

2/3/23

This 501 (c) 3 corporation is known as the Rotary District 5010 Community Service Fund, Inc.

Its purpose, as described by PDG Joe Kashi (Soldatna) and 2022 – 2023 Finance Committee Chair on January 6, 2023, follows:

The 501 c 3 is strictly a conduit for donations that would otherwise not be made to District 5010 projects. It would not be independently in business nor engage in business. It's just a conduit.

There were several unsolicited multi-thousand dollar donations that I had to turn away as DG and afterwards because we did not have a 501 c 3 in process and the potential donor needed that tax deduction. This community fund 501 c 3 is simply intended to address that issue and it's something that many clubs in the District have had going for years, such as one of the Juneau clubs and Anchorage Downtown. Over the years, the District needed to run some of its projects like Rotary Cares for Kids through a "borrowed" club 501 c 3 in order to make those projects work. The intent here is to have the District also finally have its own community fund 501 c 3 donation conduit rather than continue having to ask individual clubs.

Don Poulton  
District Secretary 2022- 2023

2/3/23

501 (c) 3 Rotary District 5010 Community Service Fund, Inc. Board of Directors

On January 18, 2023, the Rotary District 5010 Board of Directors as the Member of the Fund through proper motions installed the following as the Board of Directors.

1. IPDG Cheryl Metiva (Susitna)
2. PDG Joe Kashi (Soldotna)
3. Matt Pogorski (Susitna)
4. Mark Dixson (Soldotna Attorney)
5. Open

Don Poulton

District Secretary 2022 - 2023

Details

# ENTITY DETAILS

## Name(s)

Type	Name
Legal Name	ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND

**Entity Type:** Nonprofit Corporation

**Entity #:** 10156490

**Status:** Good Standing

**AK Formed Date:** 2/26/2021

**Duration/Expiration:** Perpetual

**Home State:** ALASKA

**Next Biennial Report Due:** 7/2/2023

**Entity Mailing Address:** 9309 GLACIER HWY B200, JUNEAU, AK 99801

**Entity Physical Address:** 9309 GLACIER HWY B200, JUNEAU, AK 99801

## Registered Agent

**Agent Name:** GEORGE ELGEE

**Registered Mailing Address:** 9309 GLACIER HWY B200, JUNEAU, AK 99801

**Registered Physical Address:** 15885 GLACIER HWY, JUNEAU, AK 99801

## Officials

Show Former

AK Entity #	Name	Titles	Owned
	GEORGE ELGEE	Director, President	
	KAREN TARVER	Director, Secretary, Vice President	
	MARK MESDAG	Director, Treasurer	

## Filed Documents

Date Filed	Type	Filing	Certificate
2/26/2021	Creation Filing	<a href="#">Click to View</a>	<a href="#">Click to View</a>
10/19/2021	Initial Report	<a href="#">Click to View</a>	
9/06/2022	Amendment	<a href="#">Click to View</a>	<a href="#">Click to View</a>

[Close Details](#)

[Print Friendly Version](#)

Alaska Entity #10156490

State of Alaska  
Department of Commerce, Community, and Economic Development  
Corporations, Business, and Professional Licensing

## Certificate of Incorporation

The undersigned, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that a duly signed and verified filing pursuant to the provisions of Alaska Statutes has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community, and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

### ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND



IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective **February 26, 2021**.

A handwritten signature in cursive script that reads "Julie Anderson".

Julie Anderson  
Commissioner

Juneau  
FEB 26, 2021  
CBPL

**ARTICLES OF INCORPORATION**  
**OF**  
**ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND**

We, the undersigned natural persons of the age of nineteen years or more, acting as incorporators of a corporation under the Alaska Nonprofit Corporation Act (AS 10.20), adopt the following Articles of Incorporation.

**ARTICLE I**

Name: The name of the corporation is ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND

**ARTICLE II**

The duration of the corporation is to be perpetual unless dissolved by operation or law or otherwise.

**ARTICLE III**

The corporation is a nonprofit corporation. The purpose of which the corporation is organized shall be:

- A. To operate exclusively for charitable, scientific, literary or educational purposes, including but not limited to receiving, holding and using contributions for the purposes of said corporation; and
- B. To have and to exercise general powers specified in AS 10.20.011, as now in force or afterward amended.

