

ARTICLES OF INCORPORATION

OF

ROTARY CLUB OF THE HISTORIC TRIANGLE FOUNDATION, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter 1 of Title 13.1 of the Code of Virginia, as amended, and to that end set forth the following:

**1. Name:** The name of the Corporation is: ROTARY CLUB OF THE HISTORIC TRIANGLE FOUNDATION, INC.

**2. Charitable Purpose:**

I. The corporation is organized for the following purposes:

A. Exclusively for charitable purposes, including, but not limited to, the making of gifts and distributions for such purposes to organizations and/or individuals as may be approved by the Board of Directors.

B. To encourage, promote and extend the objectives of Rotary International.

C. To expend, contribute, disburse or otherwise handle and dispose of the funds and property of the corporation for such purposes, either directly to individuals or by contribution to other agencies, organizations or institutions organized for one or more of such purposes. Receipts for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to taxes for failure to distribute income.

D. Such organization is organized exclusively for charitable, educational and/or scientific 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 corresponding section of any future Federal tax code.

II. In furtherance of the purposes for which this corporation is formed, but not in limitation thereof, the Directors shall:

A. Accept any gift, bequest, devise, legacy, or other contribution for the purposes of this Corporation with or without any condition or limitation as to the application thereof, except no such condition or limitation shall be inconsistent with the purposes hereof. The Directors and officers may decline to accept any gift, bequest, devise, legacy or other contribution for any reason which they in their sole and absolute discretion deem sufficient or for no reason;

B. Acquire and retain every kind of property, real, personal and mixed, and every kind of security, and invest and reinvest any of the funds of the Corporation;

C. Give money to worthy students to assist them financially while they are enrolled in an educational institution;

D. Furnish assistance to the sick, handicapped, disabled, aged, helpless or any other person in need; and

E. Assist charitable and educational institutions, organizations and activities, whether supported wholly or in part by private donations or public funds.

3. **Membership:** The Corporation shall have members who shall be limited to, and shall consist of, all active members in good standing of the Rotary Club of The Historic Triangle in Williamsburg, Virginia.

4. **Registered Agent:** The post office address of the initial registered office of the corporation is 232 St. Cuthbert, Williamsburg, Virginia 23188. The name of the city in which the initial registered office is located is City of Williamsburg. The name of the initial registered agent is GALE E. TREIBER, who is a resident of Virginia, a Director of the corporation and whose address is the same as the address of the initial registered office of the corporation

5. **Directors:** The Directors shall be elected or appointed by the membership. The number of Directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
DENNIS I. WOOL	9919 Perch Tree Lane Toano, Virginia 23168
GALE E. TREIBER	232 St. Cuthbert Williamsburg, Virginia 23188
PHYLLIS HOSTETTER	6323 Glenwilton Lane Williamsburg, Virginia 23188
ROBERT W. SPENCER	9123 Three Bushel Drive Toano, Virginia 23168
LEONARD R. SCHARF	4643 Town Creek Drive Williamsburg, Virginia 23188

Each Director shall serve until his/her successor is elected or appointed

6. **Restrictions:**

I. No part of the income or principal of the Corporation shall be applied for any purpose which could constitute a "Prohibited Transaction" as defined in Section 503 (b) of the Internal Revenue Code (as now exists or hereafter amended), and no part of the activities of this Corporation shall be attempting to influence legislation and/or participating or intervening in any political campaign on behalf of any candidate for public office.

II. None of the funds or property of this Corporation may be used in any form or benefit for any member of the Rotary Club of The Historic Triangle, nor any officer, Director or Shareholder of any corporation or association or any person or his or her family donating funds or property to this Corporation

III. The Corporation shall make no investments which jeopardize its charitable purpose.

7. **Dissolution:** Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (as now exists or hereafter amended) or shall be distributed for some other public purpose via Rotary's Regional District Foundation.

8. **No Stock:** The Corporation shall issue no stock.

9. **Duration:** The duration of the Corporation is perpetual.

10. **Indemnification:** Each person now or hereafter a Director or officer of the Corporation (and their heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by them in connection with or resulting from any action, suit, proceeding or claim to which they are or may become a party by reason of their being or having been a Director or officer of the corporation (whether or not a Director or officer at the time such costs or expenses are incurred by or imposed upon them), except in relation to matters as to which they shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of their duties as such Director or officer. In the event of any other judgment against such Director or officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or their opinion such Director or officer was not guilty of gross negligence or willful misconduct in the performance of their duties, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which they may be entitled under any by-laws, agreement, vote of members, or otherwise.

Dated April 1, 2009 at Williamsburg, Virginia

DENNIS I. WOOL, President and for  
the Board of Directors

BY-LAWS  
OF  
ROTARY CLUB OF THE HISTORIC TRIANGLE FOUNDATION. INC.

**ARTICLE I – MEMBERSHIP**

**Section 1.** The membership shall be limited to, and shall consist of, all active and senior active members in good standing of the Rotary Club of The Historic Triangle in Williamsburg, Virginia.

