

This corporation has been formed pursuant to the General Nonprofit Corporation Law of the State of Nevada. In order to facilitate the operation of the affairs of this corporation in the fulfillment of its purposes and objectives, the following Bylaws are hereby promulgated.

Article 1

Section 1.01 (Name) The name of this corporation is the LV After Hours Rotary Charitable Fund.

Article 2

Section 2.01 (Power of the Charitable Fund Board of Directors)

Subject to the provisions of the Nevada Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the LV After Hours Charitable Fund Board of Directors (Charitable Fund Board). The Charitable Fund Board administers all funds received by the LV After Hours Rotary Charitable Fund. The Charitable Fund Board will administer one Foundation fund: The LV After Hours Rotary Charitable Fund. In its deliberation, the Charitable Fund Board shall strongly consider the Governance Guidelines for the both Las Vegas After Hours Rotary Club Board and LV After Hours Rotary Charitable Fund Board in its actions.

Section 2.02 (Charitable Fund Income)

Income Funding of the Charitable Fund comes from various fundraising events of the Las Vegas After Hours Rotary Club, and other donations from members of the Las Vegas After Hours Rotary Club or the general public. The Charitable Fund may engage in fundraising activities by individuals and set recognition levels and/or awards. Charitable Fund fundraising events are under the direction of the Board of Directors of the Las Vegas After Hours Rotary Club (the "Club Board).

Section 2.03 (Charitable Fund Investments)

The Charitable Fund Board may fund, 1. Other charitable organizations, 2. Third parties which are consistent with the goals of Rotary and our club (e.g., youth activities and international services), 3. Any reasonable costs associated with the administration of the charitable fund monies. The Club Board and Charitable Fund Board will agree before the start of each Rotary year (July 1) what portion of expenses are associated with club operations and the club Charitable Fund. They will use input from the club administrative staff. Club Charitable Fund income from the previous Rotary year not designated for anything specific will be available for use/allocation the following Rotary year. In funding matters, the Charitable Fund Board will strongly consider the recommendations of the Club Board. The Charitable Fund Board will approve or disapprove the recommendations of the Club Board by majority vote within seven calendar days of receiving the recommendations. If there is no response from a Director within that 7-day period, that Director vote will be considered approval of the Club Board recommendation. The Club Board funding recommendations and Charitable Fund Board Chairman will discuss the reason for the disapproval with the Club President and allow the Club Board to resubmit the recommendations. Both Boards will honor any donations designated by a donor to a specific entity (restrictive).

Article 3

Section 3.01 (Principal Office)

The principal office of the LV After Hours Charitable Fund shall be in the Rotary Club office located at 8190 Cassian Court Las Vegas, NV 89129. The Charitable Fund has no members.

Article 4

Section 4.01 (Qualification of Directors)

So long as the Las Vegas After Hours Rotary Club (the Rotary Club) remains chartered by Rotary International, Trustees shall be required to be members in good standing of the Las Vegas After Hours Rotary Club.

Section 4.02 (Number of Directors)

Except as provided in Section 4.11 below, the authorized number of voting Directors of this corporation shall be a minimum of 5 with a maximum of 10.

Section 4.03 (Terms of Director)

Terms of office for new Director shall be two years, with re-election to the Board possible for two additional consecutive two-year terms. No trustee shall serve more than a total of six consecutive years. Board elections will be staggered with three Directors being elected each even-numbered year, and two Directors each odd-numbered year.

Section 4.04 (Nominative Committee-Director)

The Nominating Committee for Director shall consist of the Chairman of the Charitable Fund Board, Vice Chairman of Charitable Fund Board, the President and the President-elect of the Rotary Club. The Nominating Committee will submit to the membership of the Rotary Club at its first regular/special meeting in May, the names of Rotarians for nominated for election to the Directors' positions which are open.

Section 4.05 (Additional Nominees)

Immediately prior to the election to be held in the manner specified in Section 4.06, any member of the Rotary Club may nominate any other member of the Rotary Club who meets the criteria of Section 4.01 for the position of Director.

Section 4.06 (Election of Directors)

The members of the Rotary Club shall elect the Directors during the first regular meeting held in June of each year. Only those members present at the meeting shall exercise such voting privilege.

