

GROVE ROTARY FOUNDATION, INC. BY-LAWS

**** Trustee Approved Revisions 10/19/2022 ****

ARTICLE I

Section 1: The name of the organization shall be the **Grove Rotary Foundation, Inc.**

Section 2: The Grove Rotary Foundation, Inc. is formed to promote educational, charitable and scientific activities as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). This consists of any lawful act or activity for which non-profit corporations may be organized under the general corporation laws of the State of Oklahoma.

Section 3: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE II – MEMBERSHIP

Section 1: The members of the **Grove Rotary Foundation, Inc.** will consist of the current active membership of The Grove Rotary Club. A quorum will consist of 40% or more of the active membership.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: Annual Meeting. The date of the regular Annual Meeting shall be in the month of July and shall be set by the Foundation Board of Trustees who shall also set the day, time and place.

Section 2: Special Meetings. Special meetings may be called by the Chairman or a written request by 1/3rd of the members.

ARTICLE IV - BOARD OF TRUSTEES

Section 1: The “Directors” noted in previous versions of the By-Laws will henceforth be known as “Trustees.” The Board of Trustees is responsible for overall policy, day-to-day operations and direction of the **Foundation**.

Section 2: The Foundation Board of Trustees will be comprised of nine members who are not Officers or Directors of the Grove Rotary Club (Club). The Grove Rotary Club President and the President elect will be ex-officio members of the Foundation Board. Nominations to fill Trustees vacancies (caused by either completion of elected terms or having vacated the position) will be recommended each year by the Grove Rotary Club Nominating Committee. These individual recommendations along with any nominations from the Foundation Membership will be voted upon at a meeting of the Foundation at least one week after the initial recommendations have been made to the Membership. The Trustees of the Foundation Board will serve three year staggered terms. To implement this alignment, the new Foundation Board of July 1, 2011 will be comprised of three Trustees serving a three year term, three Trustees serving a two year term and three Trustees serving a one year term.

Section 3: Meetings. The Board of Trustees shall meet at least quarterly, at an agreed upon time and place.

Section 4: Board Officers: The chief officer of the Foundation will be designated the Chairman of the Board and will be elected by the Board annually. A Vice Chairman will also be elected annually. The Chairman of the Board shall convene regularly scheduled Board of Trustees meetings, and in the Chair's absence the duties will be performed by the Vice Chairman of the Board. A Secretary appointed by the Board shall be responsible for keeping records of Board of Trustees actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board of Trustees member, and assuring that corporate records are maintained. A Treasurer appointed by the Board shall make a report at each Board of Trustees meeting and make financial information available to Board of Trustees members. The Treasurer is responsible for developing and reviewing fiscal procedures, preparing an annual budget with the assistance of other Board of Trustees members, and is also responsible for assuring that the Foundation timely files all federal and state tax returns.

Section 5: The Board is responsible for setting and approving the overall investment policy for the Foundation's assets. The policy includes, but is not limited to:

- The investment objectives
- The asset allocation strategy
- The expenditure rules
- Approving any changes to the policy

The Board is responsible for investment policy creation, modifications and obtaining approval of the Foundation members, where required.

Section 6: Committees: Committees will be appointed at the discretion of the Chairman or a majority of the Board of Trustees members. Committees will include but not be limited to:

- Investment Committee
- Accounting & Compliance Committee
- Charitable Giving Committee
- Education/Scholarship Committee

a. Grove Rotary Foundation Investment Committee: The Trustees are to create and appoint the Grove Rotary Foundation Investment Committee (the "IC") to, at a minimum:

- Manage the Investment Policy (the "Policy")
- Manage the assets of the foundation (the "Fund")
- Report on the performance of the Fund

The Chair of the IC will be appointed by the Foundation Trustees. The Chair will be an ex-officio board member of the Board (non-voting member, not a Trustee). The Chair and the IC members will take direction from the Trustees and implement the Policy. The IC can be disbanded as recommended by the Trustees and a majority vote by the Foundation Members.

b. Grove Rotary Foundation Accounting & Compliance Committee: The Trustees are to create and appoint the Grove Rotary Foundation Accounting & Compliance Committee (the "ACC") to, at a minimum:

- Ensure the safeguarding of the organization's assets through regular review of the financial processes and financial records.
- Ensure Federal, State and other required reporting requirements are completed as required.
- Manages the Foundation's relationship with auditors and accounting firms.

The Chair of the ACC will be appointed by the Foundation Trustees from the membership of the Foundation. The Chair may be a Trustee or an ex officio board member (non-voting member, not a Trustee).

c. Grove Rotary Foundation Charitable Giving Committee: The Trustees are to create and appoint the Grove Rotary Foundation Charitable Giving Committee (the "CGC") to, at a minimum:

- Collect, review and recommend the annual Charitable Application for grants to be awarded by the Foundation
- Manage the Charitable Giving Grants process as directed by the Foundation Policy
- Report on the performance of the Charitable Grants process

The Chair of the CGC will be appointed by the Foundation Trustees from the elected membership of the Charitable Giving Committee.

d. Grove Rotary Foundation Education/Scholarship Committee: The Trustees are to create and appoint the Grove Rotary Foundation Education/Scholarship Committee (the "ESC") to, at a minimum:

- Collect, review and recommend the annual Scholarship Grants to be awarded by the Foundation
- Manage the Scholarship Grants process as directed by the Foundation Policy
- Report on the performance of the Scholarships Grants process

The Chair of the ESC will be appointed by the Foundation Trustees from the elected membership of the Education/Scholarship Committee.