**ARTILCE IV**

The corporation shall have no members.

## **ARTICLE V**

Upon dissolution of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable, educational, or scientific purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws,

## **ARTICLE VI**

The name of the registered agent of this corporation is, and the address of the registered agent is George W. Elgee,

Mailing address: ,9309 Glacier Hwy B200, Juneau, AK 99801

Physical Address; 15885 Glacier Hwy, Juneau, AK 99801

## **ARTICLE VII**

The number of directors shall be determined by the bylaws, except the number of directors constituting the initial board of directors of the corporation is three (3); and the name and addresses of such person who are to serve as directors until the first annual meeting are as follows:

1. George W. Elgee 9309 Glacier Hwy B200, Juneau, AK 99801
2. Karen Tarver 9309 Glacier Hwy B200, Juneau, AK 99801
3. Mark Mesdag 9309 Glacier Hwy B200, Juneau, AK 99801

## **ARTICLE VIII**

The names and addresses of the incorporators of the corporation are:

1. George W. Elgee 9309 Glacier Hwy B200, Juneau, AK 99801
2. Karen Tarver 9309 Glacier Hwy B200, Juneau, AK 99801

3. Mark Mesdag 9309 Glacier Hwy B200, Juneau, AK 99801

#### **ARTICLE IX**

All references herein to the requirements of specific provisions of the Internal Revenue Code of 1986 shall include all successor provisions of the Internal Revenue Code which contain similar or additional requirements for an organization to qualify as a public charity to which contributions will result in the maximum allowable deduction from the adjusted gross income of the contributor.

#### **ARTICLE X**

The personal liability of the directors to the corporation for monetary damages are limited or eliminated to the fullest extent permitted by law. This provision does not eliminate the liability of a director for (a) a breach of the duty of loyalty to the corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (c) a transaction from which the director derives an improper personal benefit.

2/3/2021

Date

2/3/2021

Date

2/3/21

Date

George W. Elgee

Karen Tarver

[Signature]

INCORPORATORS

**ACKNOWLEDGEMENTS**

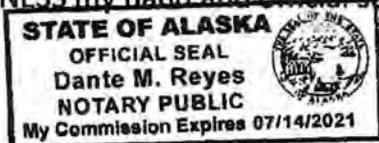
STATE OF ALASKA )

) SS:

FIRST JUDICIAL DISTRICT )

THIS CERTIFIES that on this 3<sup>rd</sup> day of Feb, 2021, before me, a Notary Public in and for the State of Alaska, personally appeared, George W. Elgee, Mark Masdag, and Karen Tarver to me known and known to me to be the individuals named in and who executed the foregoing Articles of Incorporation and who being by me first duly sworn, severally declared that they are the persons who signed the said Articles of Incorporation as incorporators and that they signed the same freely and voluntarily for the purpose therein stated, and the statements therein are true.

WITNESS my hand and official seal the day and year in this certificate above written.



[Signature]  
2/3/2021



State of Alaska  
Division of Corporat  
**CORPORATIONS &**



PO Box 110806  
Juneau, AK 99811-0806  
Phone: (907) 465-2550  
Fax: (907) 465-2974  
Website: www.commerce.alaska.gov/occ

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Office Use Only **CORP**

RECEIVED  
Juneau  
SEP 06 2022  
CBPL

*cc 25 je*

**ARTICLES OF AMENDMENT**  
Domestic Nonprofit Corporation  
AS 10.20.181

\$25.00 Filing Fee (non-refundable)

Pursuant to Alaska Statutes 10.20.181, the undersigned corporation adopts the following amended Articles of Amendment.

ITEM 1: Name of the corporation:

Alaska Entity #:

ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND	10156490
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ITEM 2: Authorization:

Date the amendment was adopted by a majority of the board of directors, or by a majority of its members (mm/dd/yyyy format):	
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If adopted by the members of the corporation:

- There are members entitled to vote on the amendment; a quorum was present at the meeting and the amendment received at least two-thirds of the vote, which members present at the meetings or represented by proxy were entitled to cast.
- The amendment was adopted by consent in writing signed by all members entitled to vote with respect to the amendment.

