 9, 2011

***Revised: June2022***