**ARTICLE II – MEETINGS AND VOTING**

**Section 1. Annual Meeting:** The annual meeting of the members of the Corporation shall be held on the first Wednesday in June in each year or on such other date as the Board of Directors may designate. If that day is a legal holiday, the annual meeting shall be held on the next succeeding Wednesday not a legal holiday.

**Section 2. Other Meetings:** Regular meetings of the members shall be held at the times or places fixed by the Board of Directors. The time and place shall be stated in the notice or waiver of notice of each meeting. Additional meetings of the members shall be held whenever called by the President or the Secretary, by a majority of the Directors, or by a request of members holding at least one-tenth of the number of members entitled to vote at that time.

**Section 3. Quorum and Voting:** A majority of the general membership present in person or by proxy shall constitute a quorum at any meeting of the members. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required. Each member shall be entitled to one vote in person or by proxy. All proxies shall be in writing, designate the holder thereof and be signed by the member whose signature shall be witnessed.

**Section 4. Conduct of Meetings:** The President shall preside over all meetings of the members. If he or she is not present, the Vice President or any other officer shall preside. If none of such officers is present, a Chairman shall be elected by the meeting. The Secretary of the Corporation shall act as Secretary of all the meetings if he or she is present. If he or she is not present, the Chairman shall appoint a Secretary of the meeting. The Chairman of the meeting may appoint one or more inspectors of the election to determine the qualification of voters, the validity of proxies and the results of ballots.

### **ARTICLE III - BOARD OF DIRECTORS**

**Section 1. Number, Election and Terms:** The Board of Directors shall be elected at the annual meeting of the members or at any special meeting held in lieu thereof. The number of the Directors shall be five (5) initially. This number may be increased to no more than nine (9). Directors must be members. Directors shall hold office until removed or until the next annual meeting of the members or until their successors are elected.

**Section 2. Removal and Vacancies:** The members at any meeting, by a vote of a majority of all members, may remove any Director and fill the vacancy. Any vacancy arising among the Directors may be filled by the remaining Directors unless sooner filled by the members in meeting.

**Section 3. Meetings, Notices and Quorums:** Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the President or Secretary, or upon the call of a majority of the members of the Board. Notice of any meeting not held at a time fixed by a resolution of the Board shall be given to each Director at least 24 hours before the meeting at his or her residence or business address or by delivering such notice to him or her or by telephoning or electronic messaging

(e-mailing) it to him or her at least 24 hours before the meeting. Any such notice shall contain the time and place of the meeting but need not contain the purpose of any meeting. Meetings may be held without notice if all of the Directors are present, or those not present waive notice before or after the meeting. A majority of the Directors actually elected and serving at the time of a given meeting shall constitute a quorum. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required.

#### **ARTICLE IV- OFFICERS**

**Section 1. Election, Removal and Duties:** The Board of Directors, promptly after its election in each year, shall elect a President, Vice President, Secretary and a Treasurer. Any officer may hold more than one office except the same person shall not be President and Secretary. All officers shall serve for a term of one year or until their respective successors are elected, but any officer may be removed summarily with or without cause at any time by the vote of a majority of all of the Directors. Vacancies among the officers shall be filled by the Directors. The officers of the Corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

#### **ARTICLE V - AMENDMENTS**

**Section 1.** These By-Laws may be amended by a majority vote of the members, PROVIDED HOWEVER, that no such amendment or repeal of any provision of the By-laws shall be adopted by the members which would change the nature of the Corporation which is organized exclusively for charitable purposes or which would make the Corporation ineligible for qualification as a tax exempt organization under the provisions of Section 501(c) (3) of the Internal Revenue Code (as now exists or hereafter amended).



## **ARTICLE VI - MISCELLANEOUS**

**Section 1.** All contracts, agreements, checks, drafts, notes, bonds or other documents shall, unless otherwise required by law or permitted by these By-laws, be signed by such officer or officers as the Board of Directors may from time-to-time designate.

**Section 2.** Correct and complete books and records of accounts and transactions and minutes of the proceedings of the members and Board of Directors shall be kept by the Corporation. The President shall annually cause to be prepared a full and complete statement of the affairs of the Corporation to include a full and correct balance sheet and financial statement of the operations for the preceding fiscal year which reports shall be submitted at the Annual Meeting of the Corporation and provided to the membership.

**Section 3.** No Director or officer shall receive any compensation for their service as such, but any reasonable expenses incurred as a result of performing their duties shall be reimbursable.

**Section 4.** The conduct of all meetings shall be in accordance with the most recent version of Robert's Rules of Order.

## **ARTICLE VII - FISCAL YEAR**

**Section 1.** The fiscal year of the Corporation shall end on June 30 until and unless changed by the Board of Directors.

These By-Laws were duly and properly adopted this 1<sup>st</sup> day of April 2009.