If adopted by the Board of Directors:

- There are no members and the amendment received the vote of a majority of the directors in office.
- There are no members entitled to vote and the amendment received the vote of a majority of the directors in office.

ITEM 3: List each article number being amended, and the amended article in full. Any article being changed is considered an amendment; this includes deletions, edits, corrections, or renumbering of the articles. Verify with previous Articles of Incorporation and amendments already filed.

Article IV is amended and replaced with the following language: The sole Member of the corporation shall be Rotary International District 5010, Inc.
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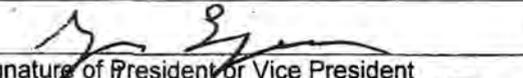
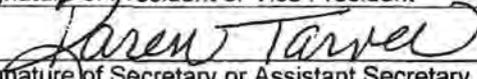


Item 3 continued:

CBPL
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Attach an additional sheet if necessary.

**ITEM 4:** The Articles of Amendment must be signed by the president or vice president and by its secretary or an assistant secretary of the entity.

	George Elgee	8/30/2022
Signature of President or Vice President	Printed Name of President or Vice President	Date
	Karen Tarver	8/30/2022
Signature of Secretary or Assistant Secretary	Printed name of Secretary or Asst. Secretary	Date

**NOTE:** Persons who sign documents filed with the commissioner that are known to the person to be false in material respects are guilty of a class A misdemeanor.

**NOTE:** Bylaws are not required to be filed with this office they are to be maintained by the entity. If you include your bylaws they will be returned, without being filed for record.

Mail the Articles of Amendment and the non-refundable \$25.00 filing fee in U.S. dollars to:  
State of Alaska, Corporations Section, PO Box 110806, Juneau, AK 99811-0806

**STANDARD PROCESSING TIME** for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

State of Alaska  
Department of Commerce, Community, and Economic Development  
Corporations, Business, and Professional Licensing

## Certificate of Amendment

The undersigned, as Commissioner of Commerce, Community, and Economic Development of the State of Alaska, hereby certifies that a duly signed and verified filing pursuant to the provisions of Alaska Statutes has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce, Community, and Economic Development, and by virtue of the authority vested in me by law, hereby issues this certificate to

### ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND



IN TESTIMONY WHEREOF, I execute the certificate and affix the Great Seal of the State of Alaska effective **September 6, 2022**.

A handwritten signature in black ink, appearing to read "Julie Sande", followed by a long horizontal line.

Julie Sande  
Commissioner



State of Alaska  
Division of Corporat  
**CORPORATIONS &**



PO Box 110806  
Juneau, AK 99811-0806  
Phone: (907) 465-2550  
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ig

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RECEIVED  
Juneau  
SEP 06 2022  
CBPL

*cc 25 jc*

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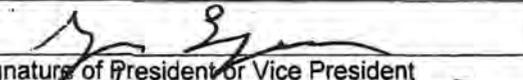
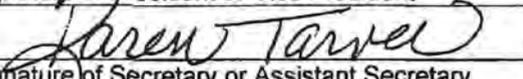
SEP 06 2022

Item 3 continued:

CBPL
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**STANDARD PROCESSING TIME** for complete and correct applications submitted to this office is approximately 10-15 business days. All applications are reviewed in the date order they are received.

These Bylaws were approved by the  
District 5010 Board of Directors  
during its regular meeting  
on January 18, 2023.

## **BYLAWS**

### **ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND, INC.**

**Dated February 2, 2023**

#### **ARTICLE I - GOVERNING LAWS**

**Section 1.** These Bylaws are hereby adopted by Rotary District 5010 Community Service Fund, an Alaska nonprofit corporation, for the regulation and management of its affairs. In the event that any of these Bylaws are inconsistent with the Articles of Incorporation, the Articles govern. These Bylaws become effective immediately upon their date of adoption by the Board of Directors of this Community Service Fund corporation.

**Section 2. General Purposes and Powers.** This corporation shall have the purposes or powers as are stated in its Articles of Incorporation at Article III, and such powers as are now or may be granted hereafter by the Alaska Nonprofit Corporation Act, or any successor legislation. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Unless stated otherwise herein, the term Board of Directors and Directors shall mean the board of directors and the directors of this corporation.

