

BY-LAWS
OF
ROTARY CLUB OF FLAGLER COUNTY FOUNDATION, INC.

ARTICLE I

Section 1. Identity. These are the By-laws of Rotary Club of Flagler County Foundation, Inc., called Corporation in these By-laws, a corporation not for profit under the laws of the State of Florida. The Articles of Incorporation were filed in the office of the Secretary of State on August 21, 1997. The corporation has been organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Office. The office of the Corporation shall be 145 City Place, Suite 301, Palm Coast, FL 32164

Section 3. Fiscal year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 4. Seal. The seal of the Corporation shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:

(impression of seal)

ARTICLE II
MEMBERSHIP, VOTING, PROXIES

Section 1. Membership. Each person who is member of the Rotary Club of Flagler County shall be a member of the corporation and such person shall remain a member so long as such person remains a member of the Rotary Club of Flagler County. When such person's membership in the Rotary Club of Flagler County ceases, such person shall no longer be a member in the Corporation.

Section 2. Transfer of membership. There shall be no transfer of membership.

Section 3. Voting by Members. Each member of the Trustees shall be entitled to one vote on each matter submitted to a vote at a meeting of the Foundation.

Section 4. Proxies. A Trustee may vote either in person or by proxy executed in writing by the Trustee or his duly authorized proxy. The Trustee shall name the person authorized to vote in their behalf, and shall state the date, time and place of the meeting for which the proxy is given. A proxy must be filed with the Foundation Secretary at or before the appointed time of the meeting.

ARCILE III. ADMINISTRATION

Section 1. Place of Meetings. Meetings of members shall be held at the principal place of business of the Corporation or at any other place designated by the Board of Trustees.

Section 2. Annual Meeting. The annual meeting of the members of the Corporation shall be held simultaneously with the annual meeting of the Rotary Club of Flagler County.

Section 3. Monthly or Special Meetings. Monthly or special meetings of the Trustees shall be held when directed by the President or the Board of Trustees, or when requested in writing by not less than 10% of all the members. The call for the meeting shall be issued by the Secretary

Section 4. Notice. Written notice stating the place, day and hour of the meeting, and in the case of the special meeting, the purpose or purposes for which the meeting is called, shall be provided to the members no less than 48 hours prior to the meeting.

Section 5. Indemnification of Trustees, Officers and Agents. Each person, his heirs, executors, administrators or estate, (1) who is or was a trustee or officer of the Corporation, (2) who is or was an agent or employee of the Corporation other than an officer and as to whom the corporation has agreed to grant Indemnity or (3) who is or was serving at the request of the Corporation as its representative in the position of a trustee, officer, agent or employee or another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant indemnity, shall be indemnified by the Corporation as a right to the fullest extent permitted or authorized by the current or future legislation or by current or future judicial or administrative decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against him or incurred by him in his capacity as trustee, officer, agent, employee or representative or arising out of his status as trustee, officer, agent employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against fine,

liability, cost or expense, whether or not the Corporation would have the legal power to directly indemnify him against the liability

ARTICLE IV. BOARD OF TRUSTEES

Section 1. Function. All corporate powers shall be exercised by or under the authority of the Board of Trustees. The business and affairs of the Corporation shall be managed under the direction of the board of Trustees.

Section 2. Compensation Trustees shall serve without compensation.

Section 3. Presumption of Assent. A trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against the action or abstains from voting in respect to it because of an asserted conflict of interest.

Section 4. Trustees. The Board of Trustees shall consist of the elected Officers of the Rotary Club of Flagler County identified as the President, President-elect, Vice President, Secretary, Treasurer and Immediate Past President who shall hold the same positions in the Corporation as its Officers. In addition, three Past Presidents of the Rotary Club of Flagler County shall be elected by the Foundation Members and shall serve as Foundation Directors for a staggered three year term.

Section 5. Election and Term. Each Officer elected as a member of the Board of Directors of the Rotary Club of Flagler County shall be a trustee of the Corporation. Each trustee shall hold office for a term and title for which he or she is elected as an Officer of the Rotary Club of Flagler County and until their successor shall have been elected and qualified, or until their earlier resignation, or removed from office or death. The three (3) Foundation Directors shall be elected by a majority vote of the Foundation Members and shall be Past Presidents of the Rotary Club of Flagler County.

a. The first election for Foundation Directors following the adoption of these amended by-laws shall result in the election of three Foundation Directors with one each assuming a one, two or three year term. Subsequent elections to fill the vacancy of a Foundation Director shall be for three year terms. This process is designed to ensure the terms of Foundation Director expire in staggered three year increments.

Section 6. Vacancies. Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees, even though less than a quorum of the Board of Trustees may exist. A trustee appointed to fill a vacancy shall hold office only until the next election and/or appointment of trustees by the members or Officers or until their earlier resignation, or removal from office or death.

