

**Bylaws**  
**Of**  
**Palm Springs Rotary Club Foundation**

ARTICLE I  
Principal Office

The principal office for the transaction of the business of the corporation is hereby fixed and located at Palm Springs, California. The Board of Trustees at any time, or from time to time, may change the location of the principal office from one location to another within Riverside County.

ARTICLE II  
Seal

The corporation shall have a common seal, consisting of two concentric circles with the words "Palm Springs Rotary Club Foundation", together with the date of the incorporation of this corporation.

ARTICLE III  
Membership

Section 1. Members

There shall be one class of members, comprised of the elected membership of the Board of Trustees of the Rotary Club of Palm Springs Foundation.

Section 2. Meetings

The annual meeting of the Board of Trustees of the Foundation shall be held in the months of May or June, at a time and location to be determined by the President of the Foundation of the Rotary Club of Palm Springs. Notice of such meeting shall be given by electronic mail or other appropriate means, at least 48 hours in advance. Special meetings of the Trustees may be called in the same manner. A quorum for any meeting of the Board of Trustees shall be 50% plus one of the total number of Trustees.

Section 3. Liabilities and Property Rights of Members

No member of the corporation or its Board of Trustees, now or hereafter elected, shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the corporation's assets for payment.

## ARTICLE IV Board of Trustees

### Section 1. Trustees

The Board of Trustees shall be active members in good standing of the Rotary Club of Palm Springs, and consist of up to 9 members, elected for terms as described in Article IV, Section 3, plus up to 2 ex-officio members each year (with voting privileges), until changed by amendment to these bylaws. In addition, there may be designated no more than 3 "honorary" trustees (without voting privileges), as may be determined and elected for one-year terms by the Board of Trustees. All members are expected to attend meetings. In the event a member misses three consecutive meetings, that member's membership on the Board shall be terminated. The Board has the authority to waive such termination at its discretion.

### Section 2. Powers of Trustees

Subject to powers of the members as provided by law, or as herein set forth, all administrative, corporate and business powers and affairs of the corporation shall be controlled by the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers:

- a) To select and remove all officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws; fix their compensation and specify their duties and responsibilities.
- b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best, including the total disbursement of assets of the Foundation.
- c) To designate or change the principal office for the transaction of the business of the corporation from one location to another within the same (Riverside) county; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any Trustees' or Members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.
- e) To annually or periodically solicit and evaluate proposals for grants or gifts by the corporation, from worthy or non-profit community and charitable organizations and activities within Riverside County. Granting of such awards, gifts or grants shall be determined by the trustees, based on available funds and on how much of such funds shall be made available, at the sole discretion of the Trustees.

### Section 3. Election and Terms of Office

The Trustees shall serve for three (3) year terms, on a staggered basis, initially with first Trustees to select by lot, one, two and three year terms. Trustees may be eligible to serve additional terms, if

otherwise qualified and elected. Additionally, unless either or both is already a Trustee, the current President and Immediate Past President of the Rotary Club of Palm Springs shall be elected by the Members to serve one-year ex-officio Trustee terms, with voting privileges, so long as they are

otherwise eligible. In the event the Rotary Club President and/or Past President already hold a Club Foundation Trustee position, the ex-officio positions shall not be filled for that year.

Prior to the Foundation's annual meeting in May or June, the Board of Trustees shall develop and submit a list or slate of proposed nominees for all open Trustee positions to the Trustee members for their vote. The elected slate will be reported to the general membership of the Rotary Club of Palm Springs at the next regularly scheduled club meeting.

Additionally, at their discretion, the Board of trustees may elect up to three honorary Trustees, on an annual basis, to serve without voting privileges.

#### Section 4. Vacancies

Any vacancy or vacancies in the Board of Trustees, resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the Trustees of the Palm Springs Rotary Club Foundation after seeking recommendations from the remaining Trustees, Rotary Club Board of Directors and giving due consideration to both.

#### Section 5. Meetings

On call of the President, and with all Trustees receiving appropriate notification, an annual meeting shall be held in May or June of each year to review and evaluate requests for grants that the Club Board has submitted and fund disbursements to community and/or charitable or worthwhile entities and organizations. Officers will be elected at this meeting, and newly-elected Trustees and officers will be inducted to take office on July 1<sup>st</sup>. Additional meetings during the year will be held on call of the President.