**Section 3. Charitable Nature.** This corporation is organized exclusively for the furtherance of charitable, scientific, literary and educational purposes that are consistent with Rotary International's Areas of Focus and the support of which qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law and shall be organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of this Corporation and of Rotary District 5010, Inc.

**Section 4: Funding and Accounting:** Funding of this corporation may be made by charitable contributions and by such funding as the Member may in its discretion approve from time to time. This corporation shall not provide funding for any purposes other than those purposes set out in Section 3, Charitable Nature. Disbursements shall be made only for such purposes as are allowable by state and federal law and by IRS regulation and these Bylaws. This corporation shall provide a comprehensive accounting at least quarterly to the Member through the Member's Treasurer and such accounting information shall be included in the Member's consolidated accounting system. Actions which require the Member's prior approval shall be approved in accordance with the Member's bylaws and Manual of Procedure and such approval shall be in writing.

## **ARTICLE II: Member of the Corporation**

**Section 1. Member.** The sole Member of this corporation shall be Rotary International District 5010, Inc.

**Section 2. Powers.** The Member shall be entitled to appoint and remove directors of this corporation and exercise the reserved powers specified in these Bylaws. The Member shall also be entitled to one vote on all other matters to be voted on by a member of a nonprofit corporation.

**Section 3. Member's Action Without a Meeting.** In accordance with the Alaska Nonprofit Corporation Law, the Member's actions shall be taken by the District Governor of Rotary International District 5010, Inc., or any one officer of District 5010 as designated by the District Governor, subject to such directives as may be issued by the Board of Directors of Rotary International District 5010, Inc. and evidenced by a consent in writing setting forth such action signed by the President of Rotary International District 5010, Inc. and filed in the minute book of this corporation.

## **ARTICLE III - OFFICES AND AGENCY**

**Section 1. Principal Office.** The principal office (principal place of business) of this corporation in Alaska shall be located at such place as the Board of Directors from time to time may designate.

### **Section 2. Registered Office and Registered Agent.**

#### **A. Registered Agent.**

1. The registered agent of this corporation is that person or entity upon whom any process, notice or demand, required or permitted by law to be served upon this corporation, may be served. A registered agent shall be appointed by the Board of Directors and shall serve until a new registered agent is appointed. The registered agent shall be an individual resident of the State of Alaska authorized to act as such an agent. A new registered agent shall be appointed if the office becomes vacant for any reason, or the agent becomes disqualified or incapacitated to act, or if this corporation, through its Board of Directors, revokes the appointment. The registered agent shall immediately forward a copy of any process, notice or demand served on the registered agent to the President of this corporation.

2. The registered agent may voluntarily resign, and the Board of Directors shall accept that resignation, but only under the following conditions: (a) the agent must prepare and file the paperwork required in order to resign, with the appropriate State of Alaska agency, and send a copy of such paperwork to this corporation by registered or certified mail, addressed to the principal office of this corporation as it is known to the agent, within five (5) days after the date of filing; and (b) the effective date of resignation is at least thirty (30) days after the date of the resignation is filed with the appropriate State of Alaska agency.

**B. Registered Office.** The registered office of this corporation is the corporation's place of business address as registered with the State of Alaska. This corporation shall continuously maintain a registered office within the State of Alaska for the duration of this corporation. The registered office of this corporation is the same as the street address of this corporation's registered agent.

**C. Change of Office or Agent.** The Board of Directors shall ensure that notice of a change of the registered agent or registered office is submitted to the appropriate State of Alaska agency.

## ARTICLE IV - DIRECTORS

**Section 1. Management.** This corporation's Board of Directors is vested with the management of the affairs of this corporation, provided however, that the Member of this corporation must first approve in writing, which may include an Email, any of the following actions before they become effective.

