

By-laws of Bloomington Rotary Foundation

ARTICLE I

PURPOSE AND NAME

Section 1.1 PURPOSES

The purposes of the organization are exclusively charitable, educational, religious or scientific and will be accomplished in part by making annual scholarship awards to deserving students in McLean County.

Section 1.2 ORGANIZATION

The Bloomington Rotary Foundation was issued a certificate of incorporation on Feb 19, 2004 by the Illinois Secretary of State as having been duly incorporated into State of Illinois under the provisions of the Illinois General Not-For-Profit Corporation Act of 1986.

ARTICLE II

MEMBERS

Section 2.1 MEMBERS

The foundation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS

The affairs of the foundation shall be managed by its Board of Directors and officers.

Section 3.2 NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE

The initial directors shall be the four persons named in the Articles of Incorporation executed on Feb. 19, 2004.

The total number of directors to be on the Board may be fixed or changed from time to time by the directors then holding office, without further amendment to these by-laws, so long as the total number is not less than five (5) nor more than seven (7) and the total number of Directors is an uneven number, e.g., five (5), seven (7), etc.

A director must be a member of the Bloomington Rotary Club and must be a resident of Illinois. It is preferred that at least one (1) member of the Foundation Board also be a member of the Bloomington Rotary Club Board of Directors. Each director so elected shall continue in office for the term elected.

Section 3.3 ANNUAL MEETING AND ELECTION OF DIRECTORS

An annual meeting of the Board shall be held in the month of July at such date, time and place as the Board shall determine, within McLean County. If no other designation is made, the annual meeting shall be held immediately following the first Bloomington Rotary Club meeting in July. At this annual meeting, the Board shall appoint or elect new members as the Board deems appropriate.

Section 3.4 REGULAR MEETINGS

Regular meetings of the Board shall be held not less frequently than once during each fiscal quarter at such dates, times and places as the Board shall determine, within McLean County.

Section 3.5 SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the executive director or any two directors. The person or persons authorized to call special meetings of the Board may fix any place within McLean County as the place for holding any special meeting of the Board called by them.

Section 3.6 NOTICE

Notice of any annual meeting of the Board shall be given at least ten (10) days previous thereto, and notice of any regular or special meeting of the Board shall be given at least two (2) days previous thereto. All such notices shall be by *written* notice delivered personally or sent by mail, telegram or email to each director at his or her address as shown on the records of the foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive, either before or after the required notice time, his or her right to receive notice of any meeting. The attendance of a director at any meeting shall *constitute* a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any annual, regular or special meeting of the Board need be specified required by law or by some provision in these by-laws.

Section 3.7 QUORUM

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these by-laws.

Section 3.8 MANNER OF PARTICIPATION

Directors may participate in an act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3.9 FORMAL ACTION OF DIRECTORS

Any action required by law to be taken at a meeting of the Board, and any action which may be taken at any meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to that subject matter.

Section 3.10 PROXIES

No director may act by proxy on any matter.

Section 3.11 VACANCIES

Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.12 REMOVAL OF DIRECTORS

Any director may be removed, with or without cause, at a regular or special meeting of the Board called for that purpose upon the affirmative vote of a majority of the directors then in office, after written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting.

Section 3.13 COMPENSATION

Directors shall receive no compensation for services to the foundation as directors, officers or otherwise.

ARTICLE IV

OFFICERS

Section 4.1 NUMBER AND QUALIFICATIONS

The officers of the foundation shall consist of an Executive Director, a secretary, a treasurer, and such other officers as the Board may from time to time elect.

Section 4.2 ELECTION AND TERM OF OFFICE

The officers of the foundation shall be elected annually by the Board at the regular annual meeting of the Board and immediately following the election of directors. The Foundation Board shall elect one of their current or past members as Executive Director. If the election of officers is not held at that meeting, then the election shall be held as soon thereafter as may be convenient. Vacancies in any office may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and qualified. The term of office shall be three (3) years for Directors and one year for Officers, unless otherwise approved by the Board.

Section 4.3 REMOVAL

Any officer of the foundation may be removed by a vote of the majority of the directors then in office. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 4.4 EXECUTIVE DIRECTOR

The executive director is president of the foundation and shall be the principal executive officer of the foundation and shall, in general, supervise and conduct the activities and operation of the foundation. He or she shall have general supervision of the affairs of the foundation, and shall keep the Board fully informed and shall freely consult with them concerning the activities of the foundation. He or she shall perform such other duties as shall from time to time be assigned to the executive director by the Board.