Board meetings are not open to the public, but any active member of the Rotary Club of Palm Springs is eligible to attend, except when Trustees meet in executive session to discuss legal or confidential matters, and when considering applications for financial grants. Advance appropriate notice of the time and location of all meetings will also be provided to active members of the Rotary Club of Palm Springs.

#### Section 5(a) Grants and Scholarship Activities Prior to the Annual Meeting

Annual disbursements made for grants and scholarships shall be set by the Foundation Trustees each year. The amount to be disbursed for grants is based on the income earned during the year together with allowed principal reduction not to exceed ten percent of the Foundation's assets. Scholarship amounts will be set annually by the Foundation Trustees considering any criteria that may be set for any Named Scholarship Fund without principal reduction limit.

#### Section 5(a) 1 Grants

By early February of each year, the Club Foundation will work with the Rotary Club of Palm Springs Board of Directors to invite applications for Foundation Grants to be submitted by mid March to the President of the Club. In March, immediately after the due date for applications and by calendar



agreement of the Club President and the Foundation President, the Board of Trustees will jointly meet with the Board of Directors to assist them in qualifying the grant applications. It is anticipated those applications that are duly qualified will be then reviewed by the Club Board for their selection of recommended applications to be evaluated by the Foundation Trustees. It is anticipated the President of the Club Board will submit those recommended applications to the President of the Board of Trustees by mid April. The Trustees will then prioritize and review the recommended applications and select the grant awardees. Trustee allocations will be made at the annual meeting in May and determined by prioritization and availability of funds with every effort made to spread the available funds out as widely as possible. The amount of grant awards will be at the sole discretions of the Trustees and will follow the guideline outlined below.

Foundation Grants to organizations providing services in the local community shall be for no more than \$5,000 each and shall require the following:

- 1) All requests shall be submitted on Organization Letterhead, signed by the head of the organization and approved by their Board of Directors.
- 2) The request shall state the amount desired and outline the proposed use of the funds.
- 3) Once the project or activity is complete a report shall be submitted to the PS Rotary Club Foundation by the recipient of the funds, stating how the funds were used by the organization.

#### Section 5(b) Scholarships

The Palm Springs Rotary Club Foundation issues scholarships to students beginning or continuing their higher education based upon four criteria: academic record, leadership, financial need, and community involvement. Scholarships are provided only for undergraduate study and may include vocational training in recognized programs. Scholarships are awarded without regard to race, religion, nationality, gender or sexual orientation.

All scholarship applicants are to be interviewed, in person after reviewing student information, by a Scholarship Committee approved by the Palm Springs Rotary Club Foundation Board of Trustees. The Rotary Scholarship awards are for two semesters for one academic year. While the Palm Springs Rotary Club Foundation scholarships are not automatically renewable, scholarship students are allowed to apply for scholarships in future years not to exceed four years. If a student receiving a scholarship should make application for another year, the student will be interviewed by the Palm Springs Rotary Club Foundation's Scholarship Committee and considered with any applicants for that year.

At the time of awarding these Scholarships, the recipients will be invited to attend a Rotary Club of Palm Springs meeting to share their goals and aspirations with the Club members.

#### Section 5(b) 1. Don Aikens Memorial Scholarships

The maximum number of scholarships awarded during one year shall be five unless otherwise set by the Board of Trustees. The dollar amount to be given to each student shall be: \$1,500 for the first academic period and \$2,000 for the second if the student fulfills the guidelines and requirements of the Scholarship. The goal is for the higher amount in the second semester to encourage student performance.

The requirements include:

- a) Maintain at least C average and make progress toward graduation.

- b) Show proof of registration for the next academic period
- c) Carry no less than 12 hours of course study

Section 5(b) 2. Named Fund Scholarships

- a) Named Fund Scholarships shall only be created for donations of at least \$10,000.
- b) Scholarships awarded from any Named Fund shall be made each year until the funds are used and based only on the assets of the Named Fund.
- c) Scholarship made will follow the purpose of the Named Fund such as for athletes and will otherwise follow the requirements for the Don Aikens Memorial Scholarships.

