

# **BYLAWS OF FOUNDATION OF MEDFORD ROGUE ROTARY**

## **ARTICLE 1. MEMBERS**

By virtue of membership in the Medford Rogue Rotary Club, Medford, Oregon, all members of that Club shall become members of this Foundation. Whenever a person ceases to be a member of the Medford Rogue Rotary Club, that person shall cease to be a member of the Foundation of Medford Rogue Rotary. Non-voting membership in this Foundation may be granted by majority vote of the Board of Trustees to persons who have donated to this Foundation.

## **ARTICLE II. OBJECTIVE AND PURPOSE**

The purpose or objective of the Foundation of Medford Rogue Rotary is to provide funds for community service activities as determined by the Board of Trustees including but not limited to providing funds for post-graduate education of Medford area high school students. Such funds are to be raised by contributions of club members, club contributions, individual fines, club enterprises, and from Gifts, Wills, Bequests, etc. from club members or other persons or organizations. In making the selection of scholarship recipients, the financial need of the student will be of primary importance, but such attributes as attitude, character, personality and desire to learn, which will contribute to the wholesome life of the student, will also be considered.

## **ARTICLE III. MEETINGS**

### Section 1. Annual Meeting

The Annual Meeting of the members of this Foundation shall be held at the regular meeting of the Medford Rogue Rotary Club, held in the second week of June each year, and no notice of that meeting shall be required. If no meeting of the Medford Rogue Rotary Club is held in the second week of June, the next regular meeting of the members of the Medford Rotary Club shall be the time for holding the annual meeting of the members of this Foundation.

### Section 2. Special Meetings

Special meetings of the members of this Foundation may be called by the Board of Trustees by giving not less than five (5) days written notice, either by mail, e-mail, or by publication of such notice in the weekly bulletin of the Medford Rogue Rotary Club.

### Section 3. Quorum

At any meeting of the Foundation of Medford Rogue Rotary, a majority of members present in person or by proxy shall constitute a quorum for all purposes.

#### Section 4. Email voting

Email votes may be held on issues to be decided by the Board of Trustees. A motion must be made and seconded and all board members must be notified at least 48 hours in advance of the voting deadline. A quorum of members must vote and email votes must be unanimous of the members voting for a motion to be successful.

### **ARTICLE IV. BOARD OF TRUSTEES**

#### Section 1. Qualifications

The permanent governing body of this Foundation shall consist of twelve (12) members to be known as the board of Trustees. Membership to this Board shall be extended, by election, to all members in good standing of the Medford Rogue Rotary Club.

#### Section 2. Elections

a. Trustees shall be elected by a majority vote of the members of the Foundation at the Annual Meeting. Nominations of eight (8) persons to the Board of Trustees shall be made by the Board of Directors of the Medford Rogue Rotary Club not less than one week prior to election at the regular meeting of the Medford Rogue Rotary Club, by notice in the weekly Club bulletin. Nominations from the floor may be made at that time, but no nominations may be made at the meeting at which an election is held. b. Said Trustees shall serve for a term of three (3) years and continuously thereafter until their successors are elected. Any trustees shall be eligible to serve an additional term or terms.

#### Section 3. Vacancies

a. Any trustee may be removed from office for just cause by a vote of seven (7) trustees at any regular or special meeting duly called and held by the Board of Trustees, as provided by these bylaws. b. In the event of a vacancy on the Board of Trustees caused by death, resignation, or from any other cause, such vacancy shall be filled by the remaining members of the Board of Trustees without undue delay, and the Trustees so elected shall hold office for the unexpired term of the Trustee succeeded. During the existence of any vacancy, the remaining Trustees shall possess and exercise all the powers of the full Board.

#### Section 4. Regular Meetings

A regular meeting of the Board of Trustees shall be held not less than every third month of the year at such time and place as may be determined by the Board, or at the call of the President.

