

FIRST AMENDED BYLAWS

SUNRISE ROTARY FOUNDATION OF MCMINNVILLE, INC.

(A Nonprofit Organization)

Article One

Name and Purpose

- a. **Name.** The name of the Corporation (Foundation) is Sunrise Rotary Foundation of McMinnville, Inc., and the duration is perpetual.
- b. **Purpose.** The purposes for which the Corporation (Foundation) is formed are those set forth in the Articles of Incorporation, and to assist in providing funds for **charitable, scientific, philanthropic, benevolent and educational purposes**; to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes either directly or by contributions to organizations or institutions organized for the same or similar purposes in Yamhill County and **its** environs. Funds are to be raised by contributions from the members of the McMinnville Sunrise Rotary Club, Oregon; contributions from the McMinnville Sunrise Rotary Club, Oregon; individual gifts and bequests; and from other persons or organizations.

Article Two

Members

This Corporation (Foundation) shall have one class of members. Any person who is a member of the McMinnville Sunrise Rotary Club, Oregon shall be a member of this Foundation.

Article Three

Meetings of Members

- a. **Regular meetings.** The two semi-annual meetings of the members of this Foundation shall be held during a regular meeting of the McMinnville Sunrise Rotary Club, Oregon. One shall be held **in September** and the other in May of each year. **Notice of each meeting shall be given to members not less than ten (10) days in advance as outlined below for Special Meetings.**
- b. **Special meetings.** Special meetings of the members of the Foundation may be called by the Board of Directors by giving not less than **ten (10) days** written notice thereof, either by mail, **email** or by publication of such notice in the weekly bulletin of the McMinnville Sunrise Rotary

Club, Oregon. A brief statement of the purpose for such meeting should be expressed therein. Such statement of purpose, however, or the lack thereof, shall not limit the matters that may come before the meeting.

- c. **Quorum.** A majority of the membership of the Foundation shall constitute a quorum for all purposes. All members of the Foundation present shall be entitled to vote. **Voting by digital or written proxy shall be permitted.**

Article Four

Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation, Bylaws, or laws of the State of Oregon to be taken at a meeting of the Directors of the Foundation may be taken without a meeting if a consent in writing, setting for the actions to be taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. **Digital approval may be acceptable if agreed to by all Directors.** Such consent to a digital vote shall have the same force and effect as a unanimous vote and may be described as such.

Article Five

Board of Directors

- a. **Qualifications.** The Governing body of the Corporation (Foundation) shall be the Board of Directors composed of five (5) individuals, each of whom must be a member of the McMinnville Sunrise Rotary Club, Oregon, and two (2) of whom shall be the immediate Past President and the **current** President-Elect of the McMinnville Sunrise Rotary Club, Oregon. Should the immediate Past President be unable, unavailable, or unwilling to so serve, such position shall be filled by the next most immediate Past President available and willing to so serve.
- b. **Elections.** Directors other than the President-Elect and the immediate Past President as set forth in paragraph (a) of this paragraph shall be elected by a majority vote of a quorum of the members of the Foundation, at the semi-annual meeting of the Foundation held in May of each year. Nominations to fill upcoming terms on the Board shall be announced at a regular meeting of the McMinnville Sunrise Rotary Club, Oregon not less than one week prior to the May Meeting of the Corporation (Foundation) and by publication of such nomination through mail, **email** or in the weekly bulletin. **At the May meeting in which the election is held, any person so nominated must be present and agree to serve if elected or if not present, has otherwise agreed to serve if elected.**
- c. **Terms for Directors.** **. The immediate Past President and the President-Elect serve one year terms each.** As to the **three** elected Directors-at-large, initially one Director shall serve for a

term of three (3) years; one Director for a term of two (2) years; and one Director for a term of one (1) year. Thereafter, Directors-at-large shall serve for a term of three (3) years, and continuously thereafter until their successors are elected. The terms of Directors shall commence on July 1 following their election as Directors.

- d. **Vacancies.** In the event of a vacancy on the Board of Directors caused by death, resignation, ineligibility, or from other cause, the vacancy thus created shall be filled without delay by a person so appointed by the Board of Directors of the Corporation (Foundation) to complete the unexpired term of the Director replaced. If the remaining term of the vacancy to be filled is six (6) months or less, the Board of Directors may elect not to fill such vacancy.
- e. **Directors Meetings.** A regular meeting of the Board of Directors shall be held not less than three (3) times per year at such time and place as may be determined by the Board, or at the call of the Chairman of the Board. Meetings shall be held during the months of January, April and August. A fourth optional meeting may be held in November or December if deemed necessary by the Directors. Notice of each meeting will appear in the minutes of the previous meeting and/ or will be sent digitally or by other means at least ten (10) days prior to the meeting.
- f. **Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board or by any two Directors. All of the Directors must receive at least ten (10) days written notice thereof by mail, email or by publication of such notice in the weekly bulletin of the McMinnville Sunrise Rotary Club, Oregon
- g. **Quorum.** A majority of the Board of Directors shall constitute a quorum necessary for the transaction of any and all business of the Corporation (Foundation).
- h. **Voting by Proxy Not Allowed.** Directors may not vote by proxy at regular or special meetings. A digital motion and vote is acceptable if a majority (as defined in Article 4) of the Board of Directors agrees this is an acceptable alternative.

Article Six

Officers

The officers of the Corporation (Foundation) shall consist of a Chairman, Vice Chairman, Secretary and Treasurer, all of whom shall be members of the Board of Directors and who shall be elected by majority thereof.