Section 5(b) 3. Palm Springs Rotary Club Foundation Scholarship

Academic scholarship(s) may be awarded from the general fund each year. The amount shall be set each year. The scholarship recipient shall have outstanding academic scores, leadership experience, and have demonstrated outstanding community service. While this scholarship does not require a financial need component, this scholarship may be awarded to a student with financial need.

Section 6. Quorum

A quorum of the Trustees shall consist of at least 50% of all voting members, plus one.

Section 7. Place of Meeting

Regular meetings of the Board of Trustees shall be held at any place within or without the State which has been designated from time to time by resolution of the Board, or by written consent of all members of the Board. In the absence of such designation, regular or special meetings shall be held at a time and place designated by the President of the Board of Trustees, and appropriate advance notice must be give, as previously outline in these Bylaws.

Section 8. Special Meetings

Special meetings of the Board of Trustees, for any purpose or purposes, shall be called at any time by the president or by any three Trustees.

Written or electronic notification of the time and place of special meetings shall be sent personally to each Trustee at least 48 hours prior to the time of the scheduled meeting.

The transactions of any meetings of the Board of Trustees, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice. If a quorum is not present, each of the Trustees not present as soon as possible following the meeting shall be asked to sign a written waiver consenting to the action(s) taken, until the equivalent of a quorum is achieved, and a majority of Trustees have agreed. If a majority of total Trustees concur with the action, it shall be recorded as adopted in the minutes of the meeting. In the absence of a simple majority in support of any transactions taken at such a meeting, the disputed actions will not be considered valid. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Adjournment

In the absence of a quorum of any meeting of the Board of Trustees, the majority of the Trustees present may adjourn the meeting until the next regular (or adjourned) meeting of the Board. Appropriate notice of the time and place of holding an adjourned meeting should be sent to all Trustees.

Section 10. Compensation

The Trustees shall receive no compensation for their services, as such.

Section 11. Conflict of Interest Policy and Agreement

The Trustees are required to read and acknowledge the Conflict of Interest Policy and Agreement. A Trustee shall be required to disclose any potential or existing conflict and is prohibited from voting on said matter. In the event a conflict exists, then resolution of said conflict or potential conflict shall be handled by the entire Board of Trustees.

ARTICLE V  
Officers

Section 1. Officers

The officers of this corporation shall be a President, Secretary and Treasurer, and such other officers as the Board of Trustees may designate. No person may hold more than one office, and all officers must be members of the Board of Trustees.

Section 2. Election

The Board of Trustees shall elect all officers of the corporation for terms of one year, or until their successors are elected and qualified.

Section 3. Vacancies

A vacancy in any office because of the death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Trustees.

Section 4. President

Subject to the control of the Board of Trustees, the President shall have general supervision, direction and control of the business and affairs of the corporation. He or she shall preside at all meetings of the Trustees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Trustees.

Section 5. Secretary

The Secretary shall keep a full and complete record of the proceedings of the Board of Trustees, shall keep the seal of the corporation, and affix the same to such papers and instruments as may be



required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Trustees.

Section 6. Treasurer

The Treasurer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the Board of Trustees. Such funds shall be paid out only on the check of the corporation signed by the president, treasurer, secretary, or by such officers as may be designated by the Board of Trustees as authorized to sign the same. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.

ARTICLE VI  
Amendment of Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by a vote of the members of the Board of Trustees at any Trustees' meeting, except that a Bylaw fixing or changing the number of Trustees may be adopted, amended or repealed only by a vote or written consent of at least two-thirds of the Board of Trustees of the Rotary Club of Palm Springs Foundation.

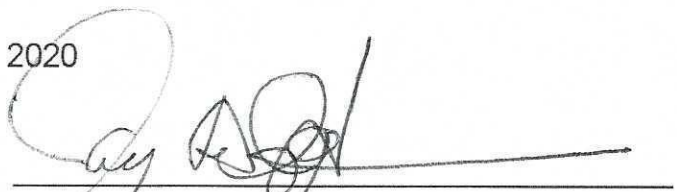
ARTICLE VII  
Miscellaneous

The President, Secretary, Treasurer or such other officers as the Board of Trustees may select for that purpose, are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting security held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

Approved by the Board of Trustees: February 05, 2020



Helene Kalfuss, President  
Palm Springs Rotary Club Foundation



Jerry Ogburn, President  
Rotary Club of Palm Springs