- (1) amendments to these Bylaws or the Articles of Incorporation;
- (2) divestiture of ownership, liquidation of a substantial portion of the assets of this corporation outside of the ordinary course of business, dissolution, merger or consolidation with another entity;
- (3) offering new services;
- (4) material changes in the business or purposes of this corporation;
- (5) borrowing money in any amount from a third party;
- (6) causing this corporation to guarantee/pledge property to secure the obligation of any person;
- (7) lending money of this corporation to any person;
- (8) acquisition or sale of real property;
- (9) adoption of capital and operating budgets;
- (10) unbudgeted capital expenditures;
- (11) causing this corporation to reorganize or commence an action in bankruptcy;
- (12) commencing litigation; and
- (13) entering into or amending any management agreement.

The Member may also take any of the following actions on its own initiative without the approval of the Community Fund Board of Directors:

1. Amend the Bylaws or Articles of Incorporation of this corporation
2. Appoint and remove directors and the registered agent

3. Direct that this corporation be dissolved in accordance with the provisions of Alaska law and any pertinent taxation and governmental authority.

**Section 2. Qualifications.**

A. The qualifications to become and remain a director of this corporation are as follows:

1. Directors must be over 18 years of age.
2. Directors must be residents of the State of Alaska.
3. Be a member in good standing of Rotary District 5010.

B. Employees of this corporation may not serve as board members while so employed or within one year after termination of employment. Spouses, children, parents or siblings of employees of this corporation may not serve as board members.

**Section 3. Number of Directors.** The number of directors of this corporation shall be no less than four (4) and no more than five (5), as determined by the Member of this corporation from time to time.

**Section 4. Term of Office.** The directors of this corporation shall be elected for a term of three (3) years and shall serve until a successor is qualified and elected.

**Section 5. Election of Directors.** The Member of this corporation may elect one or more directors of this corporation at a meeting of the Member's Board of Directors at such times as a vacancy on the board of this Community Service Fund might occur.

**Section 6. Resignation and Removal.** A director may resign from the Board of Directors by delivering a letter of resignation to the president, secretary or other director. The resignation is effective upon the date specified in the letter of resignation, or upon receipt of the letter of resignation, if no date is specified in the letter of resignation. Any director elected or appointed to office may be removed by the Member of this corporation without cause. The removal is effective the date of the Member's action to remove the director.

**Section 7. Vacancy.**

A. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of the increase in the number of directors or resignation or removal shall be filled by the Member's Board of Directors. The newly elected board member filling a vacant seat shall serve for the unexpired term of the predecessor. The newly elected Board of Director's member occupying a seat created by an increase in the number of directors shall serve until the next Annual Business Meeting of Rotary District 5010. and may be elected to a full regular term.

B. At any regular meeting with a quorum present, by majority vote of the Board of Directors' members present and with the prior concurrence of the Member, the Board of Directors of this corporation may declare vacant the office of any Board of Director member who has three (3) consecutive unexcused absences from the regular meetings of the Board of Directors within any consecutive twelve-month period.

**Section 8. Meetings of Directors.**

**A. Location.** Meetings of the Board of Directors, annual, regular or special, shall be held at the principal or registered office of this corporation or at the place designated by the Board of Directors or may be held by electronic means such as Zoom or other teleconferencing method.

**B. Annual Meeting.** An annual meeting of the Board of Directors shall be held each fiscal year. The June regular meeting of the Board of Directors shall be the annual meeting of the Board of Directors of this corporation, unless otherwise provided by written resolution of the Board of Directors

**C. Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly at the date and time designated by the Board of Directors of this corporation. The Member or its representative shall be invited to attend. The Board of Directors may determine to not meet each and every quarter but shall meet at least annually.

**D. Special Meetings.** A special meeting of Board of Directors may be called by:

1. The President or Vice-president in the absence of the President;
2. The Secretary or Treasurer;
3. A majority of the Board of Directors; or
4. The Member of this corporation

**Section 9 Notice of Meetings.** Notice of a Board of Directors meeting shall be delivered no less than seven (7) days before a regular meeting or the annual meeting, and three (3) days before a special meeting. The notice may be delivered by mail, electronic mail (email or text), telephonically or in person. The notice shall include the date, time and place of such meeting, and, for special meetings, the purpose of the special meeting.

**Section 10. Waiver of Notice.** Attendance of a director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where such director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A director may also waive notice of any meeting in writing. Email is acceptable for the making of any waiver.

