



AMENDED AND RESTATED BYLAWS
OF
ROTARY CLUB OF INDIO FOUNDATION
A California Non-Profit Public Benefit Corporation 2025

Approved by the Rotary Club of Indio Foundation Board of Directors: - June 19, 2025:

Approved by the Rotary Club of Indio - July 1, 2025

Article I. ORGANIZATION

Section 1.01 The name of this corporation is ROTARY CLUB OF INDIO FOUNDATION (“the Foundation”).

Section 1.02 The Foundation is a California Non-Profit Public Benefit Corporation organized under Part 2 of the California Non-Profit Corporation Law to operate under Internal Revenue Code Section 501(c)(3) and Section 23701d of the California Revenue and Taxation Code exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals.

Section 1.03 The Foundation shall be governed by its Board of Directors (“the Board”).

Section 1.04 The principal office of the Foundation is located in the County of Riverside, State of California. The Board of Directors (“the Board”) shall have authority to establish and to change the place of the principal office of the Foundation within the County of Riverside, as it deems appropriate. The Foundation may have offices at such other places where it is qualified to do business, within or outside the State of California, as the Board may designate.

Article II. BOARD OF DIRECTORS AND OFFICERS

Section 2.01 The Foundation Board of Directors shall be comprised of five directors, each of whom shall be a member of the Rotary Club of Indio. The directors shall be the President, President Elect, Secretary, Treasurer, and Foundation Vice President of the Rotary Club of Indio, *ex officio*. The President of the Rotary Club of Indio shall be the President of the Foundation and the Chair of the Board of Directors of the Foundation. If any person holds more than one of these positions in the Rotary Club of Indio, the President shall designate another member or members of the Rotary Club of Indio as a director of the Foundation so that the total number of directors remains five persons.

Section 2.02 The Board shall have and exercise all powers allowed to the Foundation by law as a non-profit corporation and I.R.C. 501(c)(3) organization and by the Articles of Association of the Foundation in order to engage in or to expend funds to support any permitted activity approved by the Board of Directors of the Rotary Club of Indio.

Section 2.03 Actions or decisions of the Board shall require approval by a vote of a majority of the directors present once a quorum has been established. A quorum shall be three directors. 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.

Section 2.04 The Foundation shall have no members. All rights which would otherwise vest in the members shall vest in the Board. Any action which would otherwise require approval by the members shall only require approval by the Board.

Section 2.05 Directors shall not receive compensation for services rendered to the Foundation. No director may be an interested person, as defined by the California Corporations Code.

Article III. MEETINGS

Section 3.01 The Board shall hold a regular meeting each month on the same day as the Board of Directors meeting of the Rotary Club of Indio.

Section 3.02 A special meeting of the Board may be called by any director upon reasonable notice.

Article IV. FINANCES AND ADMINISTRATION

Section 4.01 The fiscal year of the Foundation is from 1 July to 30 June.

Section 4.02 The activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board which may designate or appoint specific directors to perform any functions necessary to do so in accordance with customary practice.

Section 4.03 The President shall be the general manager and chief executive officer of the Foundation and shall have overall responsibility and authority for the execution of the business of the Foundation.

Section 4.04 Unless otherwise provided, the Secretary of the Rotary Club of Indio shall be the Secretary of the Foundation and shall be responsible for creating, maintaining, and where appropriate disseminating Foundation records, including the Articles of Association, Bylaws, policies, minutes of Board meetings, and correspondence.

Section 4.05 Unless otherwise provided, the Treasurer of the Rotary Club of Indio shall be the Treasurer of the Foundation and shall be responsible for keeping the Foundation financial records, receiving and disbursing Foundation funds, maintaining Foundation accounts, and providing monthly and annual reports of the Foundation's funds and accounts to the Boards of the Foundation and the Indio Rotary Club. The Treasurer shall provide the Foundation's financial statements and any other information as requested for the purpose of performing the compilation engagement required by the bylaws of the Rotary Club of Indio.

Section 4.06 Federal and State tax returns, Form 990, and any other required documents shall be prepared and filed by the Treasurer as required by law. With approval of the Board, the Treasurer may engage a Certified Public Accountant to assist in the preparation of the tax returns or other documents.

Section 4.07 The Treasurer shall deposit Foundation funds in a financial institution or institutions designated by the Board. Separate accounts shall be maintained for the Foundation and the Rotary Club of Indio. Club and Foundation funds shall not be co-mingled with each other or with any other funds.

Section 4.08 Foundation funds shall be disbursed only by the Treasurer or another officer authorized by the Board to do so. Disbursement of Foundation funds may be made for an item that has been specifically identified in the approved annual budget of the Rotary Club of Indio to the extent the Foundation is allowed by law to make such expenditure or as otherwise approved by the Foundation Board as provided herein.

Section 4.09 Annually, the Rotary Club of Indio will engage a Certified Public Accountant ("CPA") to perform a compilation engagement to review the financial procedures, books, and financial statements of the Club and of the Foundation for compliance with Generally Accepted Accounting Principles and submit a report of the engagement ("compilation report") to the Club and the Foundation by 31 August. The Treasurer shall provide the Foundation's financial statements and any other information requested by the CPA for the year ended 30 June to the CPA by July 31 or such other time as required so that the CPA can complete the compilation engagement by 31 August. The financial statements and the compilation report prepared by the CPA shall be presented to the Board at the next regular Board meeting after they are received and shall then be provided to the board of directors and the members of the Club.

Article V. AMENDMENT

Section 5.01 These Bylaws may be amended or repealed by a vote of a majority of the Foundation Board at any meeting of the Board after written notice of the proposed amendments or repeals sent to each of the directors 14 days before the meeting at which such action is taken.

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