Section 4.07 (Election of Directors if the Rotary Club ceases to exist)

In the event the Rotary Club ceases to exist for any reason, Directors to be elected shall first be nominated for election by a committee formed for that purpose, selected from existing members of the Board. The vote of at least two-thirds of the existing Directors is required to elect a successor Director.

Section 4.08 (Commencement of Term)

The term of a Director shall commence on the first day of July, immediately following such election and shall terminate on the thirtieth day of June of the second year thereafter.

Section 4.09 (Vacancies In the event that a Directorship becomes vacant at any time)

The Charitable Fund Board shall elect a successor Director from candidates meeting the criteria of Section 4.01. That new Director will serve out the term of the Director being replaced.

Section 4.10 (Honorary Non-voting Directors)

The Board may designate non-voting honorary Directors who shall serve at the pleasure of the Board. Non-voting Directors shall not count towards establishing a quorum of the Board.

Section 4.11 (Interim Board of Directors)

Whereas, under the by-laws of this corporation in effect prior to the adoption of these by-laws, the Board of Directors was comprised of the members of the Club Board, in order to effect the transition to a Board of Director which is separate and apart from the Club Board, the Club Board shall appoint an Interim Board of Director to serve as such from the time these by-laws are adopted until the Club members first vote for a Board of Director pursuant to Section 4.06, as submitted to the Club members by the Nominating Committee. Such appointments by the Club (Page 2 of 7) Board shall specify a term for each Director to facilitate the staggering of Director terms pursuant to Section 4.03.

Article 5

Section 5.01 (Officers)

The Officers of this corporation shall be a Chairman, Vice Chairman, Treasurer and Secretary.

Section 5.02 (Election of Officers)

The Charitable Fund Board will elect its own officers not later than June 15th for officers taking office each July 1st.

Section 5.03 (Officer Vacancies)

In the event that an officer ceases to be an officer due to termination of membership in the Rotary Club or for any other reason, the Charitable Fund Board shall appoint a successor officer from among the other Directors to fill the unexpired part of the officer's term.

Section 5.04 (Officer Terms)

Officers shall be elected to serve a one-year term beginning July 1 and ending the following June 30. An officer may serve more than one term at the discretion of the Board. Directors shall not serve as President of the Board for more than two consecutive years unless the board votes to extend the term on a yearly basis.

Article 6

Section 6.01 (Duties of the Chairman)

The Chairman shall preside at all Charitable Fund meetings. The Chairman is an ex-officio member of all Charitable Fund committees. This shall be the immediate past President of the Las Vegas After Hours Rotary Club.

Section 6.02 (Duties of the Vice Chairman)

In the absence of the Chairman, or in the event of his/her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and in so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall have such other powers and perform such other duties as the Charitable Fund Board or the Bylaws may prescribe, as well as the Club Board of Directors.

Section 6.03 (Duties of the Treasurer)

The Treasurer has the responsibility for reviewing the Charitable Fund financial statements and records with the staff and identifying other significant financial issues for the Executive Committee and the Charitable Fund Board. The Treasurer shall report the current status of these, and any other financial issues, to the Charitable Fund Board on a regular basis. The Treasurer shall have such other powers and perform such other duties as the Charitable Fund board the Bylaws may prescribe.

Section 6.04 (Duties of the Secretary)

The Secretary shall be responsible for recording the minutes of all meetings of the Charitable Fund Board, for giving notice of the meetings, and for maintaining all the books and records of the corporation. The Secretary shall keep a copy of the articles of Incorporation and Bylaws as amended to date, at the office of the Rotary Club or other designated place.

Article 7

Section 7.01 (Regular Meetings)

The Charitable Fund Board shall hold at least four quarterly meetings at such time and place as the Chairman prescribes to address investments, expenditures, and other items brought before the Board. (a) At one meeting in May, in addition to the foregoing, the Charitable Fund Board will (i) Elect Board officers; (ii) Determine what portion of the club administrative costs are used for Charitable Fund activities.

(b) A joint meeting in July will be held with the Club Board. The Charitable Fund Board may conduct business electronically, such as promulgation of the Rotary Fiscal Year's Spending Plan (including distribution of funds per Section 2.04).