Section 4.5 SECRETARY

The secretary shall act as secretary of all meetings of the Board, and shall keep the minutes of all such meetings in books proper for that purpose. He or she shall attend to the giving and serving of all notices of the foundation. He or she shall be custodian of the corporate records. He or she shall perform all other duties customarily incident to the office of the secretary, subject to control of the Board, and shall perform such additional duties as shall from time to time be assigned to the secretary by the Board.

Section 4.6 TREASURER

The treasurer shall have custody of all funds of the foundation which may come into his or her hands. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the foundation, and shall deposit all moneys and other valuable effects of the foundation in the name and to the credit of the foundation in such banks or depositories as the Board may designate. Whenever required by the Board, he or she shall render a statement of his or her accounts. He or she shall perform all duties customarily incident to the position of treasurer, subject to the control of the Board, and shall, when required, give security for the faithful performance of his or her duties as the Board may determine.

Section 4.7 ASSISTANT SECRETARIES AND ASSISTANT TREASURERS

The Board shall choose to add officers as assistants, the assistant secretaries and assistant treasurers shall perform such duties as shall be assigned to them by the secretary or treasurer, respectively, or by the executive director or Board, including any of the duties customarily performed by the secretary or treasurer of a foundation. These positions do not have voting privileges.

Section 4.8 BONDS

The Board may require any officer or agent of the foundation to file with the foundation a satisfactory bond conditional for faithful performance of duties.

ARTICLE V

COMMITTEES

Section 5.1 COMMITTEES OF DIRECTORS

The Board, by resolution adopted by majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the foundation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director of any responsibility imposed upon it or him or her by law.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1 CONTRACTS

The Board may authorize any officer or officers, agent or agents of the foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the foundation, and such authority may be general or confined to specific instances.

Section 6.2 CHECKS, DRAFTS, BORROWING, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness or borrowing, and any related mortgages issued in the name of the foundation shall be signed by such officer or officers, or agent or agents, of the foundation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the executive director of the foundation.

Section 6.3 DEPOSITS

All funds of the foundation shall be deposited from time to time to the credit of the foundation in such banks, trust companies or other depositories as the Board may select.

Section 6.4 GIFTS

The executive director or treasurer may accept on behalf of the foundation any unrestricted contribution, gift, bequest or devise for the general purposes or for any special purpose of the foundation. Any restricted contribution, gift, bequest or devise must be approved for acceptance by the Board.

ARTICLE VII

OFFICE AND BOOKS

Section 7.1 OFFICE

The office of the foundation shall be located at such place as the Board may from time to time determine.

Section 7.2 BOOKS

There shall be kept at the office of the foundation correct books of account of the activities and transactions of the foundation, including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these bylaws, and all minutes of the Board of Directors and any committees.

ARTICLE VIII

FISCAL YEAR

Section 8.1 FISCAL YEAR

The fiscal year of the foundation shall end June 30.

ARTICLE IX

INDEMNIFICATION

Section 9.1 INDEMNIFICATION

The foundation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was an associate, director, officer or other agent of the foundation, or of any other organization served by him or her in any capacity at the request of the foundation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE X

AMENDMENTS

Section 10.1 These by-laws may be amended by the affirmative vote of a majority of the Directors and Officers in office at any meeting of the Board.

ARTICLE XI

SCHOLARSHIPS

Section 11.1 DESCRIPTION

Scholarships may be awarded directly to the educational institution, allowing the institution to use their criteria for eligibility or the Board may determine to establish a Scholarship Committee to determine its own criteria for eligibility. Candidates may be selected from McLean County high schools or vocational schools in order that such students might pursue their post-secondary education. Scholarships must be used for expenses related to post-secondary education. The number of scholarships given each year shall be determined by the Foundation Board on or before February 1. Place of residency is not a pre-requisite for these awards; however, award recipients must be residents of McLean County.

Section 11.2 The Bloomington Rotary Foundation or its designee will award scholarships. Scholarships may be used for expenses related to post-secondary education.

Section 11.3 NOMINATION

If the Board establishes its own criteria for eligibility, the chief administrator or designee of the school will nominate no fewer than twice the number of awards, with a minimum of three.

Section 11.4 SELECTION

If so directed by the Board, a Scholarship Committee, as appointed by the Bloomington Rotary Foundation, will determine the process for selecting the award winners, which may include interviews. The selection of the award winners by this committee will be subject to the approval of the Bloomington Rotary Foundation Board of Directors. Selection for this award is totally independent of any other Rotary recognition.

Section 11.5 CRITERIA FOR NOMINATION AND SELECTION

The Scholarship Committee shall establish the criteria for nomination and selection. Among the selection criteria, service will be considered the most important criterion. Immediate family members of current Bloomington Rotary Club members are not eligible.

