2015 AMENDED BYLAWS OF ROTARY CLUB FOUNDATION, INC.

(Reaffirmed August, 2017 for digital publication)

Original: 10/25/2000 Revised: September 2005 & February 2015

1.0 NAME

The name of the Corporation shall be Rotary Club of Atascadero Foundation, Inc.

2.0 OFFICES

The principal office for the transaction of the business of the Corporation is located at 7360 El Camino Real, Suite A, Atascadero, CA. 93422. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on the Bylaws opposite this section, or this section may be amended to state the new location

2.1 OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

3.0 OBJECTIVES AND PURPOSES

The specific purposes of this Corporation are:

a) To make contributions to and otherwise aid and support organizations described in Section 501(c)(3) of the Internal Revenue Code;

b) To directly engage in, and carry on, programs for charitable , scientific, literary, or educational purposes.

4.0 NON-PARTISAN ACTIVITIES

This Corporation has been formed under the California Non-profit Public Benefit Corporation Law, for the public purpose described above, and it shall be non-profit and non-partisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for, or against, any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of the purposes described above.

5.0 DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer, or director of the Corporation. Its assets remaining after payment, or provision for payment, all debts and liabilities of the Corporation shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

6.0 MEMBERS

The Corporation shall have no members, and every act required by law to be done or approved by members of the Corporation shall be done or approved by the Board of Directors.

7.0 DIRECTORS

 7.1 Powers.

a) *General Corporation Powers.* The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. All Directors shall be members of the Rotary Club of Atascadero.

b) *Specific Powers. Without* prejudice to the general powers, and subject to the same limitations the Directors shall have the power to:

* 1. Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws, and fix their compensation.
	2. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.
	3. Adopt, make, and use a corporate seal, prescribe the forms of membership certificates, and alter the form of the seal and certificate.
	4. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation’s purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

 7.2 Number and qualifications of Directors

 The authorized number of Directors shall be nine (9). All Directors shall be members in good standing of the Rotary Club of Atascadero. One of the Directors shall be the current President of the Rotary Club of Atascadero.

 7.3 Election (Appointment), and terms of Directors

Eight of the Directors shall have three (3) year staggered terms, and shall be elected by the Board of Directors. Upon the expiration of a Director’s term or vacancy, the Board of Directors shall appoint a new Director to serve.

 7.4 Vacancies

 A vacancy on the Board of Directors shall deem to exist on the occurrence of any of the following:

 a) The death, resignation, or removal of any Director

b) The declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or has been found by final order of judgment of any court to have breached a duty under Sections 5230 of the California Non-Profit Corporation Law.

 c) The failure of the Directors, at any meeting at which any Director or Directors are to be appointed, fails to complete the appointment.

d) Resignation. Except as provided in this paragraph, any Director resign, which resignation shall be effective on giving written notice to the Chairperson, President, or Secretary of the Board. The Board of Directors may elect a successor to take the office as of the date when resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director(s) in charge of its affairs.

 e) Effect of Reduction of Number of Directors: No reduction of the authorized number of Directors shall have the effect of removing any Director before their term of office expires.

 7.5 Place of meetings and meetings by telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 7.5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

 7.6 Annual meeting

The Board of Directors shall hold a regular annual meeting for the purposes of organization, election of officers, and the transaction of other business. The date, time, and place of the meeting shall be fixed by resolution of the Board, and thereafter notice of this meeting shall not be required.

 7.7 Other regular meetings

Other regular meetings of the Board of Directors may be held without call, at such time, as from time to time, is fixed by the Board of Directors. Such regular meetings may be held without notice.

 7.8 Special Meetings

 a) Authority to call: Special meetings of the Board of Directors for any purpose, may be called at any time, by the Chairperson, President, Vice President, Secretary, or any two Directors.

 b) Notice:

 1) Manner of Giving: Notice of the time and place of special meetings shall be given to all Directors by one of the following methods:

 i) Personal delivery or written notice.

 ii) By first class mail, postage paid.

iii) By telephone communication, either directly to the Director, or to a person at the Director’s office who would reasonably be expected to communicate such notice promptly to the Director.

 2) Time requirements: Notices sent by first class mail shall be deposited into a United States Postal Service mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery or telephone shall be delivered or telephoned at least 48 hours before the time set for the meeting.

 3) Notice Contents: The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the Corporation.