**Section 11. Board Quorum and Action.**

**A.** A majority of the Board of Directors entitled to vote shall constitute a quorum for the conduct of all business. The act of a majority of the directors present at a meeting at which a quorum is present, by motion or resolution, shall be the act of the Board of Directors, unless a greater number is required under the provisions of Alaska Nonprofit Corporation Act, the Articles of Incorporation, or any provision of these Bylaws. The Board of Directors may by resolution establish rules to govern the conduct of Board of Director meetings.

**B.** Any Board of Directors action required by law or under the Articles of Incorporation of this corporation, or these Bylaws, or any action which otherwise may be taken at any Board of Directors meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter of such consent. Such consent shall have the same force and effect as a unanimous vote. Email is acceptable for the making of any written act by the Board of Directors and by the Member.

C. Any Board of Directors action required or allowed to be taken by resolution under the Articles of Incorporation, or these Bylaws, shall be in written resolution form. Email is acceptable for the making of any waiver.

D. A director who is present at a Board of Directors meeting at which action is taken is presumed to have assented to the action taken unless the director's dissent is entered in the meeting minutes, or unless the director delivers a written dissent to this corporation's Secretary either before the meeting adjourns, or immediately after the meeting adjourns by certified mail.

**Section 13. Participation.** The Board of Directors may permit a director to participate in any Board of Director meeting by telephone or electronic conference and establish reasonable rules to allow such participation. Participation by telephone or electronic conference is equivalent to attending a meeting in person. Voting by proxy is strictly prohibited.

**Section 14. Responsibilities of Board.** The Board of Directors has the following responsibilities and duties:

A. Establish and annually review and evaluate this corporation's operations plan, and services provided by this corporation;

B. Establish, review and approve an annual corporate budget and annual financial report;

C. Establish, and modify corporate policies and procedures, including policies and procedures to effectuate these Bylaws, and review and evaluate such policies or procedures within one (1) year of the date of adoption of the policy or procedure;

D. Employ employees if necessary; and

E. Any other duties as may be appropriate or authorized by law.

**Section 15. Board Conflict of Interest.**

A. No officer or Board of Director member of this corporation may have any financial interest, either directly or indirectly, in their own name or in the name of any other person, association, trust or corporation, in any business of the corporation of which such officer or Board of Directors member may be called upon to act or vote. No officer or Board of Director member may represent, either as agent or otherwise, any person, association, trust or corporation, with respect to any application or bid for any contract or work in regard to which such officer or Board of Directors member may be called upon to vote. Nor may any such officer or Board of Directors member take or receive, or offer to take or receive, either directly or indirectly, any money or other thing of value as a gift or means of influence in their vote or action in their official character.

B. No spouse, child, parent or sibling of a Board of Directors member shall be employed by this corporation.

C. Officers and Board of Directors members of this corporation shall also be bound by and comply with this Conflict of Interest Policy.

## ARTICLE V - OFFICERS

**Section 1. Description.** The officers of this corporation shall consist of President, Vice-President, Secretary; and Treasurer.

**Section 2. Election of Officers/Terms.** Each of the officers of this corporation shall be elected and appointed for the term of one year by the Board of Directors. Each officer shall remain in office until a successor has been qualified and elected. The election of officers shall be held at the annual meeting of the Board of Directors.

**Section 3. President/Vice President.** The President shall call and preside at meetings, and shall, subject to the control of the Board of Directors or Board of Directors committees, supervise and control the affairs of this corporation. The President shall present a detailed report of the business affairs of this corporation at the annual meeting. The President shall perform any other duties incident to such office and such other duties as may be provided in these Bylaws or as may be assigned from time to time by the Board of Directors. The Vice President shall assume the President's duties in the absence of the President.