Section 11.6 PRESENTATION

The Executive Director or his/her designee shall present the award certificates at a time mutually agreeable with the designated representative of each institution. If desired, the Executive Director may invite the President of the Bloomington Rotary Club to co-present the award. At a regularly scheduled meeting of the Bloomington Rotary Club, award winners will receive checks for the awarded amount upon their presenting acceptable evidence that they are registered and enrolled at the post-secondary educational institution of their choice. Appropriate relatives may be invited to attend this special meeting as guests of Rotary.

By-laws of Bloomington Rotary Foundation

ARTICLE I

PURPOSE AND NAME

Section 1.1 PURPOSES

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Section 1.2 ORGANIZATION

The Bloomington Rotary Foundation was issued a certificate of incorporation on _____ by the Illinois Secretary of State as having been duly incorporated into State of Illinois under the provisions of the Illinois General Not-For-Profit Corporation Act of 1986.

ARTICLE II

MEMBERS

Section 2.1 MEMBERS

The foundation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS

The affairs of the foundation shall be managed by its Board of Directors and officers.

Section 3.2 NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE

The total number of directors to be on the Board may be fixed or changed from time to time by the directors then holding office, without further amendment to these by-laws, so long as the total number is not less than ~~four (4)~~ ⁵ nor more than six ~~(6)~~ and the total number of Officers and Directors are uneven numbers, e.g., seven (7), nine (9), etc.

A director must be a member of the Bloomington Rotary Club and must be a resident of Illinois. At least three (3) members of the Foundation Board must also be members of the Bloomington Rotary Club Board of Directors. Each director so elected shall continue in office until the next annual meeting of the Board and until a successor shall have been duly qualified and elected.

Section 3.3 ANNUAL MEETING AND ELECTION OF DIRECTORS

An annual meeting of the Board shall be held in the month of July at such date, time and place as the Board shall determine, within McLean County. If no other designation is made, the annual meeting shall be held immediately following the first Bloomington Rotary Club meeting in July. At this annual meeting, the Board shall appoint or elect new members as the Board deems appropriate.

Section 3.4 REGULAR MEETINGS

Regular meetings of the Board shall be held not less frequently than once during each fiscal quarter at such dates, times and places as the Board shall determine, within McLean County.

Section 3.5 SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of the executive director or any two directors. The person or persons authorized to call special meetings of the Board may fix any place within McLean County as the place for holding any special meeting of the Board called by them.

Section 3.6 NOTICE

Notice of any annual meeting of the Board shall be given at least ten (10) days previous thereto, and notice of any regular or special meeting of the Board shall be given at least two (2) days previous thereto. All such notices shall be by *written* notice delivered personally or sent by mail or telegram to each director at his or her address as shown on the records of the foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive, either before or after the required notice time, his or her right to receive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any annual, regular or special meeting of the Board need be specified required by law or by some provision in these by-laws.

Section 3.7 QUORUM

A majority of the directors and officers then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the directors and officers are present at said meeting, a majority of the directors and officers present may adjourn the meeting from time to time without further notice. The act of the majority of the directors and officers present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these by-laws.

Section 3.8 MANNER OF PARTICIPATION

Directors may participate in an act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3.9 FORMAL ACTION OF DIRECTORS

Any action required by law to be taken at a meeting of the Board, and any action which may be taken at any meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to that subject matter.

Section 3.10 PROXIES

No director may act by proxy on any matter.

Section 3.11 VACANCIES

Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.12 REMOVAL OF DIRECTORS

Any director may be removed, with or without cause, at a regular or special meeting of the Board called for that purpose upon the affirmative vote of a majority of the directors then in office, after written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting.

Section 3.13 COMPENSATION

Directors shall receive no compensation for services to the foundation as directors, officers or otherwise.

ARTICLE IV

OFFICERS

Section 4.1 NUMBER AND QUALIFICATIONS

The officers of the foundation shall consist of an Executive Director, a secretary, a treasurer, and such other officers as the Board may from time to time elect.

Section 4.2 ELECTION AND TERM OF OFFICE

The officers of the foundation shall be elected annually by the Board at the regular annual meeting of the Board and immediately following the election of directors. The immediate Past President of the Bloomington Rotary Club shall be the Executive Director, unless he or she is unable or unwilling to serve, in which case, the Foundation Board shall elect an Executive Director. If the election of officers is not held at that meeting, then the election shall be held as soon thereafter as may be convenient. Vacancies in any office may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and qualified. The term of office shall be three (3) years for Directors and Officers, except the Executive Director, who shall serve one year as Executive Director and two years as Director.

Section 4.3 REMOVAL

Any officer of the foundation may be removed by a vote of the majority of the directors then in office. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 4.4 EXECUTIVE DIRECTOR

The executive director is president of the foundation and shall be the principal executive officer of the foundation and shall, in general, supervise and conduct the activities and operation of the foundation. He or she shall have general supervision of the affairs of the foundation, and shall keep the Board fully informed and shall freely consult with them concerning the activities of the foundation. He or she shall perform such other duties as shall from time to time be assigned to the executive director by the Board.