#### Section 5. Special Meetings

Special meetings of the Board of Trustees may be called by any Trustee at any reasonable time by giving every Trustee notice in writing, which may include e-mail, at least two (2) days before the date of such meeting; but the attendance of such Trustee or his/her written consent to the holding thereof shall be deemed a waiver of such notice.

## Section 6. Quorum

Seven members of the Board of Trustees present at the meeting and not operating by proxy shall constitute a quorum necessary for the transaction of any and all business of the Foundation. The President, or in the President's absence, the Vice President, shall preside at all meetings.

## **ARTICLE V. OFFICERS**

### Section 1. Enumeration

The officers of this Foundation shall consist of a President, Vice-President, Secretary, and Treasurer, all of whom shall be members of the Board of Trustees and who shall be elected by a majority vote thereof.

### Section 2. Removal

All officers of the Foundation shall be subject to removal for cause at any time by the majority vote of the Board of Trustees.

### Section 3. Duties of Officers

a. The President shall preside at all meetings of the Board of Trustees, and of the members, and shall perform such other duties as the Board of Trustees may from time to time authorize. b. The Vice-President, in the absence of the President or in case of the President's inability to act, or in case it shall be inconvenient for the President to act, shall perform the duties pertaining to the office of the President. c. The Secretary shall subscribe to the minutes of all meetings of the members of the Board of Trustees. The Secretary shall mail notices to the members and Trustees of the holding of any meetings as prescribed by these bylaws and shall perform such other duties as may be assigned by the Board of Trustees. d. The Treasurer shall keep and deposit all funds in the name of the foundation in a bank or banks to be designated by the Board of Trustees. In the case of negotiable securities, the Treasurer shall see that they are deposited or transferred into an account in the name of the Oregon Community foundation and sold as soon as practical. If the gift was for a purpose other than scholarships, OCF will send the proceeds of the gift to the MRRF upon settlement of the sale. The Treasurer shall keep careful and accurate books, records, accounts, and a reasonably current inventory of all properties—real, personal, or mixed—of every kind and character—of the foundation or held in trust or transferred to the Oregon Community Foundation as set out in Article VI herein and shall perform such other duties as may be assigned to him/her by the Board of Trustees. e. All funds and properties of the Foundation shall be under the supervision of the Board of Trustees and shall be handled and disposed of in such manner and by such agents of the Foundation as the Board of Trustees may, by proper resolution, authorize from time to time. An audit shall be made annually of the financial affairs of the Foundation by competent accountants. f. If needed, the Board of Trustees shall appoint a special Investment Committee, consisting of five (5) knowledgeable members of the Foundation, to advise and assist the Treasurer in the purchase and sale and investment of properties and funds of the Foundation. g. The Board of Trustees may employ such subordinate officers and agents as it may deem expedient, and may fix any

compensation of such officers or agents and define their powers and duties, provided such delegation of authority be merely for administrative functions.

## **ARTICLE VI. Oregon Community Foundation**

### Section 1. Oregon Community Foundation

As of August 6, 1999, all existing assets of this foundation will be transferred to the Oregon Community Foundation, hereinafter referred to as "OCF." The assets received from this Foundation shall be used by OCF to create a permanent named scholarship fund. Said assets and any additional contributions made in the future to OCF from this Foundation shall be accounted for and designated by OCF as the Medford Rogue Rotary Scholarship Fund, hereinafter referred to as "Fund." OCF shall make charitable distributions from the Fund for the award of scholarships to graduates, or the equivalent, of Medford area high schools pursuant to that contract entered into between OCF and MRRF dated August 6, 1999, and as may thereafter be amended, and the policies and procedures of OCR