**Section 4. Secretary.** The Secretary shall ensure that minutes are kept of all meetings of the Board of Directors, shall be the custodian of this corporation's records, shall ensure that membership rolls are established and maintained, shall ensure that all notices are given as required by law or by these Bylaws, shall ensure that documentation required by state or federal law for this corporation is filed in a timely and complete manner; and generally, shall perform any other duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

**Section 5. Treasurer.** The Treasurer is responsible for all funds of this corporation and shall ensure that such funds are deposited in a federally insured generally recognized bank as required by the Board of Directors, shall ensure that adequate and correct accounts of this corporations properties and business transactions are kept, shall render reports and accounting to the directors as required by the Board of Directors, and shall perform in general any other duties incident to office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

**Section 6. Removal From Office.** Any officer elected or appointed to office may be removed by the Board of Directors whenever in its judgment the best interest of this corporation will be served, by a vote of two-thirds (2/3) of the Board of Directors members serving at the time of the vote. However, such removal shall be without prejudice to any contract rights of the officer so removed. Removal from such office does not constitute removal from the Board of Directors.

## ARTICLE VI - GENERAL CORPORATE MATTERS.

**Section 1. Nonliability of Directors, Officers, or Member.** No director or officer, merely by being or having been a member of this corporation's Board of Directors, is liable for the debts, liabilities or obligations of this corporation.

**Section 2. Indemnification.** Directors of this corporation shall be indemnified in the same manner and for the same purposes as provided for directors of the Member's Board of Directors.

**Section 3. Fiscal Year.** The fiscal year of this corporation is July 1 to June 30.

**Section 4. Corporate Transactions.** No application or bid, or contract, transaction or instrument, whether oral or in writing, or any term therein, shall be executed on behalf of this corporation or shall be effective to bind this corporation, without prior approval by the Board of Directors resolution and by the Member as provided elsewhere in these Bylaws.

**Section 5. Signature Authority.**

A. Except as otherwise provided by law, all checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this corporation shall be signed by a designated signor, appointed as signatory by Board of Directors resolution provided, that such signor shall be a Board of Directors member. Multiple signatories may be appointed.

B. Contracts, leases, or other such instruments executed in the name of and on behalf of this corporation shall be signed by the Secretary and countersigned by the President; and shall have attached copies of the resolutions of the Board of Directors, certified by the Secretary, authorizing their execution.

**Section 6. Corporate Records.** This corporation shall keep correct and complete written books and records of account and shall also keep minutes of the proceedings of its Board of Directors, individual committees, and members. This corporation shall keep at its principal office a record giving the names and addresses of its Board of Directors and Member. The corporate address shall be the same as the principal business address of the Member.

**Section 7. Access to Records.** All books and records of this corporation may be inspected by the Member or its designee and by any corporation director, their agent or attorney, for any proper purpose at any reasonable time.

**Section 8. Loans.** This corporation shall make no loans to any of its directors, officers, contractors or employees nor to any third party except that this corporation may make loans to specific District 5010 Rotary Clubs and to the Member for specifically approved Rotary charitable purposes but only upon terms and conditions first approved in writing by a resolution of the Board of Directors of the Member and also by the Board of Directors. In the making of any loan for Rotary District 5010 Rotary charitable purposes set forth in Section 3, Charitable Nature, adequate provision shall be made ensuring timely repayment of any loan via a fully executed formal loan agreement.

**Section 9: Investments:** This corporation shall invest its funds in conservative, fiscally prudent investment accounts upon prior approval of the Member's Board of Directors and also the Board of Directors of this Corporation. However, in the event that financial prudence requires immediate action to protect investments already made, the Board of Directors of this corporation may act without prior approval of the Member in order to protect such funds. Such protection shall prudent and well advised as determined by the Treasurer. The Member shall be promptly advised thereafter orally and in writing. Subsequent reinvestment of such funds shall be recommended and approved, in writing, by the Board of Directors.

**Section 10. Ethics** The Board of Directors shall at all times act ethically and in accordance with the Member's and with Rotary International's policies governing same. A violation of the provisions of such policies shall be grounds for dismissal from office.

**Section 11. Confidentiality.** Recognizing that confidential matters may from time to time come before the Board of Directors and Officers of this corporation, all directors and officers shall maintain confidentiality regarding matters the public disclosure of which might unduly embarrass any person, which might disclose a donation or charitable act whose donor wishes to remain anonymous, or which might adversely affect the finances of this corporation. This provision of confidentiality does not extend to the Member's District 5010 Board of Directors nor to any person or entity designated by the Member nor shall it extend to state and federal entities with jurisdiction over this corporation and its activities.