Section 4.5 SECRETARY

The secretary shall act as secretary of all meetings of the Board, and shall keep the minutes of all such meetings in books proper for that purpose. He or she shall attend to the giving and serving of all notices of the foundation. He or she shall be custodian of the corporate records. He or she shall perform all other duties customarily incident to the office of the secretary, subject to control of the Board, and shall perform such additional duties as shall from time to time be assigned to the secretary by the Board.

Section 4.6 TREASURER

The treasurer shall have custody of all funds of the foundation which may come into his or her hands. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the foundation, and shall deposit all moneys and other valuable effects of the foundation in the name and to the credit of the foundation in such banks or depositories as the Board may designate. Whenever required by the Board, he or she shall render a statement of his or her accounts. He or she shall perform all duties customarily incident to the position of treasurer, subject to the control of the Board, and shall, when required, give security for the faithful performance of his or her duties as the Board may determine.

Section 4.8 ASSISTANT SECRETARIES AND ASSISTANT TREASURERS

If the Board shall choose to add officers as assistants, the assistant secretaries and assistant treasurers shall perform such duties as shall be assigned to them by the secretary or treasurer, respectively, or by the executive director or Board, including any of the duties customarily performed by the secretary or treasurer of a foundation. These positions do not have voting privileges.

Section 4.10 BONDS

The Board may require any officer or agent of the foundation to file with the foundation a satisfactory bond conditional for faithful performance of duties.

ARTICLE V

COMMITTEES

Section 5.1 COMMITTEES OF DIRECTORS

The Board, by resolution adopted by majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the foundation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director of any responsibility imposed upon it or him or her by law.

ARTICLE VI

CONTRACTS. CHECKS. DEPOSITS AND FUNDS

Section 6.1 CONTRACTS

The Board may authorize any officer or officers, agent or agents of the foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the foundation, and such authority may be general or confined to specific instances.

Section 6.2 CHECKS, DRAFTS, BORROWING, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness or borrowing, and any related mortgages issued in the name of the foundation shall be signed by such officer or officers, or agent or agents, of the foundation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the executive director of the foundation.

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All funds of the foundation shall be deposited from time to time to the credit of the foundation in such banks, trust companies or other depositories as the Board may select.

Section 6.4 GIFTS

The executive director or treasurer may accept on behalf of the foundation any unrestricted contribution, gift, bequest or devise for the general purposes or for any special purpose of the foundation. Any restricted contribution, gift, bequest or devise must be approved for acceptance by the Board.

ARTICLE VII

OFFICE AND BOOKS

Section 7.1 OFFICE

The office of the foundation shall be located at such place as the Board may from time to time determine.

Section 7.2 BOOKS

There shall be kept at the office of the foundation correct books of account of the activities and transactions of the foundation, including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these bylaws, and all minutes of the Board of Directors and any committees.

ARTICLE VIII

FISCAL YEAR

Section 8.1 FISCAL YEAR

The fiscal year of the foundation shall end December 31.

ARTICLE IX

INDEMNIFICATION

Section 9.1 INDEMNIFICATION

The foundation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was an associate, director, officer or other agent of the foundation, or of any other organization served by him or her in any capacity at the request of the foundation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE X

AMENDMENTS

Section 10.1 These by-laws may be amended by the affirmative vote of a majority of the Directors and Officers in office at any meeting of the Board.

ARTICLE XI

SCHOLARSHIPS

Section 11.1 DESCRIPTION

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Section 11.4 SELECTION

If so directed by the Board, a Scholarship Committee, as appointed by the Bloomington Rotary Foundation, will determine the process for selecting the award winners, which may include interviews. The selection of the award winners by this committee will be subject to the approval of the Bloomington Rotary Foundation Board of Directors. Selection for this award is totally independent of any other Rotary recognition.

Section 11.5 CRITERIA FOR NOMINATION AND SELECTION

The Scholarship Committee shall establish the criteria for nomination and selection. Among the selection criteria, service will be considered the most important criterion. Immediate family members of current Bloomington Rotary Club members are not eligible.

Section 11.6 PRESENTATION

The President of the Bloomington Rotary Club or his/her designee shall present the award certificates at a time mutually agreeable with the designated representative of each institution. At a regularly scheduled meeting of the Bloomington Rotary Club, award winners will receive checks for the awarded amount upon their presenting acceptable evidence that they are registered and enrolled at the post-secondary educational institution of their choice. Appropriate relatives may be invited to attend this special meeting as guests of Rotary.

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