

Bylaws of the Oro Valley Rotary Foundation (An Arizona Nonprofit Corporation)

DEFINITIONS

- 1. Foundation:** The Oro Valley Rotary Foundation (“OVRF”)
- 2. Board:** The Rotary Foundation’s Board of Directors
- 3. Director:** A Director of the Foundation’s Board of Directors
- 4. RI:** Rotary International
- 5. Quorum:** The minimum number of participants who must be present to conduct official business, including voting
- 6. Rotary Year:** The 12 month period that begins on the 1st day of July
- 7. Rotary Club:** The Rotary Club of Oro Valley (“RCOV”)

ARTICLE 1 OFFICES

Section 1.01. Organization: The Oro Valley Rotary Foundation (“OVRF”) is a nonprofit corporation organized under the laws of the state of Arizona FEIN 80-0191483.

Section 1.02. Offices: The OVRF shall maintain its principal office in such a place within the State of Arizona as determined by the Board of Directors or as the business of the OVRF may require from time to time where all business of the OVRF may be transacted.

Section 1.03. Known Place of Business: The known place of business of the OVRF, as required by Arizona Revised Statutes (“ARS”) 10-3501 to be maintained in the State of Arizona may, but need not be identical with the office of statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with ARS 10-3502.

ARTICLE II BOARD OF DIRECTORS

Section 2.01. General Powers: The property, business and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

Section 2.02. Directors:

- The OVRF Board of Directors shall initially have a minimum of three (3) and not more than five (5) Directors, each of whom shall be entitled to one (1) vote.
- Each Director of the OVRF Board will serve for no more than three (3) consecutive years. Appointment of said Directors will be staggered to provide for continuity.
- OVRF Directors will be appointed by the RCOV Board of Directors from the membership of the Rotary Club of Oro Valley and from recognized non-Rotarians who are qualified by the standards held to and abided by all Rotarians.
- OVRF Directors appointed by the RCOV Board shall not be members of the current RCOV Board of Directors.
- The OVRF Board shall appoint its Chair, Secretary and Treasurer from its current Directors.
- The Rotary Club of Oro Valley Treasurer, Secretary, Community Service Chair and International Service Chair shall each be entitled to serve as non-voting *ex-officio* members of the OVRF Board.

Section 2.03. Annual Meeting: The regular annual meeting of the OVRF shall be held at such a time and place or electronically during each Rotary Year as the Board of Directors may determine, for the purposes of receiving a report of activities and financial conditions of the corporation, drafting a budget for the fiscal year, and for the transactions of such other business as shall come before the meeting.

Section 2.04. Special Meetings: Special Meetings of the Directors shall be held whenever called by the Board Chair or a majority of the Directors. Special meetings of the Directors may be held at any place designated by the Board, or electronically with the same requirements as one held in-person. At least 50% of the Directors must sign, date, and deliver to the Board Chair or the Secretary one or more written demands for a meeting describing the purpose for which it is to be held. The Board of Directors shall cause a special meeting to be called and held on notice no later than forty five days after the receipt of the demand. If a special meeting is demanded by the Directors pursuant to this section 2.04, the meeting must be held in the country where the corporation's known place of business is located. The business transacted at the Special Meeting of the Directors shall be limited to the purposes stated within the notice of meeting.

Section 2.05. Regular Meetings Notice: A regular meeting of the Directors shall be held quarterly and a notice emailed to each Director at least 2 days and not more than 10 days before the day on which the meeting is to be held.

Section 2.06. Quorum: Except as otherwise provided by statute or by these Bylaws, a majority of the total number of Directors on the day of the meeting represented in person or by proxy shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a

majority of the Directors present in person or by proxy at any duly held meeting at which a quorum is present shall be the act of a majority of the Directors. In the absence of a quorum, a majority of the Directors present in person or by proxy may adjourn a meeting from time to time until a quorum is present in person or by proxy, except as required by law, notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when duly called or held meeting is convened, the Directors present in person or by proxy may continue to transact business until adjournment, even though the withdrawal of directors originally present in person or by proxy leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 2.07. Proxy Voting: With respect to any meeting of the Directors, a Director entitled to vote may appoint a proxy to vote or otherwise act for the Director by signing an appointment form either personally by a Voting Representative or by an attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form: provided, however, that a proxy is not valid for more than three years from its date of execution. An appointment of a proxy is revocable by the Director appointing the proxy by (a) attending a meeting and voting in person or (b) signing and delivering to the Secretary or officer or other agent authorized to tabulate votes either in writing stating that the appointment of the proxy is revoked or a later appointment form.