 7.9 Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Paragraph 7.11 herein. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Non-Profit Corporation Law, especially those provisions relating to: a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, b) appointment of committees, and c) indemnification of Directors. An amendment of the Bylaws requires a “super majority” of seven of the nine Board members in accordance with Article 13.0. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

 7.10 Waiver of notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: a) A quorum is present, and b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting

 7.11 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case, personal notice of the time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjourned meeting was called.

 7.12 Action without meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same forced and effect as a unanimous vote of the Board of Directors. Such written consent(s) shall be filed with the minutes of the proceedings of the Board.

 7.13 Fees and compensation of Directors

 Directors and members of committees shall not receive compensation for their services as such, but may receive such reimbursement of expenses, as is authorized by the Board from time to time.

8.0 COMMITTEES

8.1 The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of at least one or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

 a) Take any final action on matters, which under the Non-Profit Corporation Law of California, requires approval of the entire Board.

b) Fill vacancies on the Board of Directors or vacancies in any committee which has the authority of the Board.

 c) Fix compensation of the Directors for serving on the Board or on any committee.

 d) Amend or repeal Bylaws or adopt new Bylaws

e) Amend or repeal any resolution of the Board of Directors, which by its express terms, cannot be amended or repealed.

f) Appoint any other committees of the Board of Directors or the members of these committees.

g) Approve any transaction 1) to which the Corporation is a party, and one or more Directors have a material financial interest or 2) between the Corporation and one or more of its Directors, or between the Corporation or any person with which one or more of the Directors have a material financial interest.

8.2 Meetings and actions of committees shall be governed by, held, and taken in accordance with the provisions of Article 7 of these Bylaws concerning meetings of Directors, with such changes in the context of the Bylaws, as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee.

Special meetings of committees may also be called by resolution of the Board of Directors. Notice of Special Meetings of committees shall be given to all members and/or alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of any committee and not inconsistent with the provisions of these Bylaws.

9.0 OFFICERS

9.1 The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Paragraph 9.3 hereof. Any number of offices may be held by the same person.

9.2 Election of Officers. The officers of the Corporation, except those appointed in accordance with the provisions of Paragraph 9.3 hereof, shall be elected by the Board of Directors, and each shall serve a one year term at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

9.3 The Board of Directors may appoint Subordinate Officers, and may authorize the Chairperson of the Board, or the President, or any other officer, to appoint any officers which the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws, or determined from time to time by the Board of Directors.

9.4 Removal of Officers: Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, or by any Officer on whom such power of removal may be conferred by the Board of Directors.

9.5 Resignation of Officers: Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of the notice or ,at any later time, specified in that notice. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

9.6 Vacancies in Offices; A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

9.7 Responsibilities of Officers:

a) Chairperson of the Board: If such an officer is elected, the Chairperson of the Board shall preside at meetings of the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairperson of the Board shall, in addition, be the Chief Executive Officer of the Corporation and shall have the powers and duties prescribed in paragraph (b) below.

b) President: Subject to such supervisory powers as may be by directed by the Board to the Chairperson of the Board, if any, the President shall subject to the control of the Board of Directors, generally supervise, direct, and control the business and the Officers of the corporation. In the absence of the Chairperson of the Board, or if there be none, The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board of Directors and/or the Bylaws.

c) President Elect: In the absence or disability of the President, the President Elect shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The President Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors, or the Chairperson of the Board.

d) Secretary: The Secretary shall attend to the following:

 1) Book of minutes: The Secretary shall keep or cause to be kept, at the principal executive office, or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the Directors and committees of Directors, with the time and place of holding, whether regular or special, and if special, who authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

2) Notices, seal and other duties: The Secretary shall give or cause to be given, notice of all meetings of the members of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

 e) Treasurer: The Treasurer shall attend to the following:

 1) Books of Account: The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

2) Deposit and disbursement of money and valuables: The Treasurer shall deposit all money and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors, and shall disburse the funds of the Corporation as may be prescribed by the Board of Directors or the Bylaws.

3) Bond: If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount of and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer, and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in Treasurer’s possession, or under his control. The bond may be rescinded upon his death, resignation, retirement, or removal from office.

10.0 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

 10.1 Definitions for the purposes of this Article:

a) “Agent” means any person who is or was a Director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director of a corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

c) “Expenses” includes, without limitation, all attorney fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent, and all attorney fees, costs and other expenses incurred in establishing a right to indemnification under this article.

10.2 Successful defense by agent: To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 10.3 through 10.5 shall determine whether the agent is entitled to indemnification.