Section 7. Removal of Trustees. At the annual or any special meeting of the Board of Trustees duly called for that purpose, any one or more of the trustees may be removed with or without cause by a majority vote of all other trustees, and a successor

may then and there be elected to fill the vacancy thus created as provided in these By-laws. Any trustee whose removal has been proposed shall be given an opportunity to be heard at the meeting. A meeting to remove a member or members of the Board of Trustees may be called by sixty (60%) percent of the other trustees giving notice of the meeting as required for a meeting of Board of Trustees and such notice shall state the purpose of the meeting.

Section 8. Quorum and Voting. A majority of the number of trustees fixed by these Bylaws attending in person or by proxy shall constitute a quorum for the transaction of business. The act of a majority of the trustees or their proxy present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 9. Executive and Other Committees. The Board of Trustees, by resolution adopted by a majority of the Board of Trustees, may designate among its members and executive committee or one or more other committees, shall have and may exercise all the authority of the Board of Trustees as authorized in the resolution and in accordance with applicable law.

Section 10. Place of Meeting. Regular and special meetings of the Board of Trustees shall be held within Flagler County at a location as shall be specified in the Notice of Meeting.

Section 11. Time, Notice, and Call of Meeting. Annual or other regular meetings of the Trustees of the corporation are to be held monthly. Written notice of the time and place of regular or special meetings of the Board of Trustees shall be given to the Members at least two (2) days before the meeting.

Meetings of the Board of Trustees may be called by the President of the Corporation or by any trustee.

Members of the Board of Trustees may participate in a meeting of the board by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by this means shall constitute presence in person at a meeting.

Section 12. Action without a Meeting. Any action required to be taken at a meeting of the Board of Trustees, or any action that may be taken at a meeting of the Board of Trustees or of one of its committees, may be taken without a meeting if unanimous consent in writing, setting forth the action to be taken and signed by all the trustees, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. The consent shall have the same effect as a unanimous vote.

Section 13. Responsibility of Board and Individual Trustees to Collect, Account For and Pay Over Taxes. Notwithstanding the generality of the powers herein or elsewhere conferred upon the Board of Trustees to manage the business of this

corporation, neither the Board as a board, nor an individual trustee shall have any authority to collect, account for or pay over any sums of money as taxes imposed upon the corporation by any governmental authority, whether municipal, county, state or federal.

ARTICLE V. DONOR ADVISED FUND

Section 1. The Board of Trustee's shall establish a Rotary Foundation Donor Advised Fund. The purpose of this account shall be to perpetually fund scholarship and other charitable activities in Flagler County. Earnings from the Fund shall be dispersed annually. The following earnings disbursements shall be the priority of the Corporation:

- a. Education - by supporting but not limited to the Rotary Dictionary Program, College Scholarships for students of Flagler County Public High Schools and Dolly Parton Imaginary Library of Flagler County;
- b. Hunger and Homelessness - by supporting but not limited to support of local food banks, Homeless to Homeward program and other hunger and homeless programs.
- c. Improving Flagler County Youth and the building of strong minds and body- by supporting but not limited to mentoring and athletic programs

Section 2. The Board of Trustee's shall establish the Foundation Donor Advised Fund with a minimum of \$15,000.00 from the foundation investment account.

Section 3. A minimum of ten percent (10 %) of all annual fund raising net proceeds of the Rotary Club of Flagler County shall be contributed to the Donor Advised Fund annually.

Section 4. The members of the Rotary Club of Flagler County are and shall be encouraged to contribute to the Donor Advised Fund.

ARTICLE VI. BOOKS AND RECORDS

Section 1. Books and Records. This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees and committees.

This Corporation shall keep at its registered office or principal place of business a record of its Trustee's and members, giving the names and address of all members.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Members' Inspection Rights. Any person who shall have been a member for at least six months immediately preceding their demand, upon written demand stating a purpose for the demand, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, its relevant books and records of accounts, minutes and records of Trustee's or members, and to make extracts from those records.

Section 3. Financial Information. Not later than four months after the close of each fiscal year, this Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, and a profit and loss statement showing the results of the operations of the Corporation during its fiscal year.

Upon the written request of any member, the Corporation shall provide to the member a copy of the most recent balance sheet and profit and loss statement.

The balance sheets and profit and loss statement shall be filed in the Registered Office of the Corporation in this state, shall be kept for at least five years and shall be subject to inspection during business hours by any member, in person or by agent.

ARTICLE VII.

If the Rotary Club of Flagler County is dissolved or disbanded, the trustees then in office shall have the power to administer all of the affairs of the Corporation as a self-perpetuating body and shall have the right to fill vacancies in the Board of Trustees and to elect a successor to any trustee whose office may become vacant because of resignation, death, disability or otherwise.

ARTICLE VIII. AMENDMENT

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by majority vote of the Members, at any meeting if notice of the proposed action was included in the notice of the meeting.