- a. **Term.** Officers shall serve for a term of one year commencing with that meeting of the newly elected Board of Directors first following the annual meeting of the membership. Officers so elected shall serve a period of one year or until their successors shall have been duly elected and qualified.
- b. **Removal.** Any officer or Director of the Corporation (Foundation) shall be subject to removal for any reason at any time by a vote of the majority of the Board of Directors of the Corporation (Foundation) at any regular or special meeting duly called and held by the Board of Directors in accordance with these Bylaws.
- c. **Duties of Officers.**

- 1) **Chairman.** The chairman shall preside at all meetings of the Board of Directors and of the members, and shall perform such other duties as the Board of Directors may from time to time authorize. Traditionally the chairman has been the immediate Past President of the Sunrise Rotary Club. This can be adjusted at the Board's discretion.
- 2) **Vice Chairman.** The Vice Chairman shall perform the duties of the Chairman in the absence of the Chairman or in the case of the Chairman's inability to act. Traditionally the Vice Chairman has been the President-Elect of the Sunrise Rotary Club. This can be adjusted at the Board's discretion.
- 3) **Secretary.** The Secretary shall prepare the minutes of all the meetings of the Corporation (Foundation), and the Secretary shall be responsible for all notices to members and Directors of all regular and special meetings, and shall perform such other duties as may be assigned to the Secretary by the Board of Directors.
- 4) **Treasurer.** The Treasurer shall keep and deposit all funds in the name of the Corporation (Foundation) in such financial institutions as may be designated by the Board of Directors. The Treasurer shall keep a full and accurate account of the receipts and expenditures (including administrative expenses) of the Corporation (Foundation), and shall make disbursements in accordance with those authorized by the Board of Directors. The Treasurer shall present a financial statement at every regular meeting of the Board of Directors and shall report to the members at each September meeting of the membership. The Treasurer shall be responsible for the maintenance of all books and accounts and records, and shall perform such other duties as may be assigned by the Board of Directors, including the preparation of all forms and other documents required by any governmental agency including, but not limited to, the Internal Revenue Service and the Oregon State Department of Revenue.

- d. **Bond or Undertaking.** All officers or Directors authorized to disburse or deposit funds of the Corporation (Foundation) may be required to post bond or undertaking to protect the Corporation (Foundation) from the dishonesty or malfeasance of such officer or Director. The Corporation (Foundation) shall bear the expense of such bonds. This requirement is optional at the Board of Directors' discretion.

Article Seven

Disbursal of Funds

All funds and properties of the Foundation shall be under the supervision of the Board of Directors. The Board of Directors shall establish a policy for determining from time to time the amount of funds that, after the payment of general administrative expenses, shall be available for distribution for the purposes set forth in these Bylaws. The Board of Directors shall request of the Board of Directors of the McMinnville Sunrise Rotary Club, Oregon, recommendations of the manner and recipients of such distributions. Following the request for such recommendations, The Board of Directors of the Corporation (Foundation) shall decide the manner and recipients of all distributions.

Article Eight

Indemnification of Directors and Officers

Amended: April 2015

- a. **Indemnification by Foundation.** The Corporation (Foundation) shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation (Foundation), or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith, and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or 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 he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon supplication that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- b. **Success on the Merits.** To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.
- c. **Written Affirmation.** The corporation may pay for or reimburse reasonable expenses incurred by a person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative if such party furnishes the Corporation (Foundation) a written affirmation of his good faith belief that he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation (Foundation), and , with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful, and the party furnishes the Corporation (Foundation) a written undertaking, executed personally or on the party's behalf, to repay the advance if it is ultimately determined that said party did not meet such standard of conduct.
- d. **Application to the Court.** A director of the Corporation (Foundation) who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification if it determines the party is entitled to mandatory indemnification in which case the court shall also order the Corporation (Foundation) to pay the party's reasonable expenses incurred to obtain court ordered indemnification, or if the party is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the conduct of the party was in good faith, in a manner which the party reasonably believed to be in or not opposed to the best interests of the

corporation, and with respect to any criminal action or proceeding, the party had no reasonable cause to believe that his conduct was unlawful.

- e. **Vote by Board.** Notwithstanding anything contained above, the Corporation (Foundation) shall not indemnify a director unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth above. Such determination that indemnification of a director is permissible shall be made by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; provided, however, if a quorum of the Board of Directors cannot be obtained, the determination shall be made by special legal counsel selected by the Board of Directors.
- f. **Additional Indemnification Rights.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in his official capacity and as action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- g. **Insurance.** The directors of the Corporation (Foundation) have the authority on behalf of the Corporation (Foundation) to authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, or is or was serving at the request of the Corporation (Foundation), as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation (Foundation) would have the power to indemnify him against such liability under the provisions of this Article.

Article Nine

Review

At least one month prior to the September meeting of the members of the Corporation (Foundation) the books and records of the Corporation (Foundation) shall be reviewed by a person appointed by the Board of Directors of the McMinnville Sunrise Rotary Club, Oregon. The person responsible for such review shall report the findings to the Directors of the McMinnville Sunrise Rotary Club.

Article Ten

Amendment

These Bylaws of the Corporation (Foundation) shall be subject to alterations or amendments by a majority vote of the membership at any regular meeting or at any special meeting called for such purpose. Any such alteration or amendment shall be first proposed by the Board of Directors. The summary of any such alterations or amendments shall be mailed to the membership not less than five (5) days prior to the membership meeting at which consideration will occur. A full text of such alterations or amendments shall be made available to any member upon request.

Dated: 1998

Incorporator: Gary B. Franklin

Amended: April 2015

Foundation Chair: Jill Poyer