**Section 12. Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of Alaska Nonprofit Corporation Act, the Articles of Incorporation of this corporation, or these Bylaws, a waiver of such notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to giving of such notice.

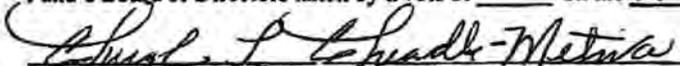
#### ARTICLE VII - AMENDMENT

The power to alter, amend or repeal these Bylaws, or to adopt new bylaws, is solely vested in the Member of this corporation.

#### **CORPORATE ADOPTION:**

##### **ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND:**

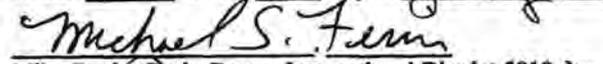
The foregoing Bylaws were adopted pursuant to action of the Rotary District 5010 Community Service Fund's Board of Directors taken by a vote of \_\_\_\_\_ on the 19 Day of January, 2023:

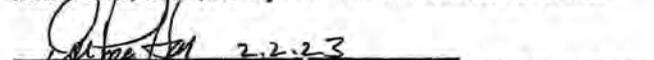
  
Cheryl L. Leach-Metrick  
President, Rotary District 5010 Community Service Fund, Inc.

  
Mark G. Duff  
Secretary, Rotary District 5010 Community Service Fund, Inc.

##### **MEMBER RATIFICATION:**

The foregoing Bylaws were ratified pursuant to action of the Member's Board of Directors taken by a vote of \_\_\_\_\_ on the 15<sup>th</sup> Day of January, 2023:

  
Michael S. Ferris  
Mike Ferris, Chair, Rotary International District 5010, Inc.

  
Don Poulton, Secretary, Rotary International District 5010, Inc.

**Section 10. Ethics** The Board of Directors shall at all times act ethically and in accordance with the Member's and with Rotary International's policies governing same. A violation of the provisions of such policies shall be grounds for dismissal from office.

**Section 11. Confidentiality.** Recognizing that confidential matters may from time to time come before the Board of Directors and Officers of this corporation, all directors and officers shall maintain confidentiality regarding matters the public disclosure of which might unduly embarrass any person, which might disclose a donation or charitable act whose donor wishes to remain anonymous, or which might adversely affect the finances of this corporation. This provision of confidentiality does not extend to the Member's District 5010 Board of Directors nor to any person or entity designated by the Member nor shall it extend to state and federal entities with jurisdiction over this corporation and its activities.

**Section 12. Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of Alaska Nonprofit Corporation Act, the Articles of Incorporation of this corporation, or these Bylaws, a waiver of such notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to giving of such notice.

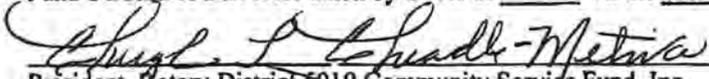
#### **ARTICLE VII - AMENDMENT**

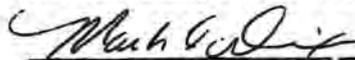
The power to alter, amend or repeal these Bylaws, or to adopt new bylaws, is solely vested in the Member of this corporation.

#### **CORPORATE ADOPTION:**

##### **ROTARY DISTRICT 5010 COMMUNITY SERVICE FUND:**

The foregoing Bylaws were adopted pursuant to action of the Rotary District 5010 Community Service Fund's Board of Directors taken by a vote of \_\_\_\_\_ on the 19 Day of JANUARY, 2023:

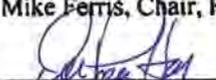
  
Cheryl L. Schade-Metrick  
President, Rotary District 5010 Community Service Fund, Inc.

  
Mark G. Dix  
Secretary, Rotary District 5010 Community Service Fund, Inc.

##### **MEMBER RATIFICATION:**

The foregoing Bylaws were ratified pursuant to action of the Member's Board of Directors taken by a vote of \_\_\_\_\_ on the 18<sup>th</sup> Day of JANUARY, 2023:

  
Michael S. Ferris  
Mike Ferris, Chair, Rotary International District 5010, Inc.

  
Don Poulton, Secretary, Rotary International District 5010, Inc.