

NORTHVILLE ROTARY FOUNDATION

BYLAWS OF  
NORTHVILLE ROTARY FOUNDATION

A corporation, not for profit, organized and existing under the laws of the State of Michigan.

ARTICLE I

SECTION 1: ANNUAL MEETING OF THE MEMBERS

The Annual Meeting of the members of the corporation for the purpose of electing members of the Board of Trustees and for the transaction of such other business as may be brought before the corporation, shall be held in the City of Northville, County of Wayne, State of Michigan, during the Club Assembly meeting of the Rotary Club of Northville held in December of each year.

SECTION 2: ANNUAL MEETING OF THE BOARD OF TRUSTEES

The annual meeting of the Board of Trustees for the purpose of electing the regular officers of the corporation shall be held immediately following the adjournment of the Annual Meeting of the corporation.

SECTION 3: SPECIAL MEETINGS OF THE BOARD OF TRUSTEES; NOTICE

The Board of Trustees shall meet upon three days notice, at the call of the President or of any three members of the Board of Trustees.

SECTION 4: QUORUM OF BOARD OF TRUSTEES

At meeting of the Board of Trustees a majority of the members thereof shall constitute a quorum. Members of the Board shall not vote by proxy.

SECTION 5: SPECIAL MEETING OF THE MEMBERS; NOTICE

Special meetings of the members of the corporation may be held on at least ten days notice upon the call of the President. The President shall call such meetings on the written request of  $\frac{1}{2}$  of the voting members of the corporation and, in the event of the neglect of the President to comply with such request, such meeting may be called  $\frac{1}{2}$  of the voting members. Notice shall be given by mail at the last known address of the member.

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### SECTION 6: QUORUM OF MEETING OF MEMBERS

A quorum for meeting of the members shall consist of a majority, represented in person of the number of votes which may be cast by the entire voting membership.

## ARTICLE II

### DIRECTORS AND OFFICERS

#### SECTION 1: BOARD OF TRUSTEES: QUALIFICATIONS: NUMBER: TERM

The Board of Trustees shall consist of seven (7) members who shall be members of the corporation. The Trustees shall serve for a term of three (3) years or until their successors are elected and qualified. On the first Board of Trustees, two (2) of the Trustees shall serve for a one (1) year term, two (2) shall serve for a two (2) year term, and three (3) shall serve for a three (3) year term. Trustees shall be elected at each Annual Meeting of the corporation, which shall be held at a club assembly of the Northville Rotary Club.

#### SECTION 2: BOARD OF TRUSTEES: VACANCIES

In case any vacancy occurs on the Board of Trustees, or in any office, the remaining members of the Board of Trustees shall fill such vacancy until the next Annual Meeting of the membership at which time the replacement shall be elected for the remainder of the term. r

#### SECTION 3: OFFICERS; ELECTION

The Board of Trustees shall elect a President, Vice-President, Secretary and Treasurer of the corporation and such other officers as they deem necessary and may prescribe their duties. Officers shall serve one-year terms commencing Jan. 1 following their election. Officers shall be elected by a majority vote of the Board members and Board Members-elect who shall be serving on the Board during the calendar year commencing Jan. 1

#### SECTION 4: PRESIDENT; DUTIES

The President, or in his absence the Vice-President, shall preside at all meetings and, subject to the Board of Trustees, have the general management of the affairs of the corporation. The President and Vice President of the corporation shall not be the same person.

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### SECTION 5: VICE PRESIDENT; DUTIES

The Vice President shall, in the absence of the President, preside at all meetings and, subject to the Board of Trustees, have the general management of the affairs of the corporation.

### SECTION 6: TREASURER; DUTIES

The Treasurer shall take charge of all funds, collect all dues, assessment and debts owing to the corporation and give receipt therefore; shall deposit or invest the funds of the corporation as directed by the Board of Trustees; shall pay all bills; shall keep accounts and report thereon to the Board of Trustees. The Treasurer of the Corporation may not be the Treasurer of the Rotary Club of Northville. The Treasurer of the Corporation may be bonded at the discretion of the Board of Trustees.

### SECTION 7: SECRETARY; DUTIES

The Secretary shall keep the records of the corporation; shall attend all meetings and act as clerk thereof and shall make and record in the corporate record the minutes of such meeting.

The Secretary shall keep the membership roll and such membership roll shall be kept available for the purpose of calling meetings as herein provided; and the Secretary shall perform such other duties as may be prescribed by the Board of Trustees.

## ARTICLE III MEMBERS AND VOTING

### SECTION 1: MEMBERS

Members in the corporation shall be confined to the members of the Northville Rotary Club. No person shall be disqualified for membership by reason of race, color, religion or national origin.

### SECTION 2: VOTING RIGHTS

Each active member of the Northville Rotary Club shall have one (1) vote in the corporation, which must be exercised in person.

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### ARTICLE IV AMENDMENTS

A two-thirds vote of the voting members present in person and voting may amend these By-Laws at any meeting of the members.

### ARTICLE V

#### FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of September and end on the 31st day of August of each year.

### ARTICLE VI AUDIT

The accounts and finances of the corporation shall be audited annually by such auditor as may be selected by the membership or lacking same by the Board of Trustees and the last of such audits shall be submitted to the membership at the next annual meeting thereafter.

### ARTICLE VII

#### GENERAL

SECTION 1. Notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply to the activities and operation of the corporation.

(a) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Sections 501 (c) (3) of the Internal Revenue Code, contributions to which are deductible for federal income tax purposes.

(b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislations; nor shall it in any manner or to any extent participate in, or intercede in (including the publishing or distributing of statements), any political

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campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Michigan, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Internal Revenue Code.

(c) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or be operated for purposes that are not exclusively charitable within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

(d) No compensation or payment shall ever be paid or made to any member, officer, Trustee, creator, or organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this corporation and neither the whole nor any part or portion of the assets or net earnings shall ever be used for, accrue to, or fall to the benefit of any member or private individual within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

(e) In the event of termination, dissolution or winding up of the corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501 (c) (3) of the Internal Revenue Code.

(f) The powers and purposes of this corporation shall all times be so construed and limited as to enable this corporation to qualify as a foundation organized and existing under Sections of the Michigan General Corporation Act. (15M.S.A. 21.164-21.175).