Section 7.02 (Special Meetings)

Special meetings may be called by the Chairman or Vice Chairman when acting as the Chairman or by any three Directors.

Section 7.03 (Notices)

Notice of regular and special meetings shall be given by email to all officers and Directors at least two days prior to such meetings, provided that (i) the notice of any special meetings shall include the purpose for which that meeting is called, (ii) the Charitable Fund Board may not act on any other matter at a special meeting duly noticed, and (iii) in lieu of email notice, a majority of those present at a regular or special meeting may waive proper notice, which shall be considered the equivalent of the email notice.

Section 7.04 (Quorum)

The presence of a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Charitable Fund Board.

Section 7.05 (Rules of Procedure)

The Roberts Rules of Order, as revised periodically, shall constitute the rules of procedure governing the conduct of all meetings.

Article 8

Section 8.01 (Committees)

The Charitable Fund Board may form Committees composed of its members as the Charitable Fund Board may desire, delegating such powers and authority and assigning such functions and duties as the Charitable Fund Board may determine. Members of the Las Vegas After Hours Rotary Club who are not members of the Foundation Board shall be permitted to serve on such Committees, in addition to members of the Foundation Board.

Article 9

Section 9.01 (Indemnification of Directors, Officers, Employees and Other Agents)

To the fullest extent of the law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the Nevada Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonable incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the corporation by reason of the fact that the person is, or was, a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 5238(a) of the Nevada Corporations Code.

Section 9.02 (Execution of Documents)

The Board may authorize any officer or officers and its agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the corporation; such authority may be general or confined to specific instances; and unless so authorized, no other person shall have any power or authority to enter into or bind the corporation by contract or to pledge its credit or to create any liability.

Section 9.03

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nevada Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, and the singular number includes the plural, the plural number includes the singular, and the term 'person' includes both the corporation and a natural person.

Section 9.04 (Amendments)

These Bylaws may be amended by a vote of two-thirds of the voting members of the Charitable Fund and Club Boards, provide that any amendments hereto shall not be inconsistent with the Articles of Incorporation.

Article 10

Section 10.01 (Conflict of Interest Policy).

(a) Definitions:

1. Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Charitable Fund has a transaction or arrangement, b. A compensation arrangement with the Charitable Fund or with any entity or individual with which the Charitable Fund has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Charitable Fund is negotiating transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. A financial interest is not necessarily a conflict of interest. Under Section 10.01(b)(2), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(b) Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Charitable Fund can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Charitable Fund's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(c) Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(d) Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Charitable Fund for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Charitable Fund for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Charitable Fund, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(e) Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Charitable Fund is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

(f) Periodic Reviews

To ensure the Charitable Fund operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Charitable Fund's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

(g) Use of Outside Experts

When conducting the periodic reviews as provided for in subsection (f), the Charitable Fund may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section 10.02 (Non-discrimination Policy).

The LV After Hours Rotary Charitable Fund does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, provision of services, and selection of potential distributees of funds for charitable purposes. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients. The LV After Hours Rotary Charitable Fund is an equal opportunity employer. We will not discriminate and will take measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

Section 10.03 (Provisions Binding on Club Board).

Whereas, under the by-laws in effect immediately preceding the adoption of these by-laws, the Board of Directors consisted of the then-current Club Board, and whereas, by the terms of such other prior by-laws, the adoption of these by-laws required an affirmative vote of such Club Board, the Club Board has agreed to conduct the affairs of the Las Vegas After Hours Rotary Club consistent with these by-laws or any amendments hereto made pursuant to Section 9.04 (which requires consent of both Boards to amendments hereto).

CERTIFICATE

I, _____, hereby certify that:

I am the Secretary of the LV After Hours Rotary Charitable Fund , a Nevada corporation; and

The foregoing Bylaws, consisting of seven pages, are a true and correct copy of the Bylaws of the corporation as duly adopted by approval of the Board of Directors of the corporation at a regular meeting duly held on _____, at the corporation's principal executive office in Clark County, Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation this

_____ day of _____, 2019 (month)

_____ [seal]

(Secretary)