Section 7: Finance:

- a. Authorized Expenditures: All Foundation expenditures must be approved by the Foundation Board of Trustees. The Board can approve expenditures either by their inclusion in the Board-approved Annual Foundation Budget or separately approved as a non-budgeted item. The Foundation's Annual Budget must be approved by the Foundation members. Any single expenditure in excess of \$2,500 which has not been approved in the Foundation Annual Budget, must also be approved by the members of the Foundation. Any change in the Annual Budget must be approved by the Board of Trustees and communicated to the members of the Foundation.
- b. The Foundation's fiscal year shall be from July 1 to June 30th. Quarterly financial reports are to be submitted to the Foundation Board of Trustees. The financial records of the Grove Rotary Foundation Inc shall be available to the Foundation membership.
- c. The assets of the corporation are to be invested and managed per the Investment Policy which contains provisions for, at a minimum, a scholarship fund and a general fund. All funds collected and received for the scholarship fund shall be kept in an account or accounts separate from the general funds of the foundation. A policy for investment of all funds will be formulated by the Board, and will be approved by the Foundation membership. Unless otherwise directed by a majority vote of the members attending a regular meeting with a quorum present, the Scholarship Fund shall in no event be used or borrowed from for any purpose whatsoever except for the Scholarship program.

Section 8: Quorum. A quorum (five or greater) must be attended by the presence of a majority of the Board of Trustees members before business can be transacted or motions made or passed.

Section 9: Notice. All regular quarterly meetings of the Board of Trustees of the **Grove Rotary Foundation, Inc.** require that each member of the Board of Trustees be notified at least 24 hours in advance. All special or called meeting requires one week notification.

Section 10: Vacancies. If a vacancy of one of the Trustee positions of the **Grove Rotary Foundation, Inc.** exists, nominations for a new member may be received from present Board of Trustee members, and voted on at the next regular scheduled Board of Trustees Meeting. Vacancies will be filled only until the end of the particular Board of Trustees member's term. Short term vacancies, for medical reason, may be filled in the same manner and the new member remain in effect until the Trustee returns or their term expires.

Section 11: Resignation, Termination and Absences. Resignation from the Board of Trustees must be in writing and received by the Secretary. Termination of membership on the Board of Trustees will occur by a 2/3rd vote of the Board of Trustees for actions of:

1. Not being in compliance within the By- Laws of the **Grove Rotary Foundation, Inc.**
2. Lack of attendance
3. Cessation of membership in Grove Rotary
4. Violation of the Conflict of Interest Policy

Section 12: All votes of the Trustees and of the Membership will be in-person, voice votes unless otherwise requested by a member and approved in advance by the Trustees.

ARTICLE V – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the **Grove Rotary Foundation Inc.** Board of Trustees. This must be followed by a majority vote of the Grove Rotary Foundation Membership within 8 weeks for the amendment(s) to become a part of the By-Laws. Proposed amendments must be submitted to the Secretary to be distributed with regular Board announcements.

ARTICLE VI - DISTRIBUTION OF ASSETS

Section 1: No part of the net earnings of the corporation shall enure to the benefit of its members, Trustees, officers, or any private individual, (except for that reasonable compensation which may be paid for services rendered to or for this Corporation affecting one or more of its purposes). No member, Trustee, or officer shall be entitled to share in the distribution of any of the Corporate assets on dissolution. Upon dissolution, any Corporate assets shall be distributed to another corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and a corporation whereby contributions to it are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and any subsequent amendments thereto.

Section 2: All distribution of assets requires a majority vote of the Board of Trustees.

ARTICLE VII – LIMITATIONS and DISSOLUTION

Section 1: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

ARTICLE VIII – LIMITATION OF LIABILITY

Section 1: The Foundation shall indemnify all of its present and former trustees and officers to the full extent permitted by Title 18 of the Oklahoma Statutes, or any successor legislation adopted by the State of Oklahoma of the United States of America, the relevant indemnification provisions of which act are hereby incorporated herein by reference. In addition, the Foundation may, upon approval of the trustees, indemnify any committee member or agent of the Foundation to the full extent permitted under the said statutes. The Foundation shall also cause to be purchased insurance for such indemnification of its officers and trustees to the full extent determined from time to time by the trustees of the Foundation.

ARTICLE IX – ORDER OF BUSINESS

Section 1: The manner of conducting business shall follow the Roberts Rules of Order.

ARTICLE X – NO TAXATION

Section 1: The Corporation shall, in all things, act or refrain from acting so as to not subject itself to taxes imposed by Sections 4941 (self-dealing), 4942 (failure to distribute income), 4944 (investments jeopardizing charitable purposes) or 4945 (taxable expenditures) of the Internal Revenue Code or corresponding provisions of federal internal revenue laws.

CERTIFICATION

The foregoing Bylaws were duly approved and adopted by the Board of Trustees of the **Grove Rotary Foundation, Inc.** at the meeting held on the ___ day of _____, 2022 by a majority vote of the Grove Rotary Foundation Membership. These adopted Bylaws become effective _____, _____, 2022 and amend previous Foundation By-laws with the past effective date of April 1,2011.

I hereby certify that the attached is a true and correct copy of the By-Laws.

Chair of the Board of Trustees

Date

Vice Chair of the Trustees

Date

Secretary of the Board of Trustees

Date