

BYLAWS

ALBINA ROTARY CLUB FOUNDATION

ARTICLE I

Members

SECTION 1: Meetings

A) The Annual meetings of the members of the corporation, consisting of all members of the Rotary Club of Albina, shall be held on the first regular club meeting in April for the purposes of electing Foundation members (“Directors”) who will serve for the fiscal year commencing July of that year; for considering the report of the Board indicating the condition of the corporation; and for the transaction of such other business as may be brought before this meeting.

B) Special meetings of the members may be called by the Board of Directors by giving notice with a brief statement of the purpose of the special meeting. Notice of any special meeting may be waived by members by consent either before or after the meeting; attendance at the meeting is deemed a waiver of notice. Special meetings may also be called by members constituting one-quarter of the entire membership; notice of such meeting shall be given to all members in writing together with a brief statement of the purpose of the meeting.

SECTION 2: Quorum

At any meeting of members, those present in person or by proxy shall constitute a quorum for all purposes.

SECTION 3: Voting

At every meeting of the members, each member is entitled to one vote and may vote by proxy executed in writing by the member and delivered to the presiding officer at the meeting.

SECTION 4: Qualification of Members

All members in good standing of the Rotary Club of Albina are members of this corporation.

ARTICLE II

Board of Directors

SECTION 1: Number

The Board of Directors shall be composed of from five to seven members who shall manage the business and affairs of the corporation. Said Board shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of Oregon and the restated Articles of Incorporation for this organization, for the guidance of the officers and employees of the Foundation and for the transaction of the business of the Foundation; to prescribe and agree upon the compensation of any agents or employees of the corporation; to call meetings of the members when advisable; and generally to exercise all powers necessary for the transaction of business of this Foundation; it being expressly understood that nothing herein contained shall be deemed to limit or restrict the general authority vested in the Board for the management and control of the affairs of this Foundation, including the distributions of moneys or properties in carrying out the charitable aims and purposes of this Foundation.

SECTION 2: Election

The Directors shall be elected at annual meetings by a majority of the members of the corporation and, following their election, shall qualify and organize. The Directors shall be elected to serve two-year terms.

The Board of Directors of the Rotary Club of Albina shall constitute the committee for the nomination of Directors of this corporation, although nominations may be made from the floor at any meeting at which members of the Board of Directors are to be elected. The immediate past president of the Rotary Club shall be appointed to a one-year term on the Board of Directors. The Club Treasurer shall also serve as the Foundation Treasurer. All other Directors of the Rotary Club of Albina are disqualified from serving as Directors of the Foundation.

SECTION 3: Vacancies

In the event of a vacancy in the Board of Directors by death, resignation, disqualification or from any other cause, such vacancy shall be filled by the remaining members of the Board of Directors without undue delay, and the Director so elected shall hold office for the unexpired term of the Director whom he or she succeeds. During the existence of any vacancy, the remaining Directors shall possess and exercise all powers of the full Board.

SECTION 4: Regular Meeting

A regular meeting of the Board of Directors shall be held each month, or at such other interval as the Board shall designate, and no notice of the Directors shall be required for the purpose of holding such meetings.

SECTION 5: Special Meetings

Special meetings of the Board of Directors may be called by any Director at any reasonable time by giving each Director written notice at least two days before the date of such meeting, but attendance of each Director or his or her written consent to the holding thereof shall be deemed waiver of such notice.

SECTION 6: Quorum

A simple majority of the current members of the Board of Directors shall constitute a quorum necessary for the transaction of any and all business of this corporation.

SECTION 7: Order of Business

A) Business at the meetings of the Board shall be transacted in such order as from time to time the Directors may determine.

B) At all meetings of the Board of Directors, the President, or in his or her absence, the Vice President shall preside.

SECTION 8: Removal of Directors

All or any number of Directors may be removed with or without cause at a meeting called expressly for that purpose by a vote of a majority of the members entitled to vote at an election of Directors.

ARTICLE III

Officers

SECTION I: Enumeration

A) The Officers of the corporation shall consist of a President, Vice-President and Secretary, all of whom shall be members of the Board of Directors and who shall be elected annually by a majority vote thereof, and a Treasurer, who shall be the Treasurer of the Rotary Club of Albina. Officers shall serve for a term of one year.

B) The Board of Directors, in its discretion, at any time may, by resolution, appoint an Assistant Secretary who need not be a member of this corporation.

C) Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2: Removal

All officers of this corporation shall be subject to removal at any time by a majority vote of the Board of Directors whenever, in judgment, the best interests of the corporation will be served thereby.

SECTION 3: Duties of Officers

A) The duties of the President shall be to preside at all meeting of the Board of Directors and of the members and to perform such other duties as the Board of Directors may from time to time authorize.

B) The Vice President, in absence of the President, or in case of his or her inability or unavailability to act, shall perform the duties pertaining to the office of the President.

C) The Secretary shall subscribe the minutes of all meetings of the members of the Board of Directors. He or she shall mail notices to the members and Directors of the holding of any meetings as prescribed by these Bylaws. He or she shall be custodian of any seal of the corporation, if one is adopted, and shall affix such seal to such instruments executed on behalf of the corporation as may be required and shall perform such other duties as may be authorized or directed by the Board of Directors.