Section 2.08. Action Without A Meeting: An action that may be taken at a regular or special meeting of the Directors may be taken without a meeting if the corporation mails or delivers a written ballot to every Director entitled to vote on the matter.

Section 2.09. Action by Written Ballot: A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter; and (c) specify the time by which a ballot must be received by the corporation in order to be counted. A written ballot may not be revoked.

Section 2.10. Meetings Conducted Through Remote Communications: The Board of Directors may specify that a meeting of the Directors will be conducted solely through one or more means of remote communications, provided that notice is given, as specified in Section 2.05 and that the quorum requirements specified in Section 2.06 are met. In addition, a Director may attend a meeting of the Directors through one of more means of Remote Communications and his or her

participation through Remote Communications constitutes personal presence at the meeting. Remote Communications includes any communications that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. The corporation shall take reasonable measures to verify that each person deemed present and entitled to vote at meetings by means of Remote Communications is in fact a Director. Each Director participating by means of Remote Communications shall have a reasonable opportunity to participate in the meeting by (a) having the opportunity to read or hear the proceedings of the meeting substantially concurrent with those proceedings; (b) and vote on matters submitted to the Directors.

Section 2.11. No Transfer of Directorship Rights: No director may sell, pledge, encumber or otherwise transfer Directorship in the corporation or a right arising from such directorship in the corporation or a right arising from such directorship unless otherwise approved by the Board of Directors.

Section 2.12. Resignation: A director may resign at any time by delivery to the Secretary of such director's written resignation. The resignation of a Director does not relieve such Director from any obligations such Director may have for dues, assessments, or fees or charges for goods or services.

Section 2.13. Termination of Directorship: The Board of Directors may, upon the affirmative vote of three-fourths of the Directors expel, terminate or suspend any Director who in the determination of the Board of Directors has engaged or is engaging in conduct that is not in the best interest of the corporation, provided however, that the Board of Directors (a) shall deliver to such Director written notice of such proposed expulsion, suspension or termination not less than thirty (30) days prior to the effective date of such proposed expulsion, suspension, or termination, which notice shall set forth the reasons for such expulsion, suspension or termination, and (b) shall provide an opportunity for such director to be heard, orally or in writing, not less than ten (10) days before the effective date of such expulsion, suspension or termination by the Board of Directors or a committee of the Board of Directors that is authorized to decide that such proposed expulsion, suspension or termination not take place. The expulsion, suspension or termination of a Director shall not relieve the Director from obligations the Director may have to the corporation for dues, assessments, or fees or charges for goods or services.

ARTICLE III COMMITTEES

Section 3.01. Committees: A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees, including, without limitation, an Executive

committee, having the authority of the Board of Directors in the management of the business of the corporation but only to the extent provided in the resolution of that the Board of Directors may adopt from time to time with respect thereto.

ARTICLE IV BOOKS OF RECORDS

The corporation shall keep at its registered office correct and complete copies of:

- (a) Its articles of Incorporation and Bylaws;
- (b) Accounting records; and
- (c) Minutes of meetings of the directors and committees having any authority of the Board of Directors.

ARTICLE V INDEMNIFICATION

The corporation shall indemnify persons to the extent required or permitted by the Arizona Nonprofit Corporation Act and shall have the power otherwise to indemnify persons for such expenses and liabilities in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE VI AMMENDMENTS

Amendments to the Articles of Incorporation and these Bylaws must be approved by the affirmative vote of two-thirds (2/3) of the Board of Directors currently holding office.

These Bylaws have been approved and adopted by the Board of Directors of this corporation dated _____, 2025.

OVRF Secretary