

**BYLAWS**  
**OF**  
**ORO VALLEY ROTARY FOUNDATION**  
**(an Arizona Nonprofit Corporation)**

**ARTICLE I**  
**OFFICES, CORPORATE SEAL, OFFICIAL LANGUAGE**

Section 1.01. Organization. The Oro Valley Rotary Foundation (“the OVRF”) is a nonprofit corporation organized under the laws of the State of Arizona and is an organization exempt from federal income tax under section 501(c)(3) of Title 26 of the United States Code with Federal Employer Identification Number 80-0191483.

Section 1.02. Offices. The OVRF shall maintain its principal office in such 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 its 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.

Section 1.04. Official Language. The official language in which the business and affairs of this OVRF and all meetings of the Members and the Board of Directors of this OVRF shall be conducted is the English language.

**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. Members. The OVRF Board of Directors shall initially have seven (7) Members, each of whom shall be entitled to one vote on all matters submitted to the Members. The Members shall be composed of the following

duly elected or appointed executives and officers of the Rotary Club of Oro Valley ("RCOV"): its current Rotary Foundation Chair, current Community Service Chair, current International Service Chair, and four (4) other individuals nominated by the Board Chair and approved by the current RCOV Community Chair and current RCOV International Chair, and whom may be, but are not required to be, members of the RCOV but who are not currently serving as President, President-Elect or Treasurer of that organization. The current RCOV Rotary Foundation Chair shall serve as the Board Chair for the Board of Directors and shall appoint a Member to serve as Secretary. The Board of Directors will elect by simple majority vote a Treasurer. The number of directors shall be increased or decreased by the affirmative vote of two-thirds (2/3) of the directors currently holding office provided that the number of directors shall not be less than three (3). Members shall serve on the Board of Directors for terms equal to their terms of office in the RCOV, or two (2) years if not officers of the RCOV.

Section 2.03. Annual Meeting. The regular annual meeting of the OVRF shall be held at such time and place in June of each year as the Board of Directors may determine, for the purpose of receiving a report on the activities and financial condition of the corporation, drafting a budget for the next Fiscal Year, and for the transaction of such other business as shall come before the meeting.

Section 2.04. Special Meetings. Special meetings ("Special Meetings") of the Members shall be held whenever called by the Board Chair, or a majority of the Members. Special Meetings of members may be held in or out of Arizona at the place fixed by the Board of Directors. If at least fifty percent (50%) of the Members sign, date and deliver to the Board Chair or the Treasurer 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 (45) days after the receipt of the demand. If a Special Meeting is demanded by the Members pursuant to this Section 2.04, the meeting must be held in the county where the corporation's known place of business is located. The business transacted at a Special Meeting of the Members shall be limited to the purposes stated within the notice of the meeting.

Section 2.05. Notice. Notice of a meeting of the Members shall be mailed to each Member, addressed to the Member at its usual place of business or personally delivered to the Member, at least seven (7) days, but not more than thirty (30) days, before the day on which the meeting is to be held. For purposes of mailings with respect to annual meetings and special meetings, electronic communication, inclusive of individualized e-mail or fax is permissible. The notice shall state the time and place of the meeting, and a statement of the purposes thereof. The business transacted at a meeting of the Members is limited to the purposes stated within the notice of the meeting. A Member may place an item of

business to be transacted at a regular meeting on the notice of such meeting by delivering to the Secretary a written description of such business at least thirty (30) days before such meeting is to be held. If proxies are permitted at the meeting, the notice shall so inform members and state the procedure for appointing proxies. A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened or has not been called or convened in compliance with these Bylaws, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 2.06. Quorum. Except as otherwise provided by statute or by these Bylaws, forty percent (40%) of the total number of Members 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 Members present in person or by proxy at any duly held meeting at which a quorum is present shall be the act of the Members. In the absence of a quorum, a majority of the Members 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 a duly called or held meeting is convened, the Members present in person or by proxy may continue to transact business until adjournment, even though the withdrawal of Members 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 Members, a Member entitled to vote may appoint a proxy to vote or otherwise act for the Member 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 Member appointing the proxy by (i) attending a meeting and voting in person or (ii) signing and delivering to the Secretary or officer or other agent authorized to tabulate votes either a writing stating that the appointment of the proxy is revoked or a later appointment form.