D) The Assistant Secretary, in the event of appointment thereof by the Board of Directors, shall, under the direction of the Secretary, perform the duties of the Secretary.

E) The Treasurer shall have charge of all the funds belonging to the corporation and shall keep and deposit the same for and on behalf of the corporation in a bank or banks to be designated by the Board of Directors. He or she shall perform such further and additional duties as the Board of Directors may from time to time prescribe.

F) All funds and properties of the corporation shall be under the supervision of the Board of Directors and shall be handled and disposed of in such manner and by such officers and agents of this corporation as the Board of Directors may by proper resolution authorize from time to time.

G) The Board of Directors may, by resolution adopted by a majority of Directors, create such subordinate officers or committees as it may from time to time deem expedient.

H) No compensation nor loans shall be made by the corporation to its directors or officers or members.

ARTICLE IV

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its meetings. The Corporation shall keep at its registered office, a record of the names and addresses of its members entitled to vote plus its Books, Records and Minutes.

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 V

Indemnification of Directors, Officers, Employees or Agents

The Corporation shall indemnify its Directors, Officers, Employees and Agents to the extent permitted by Oregon Revised Statutes 65.387 to 65.414.

ARTICLE VI

Corporate Seal

The Corporation may have a Corporation Seal, adopted by the Board of Directors, if it is deemed necessary by the Board of Directors.

ARTICLE VII

Neil Kelly Scholarship Endowment Fund

The Board shall create a fund called the Neil Kelly Scholarship Fund” (NKSF) in remembrance of Neil Kelly, a charter member of the Albina Rotary Club, a lifelong advocate of the uplifting of the human spirit and a perpetual promoter of educational opportunities for youth.

A) The fund shall be an endowment fund for the purpose of providing educational scholarship opportunities for young people in the North/Northeast Portland area. The principal shall remain intact and only the interest shall be available for payment of administrative and fundraising costs and scholarships. The fund shall be held in one or more accounts, separate and distinct from all other Foundation accounts.

B) The Board will not be responsible for determining the scholarship recipients. The Board shall announce the number of scholarships available in a given year and delegate the selection responsibility to

the Neil Kelly Scholarship Committee, who shall determine appropriate criteria and standards for the award of any scholarships. The Committee shall consist of members of the Foundation appointed by the Board and confirmed by the membership, together with any other community leaders and friends invited by the Committee.

C) The Committee may perform fund-raising and administrative activities and obtain reasonable reimbursement for costs from the NKSF.

D) The selection decision of the Committee in its sole discretion shall be final and binding on the applicants, Foundation members and the Board. However, there shall be no discrimination on account of race, gender, creed, national origin, or sexual orientation in the award of any scholarship.

There shall be no change in the purpose of this fund, its remembrance, or its endowment strategy absent a $\frac{3}{4}$ majority vote of the Committee, Foundation membership and Foundation Board.

ARTICLE VIII

Continuation of Neil Kelly Endowment Fund if Albina Rotary Dissolves

1) If the Albina Rotary Club ceases to exist or is unable to administer the funds held in the Albina Club Foundation in the Neil Kelly Scholarship Fund (“Fund”) and both the Albina Rotary Club and the Albina Rotary Club Foundation request in writing that the East Portland Rotary Club and the East Portland Rotary Club Foundation accept the Fund, then the East Portland Rotary Club Corporation shall accept the Fund’s monies and thereafter retain the monies received, along with any income and later contributions thereto, in a separate fund known as the Neil Kelly Scholarship Fund.

2) The Fund shall be an endowment fund for the purpose of providing educational scholarship opportunities for young people in the North/Northeast Portland area. The principal shall remain intact. Only the earnings on such principal shall be available for payment of administrative and fundraising costs and scholarships for young people living in the North/Northeast Portland area. The North/Northeast

Portland area shall be defined as the area between Northeast Broadway Street and the Colombia River and between the Willamette River and Northeast 42nd Avenue.

3) By February 1st of each year the Board of this corporation shall announce the amount of earnings available to fund such scholarships for that year and shall so advise the Neil Kelly Scholarship Committee (“Committee”). The Committee shall select scholarship recipient(s) and the scholarship amount to be awarded each, if there is more than one recipient. While the Committee’s decision shall be final, there shall be no discrimination on account of race, gender, creed, national origin, or sexual orientation in the award of any scholarship.

4) The committee shall be comprised of seven members. The Board of this Corporation shall appoint three Corporation members subject to membership approval. Up to four members of the Kelly family, community/civic leaders and/or others committed to the Committee’s purposes shall be appointed and confirmed by the Committee.

5) Amendments to this section shall require approval by 75% of the members of the Board of this corporation and approval by a simple majority of the members of this Corporation.

ARTICLE IX

Continuation of Neil Kelly Funds if East Portland Rotary Can Not Administer Funds

If the East Portland Rotary Club Corporation is unable to administer these funds, the Neil Kelly Scholarship Fund shall be awarded to another club in the immediate area subject to the guidelines laid out in Articles VII and VIII of these By-Laws.

ARTICLE X

Amendment of By-Laws

The By-Laws of the corporation shall be subject to alteration or amendment by a majority vote of the Board of Directors at any special meeting called for such purpose.

Dated 2 August 2023 By Frances Moore
Board Secretary