### Section 2. Future Contributions and Gifts

All future contributions or gifts made for the purpose of scholarships to the MRRF shall be transferred to OCF as soon as is practicable and added to the existing permanent fund. Subfunds may be created as is necessary or desired. Should it be the desire of the Board of Trustees, as evidenced by a majority vote, to retain any gift or contributions made to the MRRF for a purpose other than scholarships, said gift or contributions shall be deposited in the name of the Foundation in a bank or banks to be designated by the Board of Trustees. In the case of negotiable securities, the Treasurer shall see that they are deposited or transferred into an account in the name of the Oregon Community Foundation and sold as soon as practical. If the gift was for a purpose other than scholarships, OCF will send the proceeds of the gift to the MRRF upon settlement of the sale. All assets retained must be used for the charitable purposes set out in Article II herein. As described in the Foundation By Laws, Article IV, Section 2, the Foundation envisions that it will receive contributions or gifts raised through Club activities or otherwise, which are intended for charitable purposes other than scholarships, specifically for community service activities as stated in Article II of the Bylaws. Funds contributed for such a designated purpose that are accepted by the Foundation will be paid to and held by the Foundation, and funds for each designated project shall be accounted for separately from other Foundation funds. It shall be the policy of the Foundation to accept those contributions or gifts and to receive the advice of the Medford Rotary Club Treasurer as authorized representative for the Club with information about the disbursement of those funds and the intent of the donor. The Foundation Trustees will meet as necessary to disburse these funds. The Foundation Treasurer will keep and make available to the club Treasurer and donors sufficient records to document that the charitable donation and intent was carried out. Any earnings from these deposits while being held short term by the Foundation may be retained by the Foundation to defray its expenses of administration or for scholarships. If the Foundation chooses to stop receiving contributions or gifts or not to receive contributions for a particular purpose, it shall be its policy promptly to inform the club.

### Section 3. Termination of the Contract with OCF

Should it be determined by a two-thirds vote of the Board of Trustees of the Foundation that OCF is no longer carrying out the charitable purposes of this Foundation as set out in the contract dated August 6, 1999, the Secretary shall so notify OCF and request the return of all assets of the Medford Rogue Rotary Scholarship Fund together with any subfunds. All assets so returned must be used for the charitable purposes to which the Fund was limited.

### **ARTICLE VII. Bylaw Amendments**

The bylaws of the Foundation shall be subject to alterations or amendments by a majority vote of the Board of Trustees at any regular meeting or at any special meeting called for such purpose, but such alteration or amendment must be approved by the members of the Foundation.

### **MEDFORD ROGUE ROTARY FOUNDATION DISTRIBUTION POLICY**

WHEREAS the Foundation of the Medford Rogue Rotary (the "Foundation") is a tax exempt, publicly supported charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"); and

WHEREAS organizations described in Section 170(b)(1)(A) of the Code are organized exclusively to serve charitable, religious, scientific, literary, or educational purposes,

The Medford Rogue Rotary Foundation hereby adopts this "distribution policy" to guide the decisions made by the Board of Trustees for the distribution of funds for charitable purposes to other organizations. It is the general policy of the Foundation to make distributions to recognized charitable organizations that can produce a determination letter issued by the Internal Revenue Service, or the equivalent thereof for entities not organized in the United States.

In the unusual event that a distribution is proposed to be made to an entity not organized pursuant to Section 501(c)(3) of the Code or an equivalent provision of local law, the Foundation shall: (1) investigate whether the distribution may be made to Rotary International or another Section 501(c)(3) organization that makes distributions or performs charitable work in the country where the entity is located; or (2) investigate whether a need for the proposed funds exists and whether the funds, if a distribution is made to the proposed recipient, will be used by the recipient exclusively for charitable purposes. After the Foundation has determined that a need for charitable funds to be distributed to the entity exists and that the funds distributed will be used for charitable purposes, the recipient entity must enter into a written agreement with the Foundation that the funds will be used exclusively for charitable purposes. No funds shall be distributed to such an entity prior to investigation by the Foundation of the use of and the need for charitable funds, and prior to receipt of the agreement described above.

- Approved April 8, 2005 by Board of Trustees - Medford Rogue Rotary Foundation