Section 2.08. Action Without Meeting. Any action that may be taken at a meeting of the Members may be taken without a meeting when authorized in a written document signed by all of the Members.

Section 2.09. Action by Written Ballot. An action that may be taken at a regular or Special Meeting of Members may be taken without a meeting if the corporation mails or delivers a written ballot to every Member entitled to vote on the matter. A written ballot must set forth each proposed action and provide for 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 authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter 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 Communication. The Board of Directors may specify that a meeting of the Members will be conducted solely through one or more means of Remote Communication, 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 Member may attend a meeting of the Members through one or more means of Remote Communication and his or her participation through Remote Communication constitutes personal presence at the meeting. Remote Communication includes any communication 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 the meeting by means of Remote Communication is in fact a Member. Each Member participating by means of Remote Communication shall have a reasonable opportunity to participate in the meeting by having the opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; (ii) and vote on matters submitted to the Members.

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

Section 2.12. Resignation. A Member may resign at any time by delivery to the Secretary of such Member's written resignation. The resignation of a Member does not relieve such Member from any obligations such Member may have to the corporation for

dues, assessments, or fees or charges for goods or services.

Section 2.13. Termination of Membership. The Board of Directors may, upon the affirmative vote of three-fourths of the members of the Board of Directors expel, terminate or suspend any Member 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 (i) shall deliver to such Member 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 (ii) shall provide an opportunity for such Member 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 Member shall not relieve the member from obligations the member may have to the corporation for dues, assessments, or fees or charges for goods or services.

Section 2.14. Cancellation of Membership for Nonpayment of Dues, Assessments or Fees or Charges. If any Member shall have failed to pay to the corporation the full amount of dues, assessments, or fees or charges for goods or services authorized by the Board of Directors within thirty (30) days after any such amount shall have become payable, the corporation shall deliver to such Member written notice thereof. If such Member shall not have cured such failure within thirty (30) days after the date of such written notice, the membership of such Member shall be cancelled immediately, and notice of such cancellation shall be delivered to such Member. Upon payment of all amounts that are due and payable to the corporation, such Member may be reinstated as a Member upon approval of the Board of Directors. The cancellation of membership of a Member shall not relieve the member from obligations the member 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 or resolutions that the Board of Directors may adopt from time to time with respect thereto. The Board of Directors shall establish an Audit Committee to review, and report to the Board of Directors and the RCPV regarding, the financial situation of the corporation. The Audit Committee shall be composed of

one or more directors [and one or more representatives of a certified public accounting firm of national repute selected by the Board of Directors]. Such committees shall be subject at all times to the direction and control of the Board of Directors. Members of such committees must be natural persons. A committee established pursuant to this Section 5.01 shall consist of one or more persons, who need not be directors, appointed by the Board of Directors.

Section 3.02. Technical Committees. The Board of Directors, or the Executive Committee if one is established pursuant to Section 5.01 and authorized to do so by resolution of the Board of Directors, may establish one or more technical committees by a resolution approved by the affirmative vote of a majority of the Board of Directors or the Executive Committee. Such technical committees shall act in an advisory capacity only, shall have no authority to act on behalf of or bind the corporation in any way and shall be subject at all times to the direction and control of the Board of Directors. Members of committees established pursuant to this Section 3.02 must be natural persons. A committee established pursuant to this Section 3.02 shall consist of one or more persons, who need not be directors, appointed by the Board of Directors or the Executive Committee, as the case may be.

Section 3.03. Procedures. Sections 2.05 through 2.14 apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

#### **ARTICLE IV BOOKS OF RECORD**

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 Members of the Board of Directors and committees having any of the 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  
AMENDMENTS**

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.

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These Bylaws have been approved and adopted by the Board of Directors of this corporation dated \_\_\_\_\_, 2024.

OVRF Secretary