10.3 Actions brought by persons other than the Corporation: Subject to the required findings to be made pursuant to Section 10.5 below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of the Corporation, or by an Officer, Director, or person granted relator status by the Attorney General, or by the Attorney General on the grounds that the defendant Director was or is engaging in self dealing, within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlement and other amounts actually and reasonably incurred in connection with the proceeding.

10.4 Action brought by or on behalf of The Corporation

a) Claims Settled out of court: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, their agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

b) Claims and suits awarded against agent: This Corporation 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 brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

 1) The determination of good faith conduct required by 10.5 below must be made in that manner provided for in that section; and

2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

 10.5 Determination of Agent’s Good Faith Conduct

The indemnification granted to an agent in Section 10.3 and 10.4 above is conditioned on the following:

a) Required standard of conduct: The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgement, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or manner which he reasonably believed to be in the best interest of the Corporation, or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had reasonable cause to believe that his conduct was unlawful.

b) Manner of determination of good faith conduct: The determination that an agent did act in a manner complying with Paragraph (a) above shall be made by:

 1) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney, other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is proposed by this Corporation.

 10.6 Limitations

No indemnification or advance shall be made under this article, except as provided in Sections 10.2 or 10.4(b)(2), in any circumstance when it appears:

a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceedings in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

 10.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

10.8 Contractual Rights of Non-directors and Non-officers

Nothing contained in this article shall affect any right to indemnification to which persons other that Directors and Officers of this Corporation, or any subsidiary thereof, may be entitled by contract or otherwise.

10.9 Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability under the provisions of this section.

11.0 RECORDS AND REPORTS

11.1 Maintenance of Corporate Records: The Corporation shall keep adequate and correct books and records of account, and minutes in written form of the proceedings of the Board of Directors and committees of the Board. All such records shall be kept at the Corporation’s principal executive office or, if the Corporation has no principal executive office, at the principal residence of the Secretary of The Corporation, in office from time to time or at such other place as may be designated by resolution of the Board of Directors

11.2 Maintenance and Inspection of Articles and Bylaws: The Corporation shall keep at its principal executive office, the original or a copy of the Articles and Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times. If the Corporation has no principal executive office, the Articles and Bylaws shall be kept at the principal residence of the Secretary of the Corporation, in office from time to time, or at such other place as may be designated by resolution of the Board of Directors.

11.3 Inspection by Directors: Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of any kind, and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

11.4 Annual Report:

a) Not more than 120 days after the close of the Corporation’s fiscal year, the Board shall cause an annual report to be prepared and distributed to all Directors. Such report shall contain the following information in reasonable detail:

1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

3) The revenue and receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

4) The expenses or disbursements of the Corporation, for both general and restricted purposes during the fiscal year.

5) Any information required by Section 11.5 hereof.

b) The report required by this section shall be accompanied by any report thereon of independent accountants, or if there are no such reports, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

c) The Board may elect to cause to be prepared and distributed, the annual information return(s) which it is required to file with the Internal Revenue Service, and in such event, such return(s) shall satisfy the requirements of this section (other than Section 11.5 hereof).

 11.5 Annual Statement of Certain Transactions and Indemnifications

No later than the time the Corporation distributes its annual report and in any event no later than 120 days after the close of the Corporation’s fiscal year, the Corporation shall prepare and mail or deliver to each Director, a statement of the amount and circumstances of any transaction or indemnification of the flowing kind:

a) Any transaction(s) in which the Corporation was a party, and in which any Director of Officer of the Corporation had a direct or indirect financial interest.

b) Any indemnification or advances paid during the fiscal year to any Officer or Director of the Corporation pursuant to Article 10 hereof, unless such indemnification has already been approved by the Board pursuant to Paragraph 10.4(b)(2) hereof.

12.0 Construction and definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Non-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

13.0 Amendments

a) These Bylaws may be amended from time to time by a “super majority” vote of seven of the nine Board members.

b) If any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS , CERTIFICATE OF SECRETARY

I do hereby certify as follows:

That I am the duly elected, qualified and and/or acting Secretary of the above-named Corporation, that the foregoing Amended Bylaws were adopted as the Bylaws of said Corporation by the Directors of the Corporation at a meeting on the \_\_\_\_\_\_\_\_\_\_(Date).

In witness thereof, I have hereunto set my hand and affixed the corporate seal, this \_\_\_\_\_\_\_\_(Date)

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 Ken Weathers, Secretary of the Board of Directors