

BYLAWS
OF
CAMBRIDGE ROTARY COMMUNITY SERVICE FOUNDATION. INC.

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ARTICLE I - Name and Purpose

1.1 Name. The name of the corporation (which is hereinafter referred to as the "Corporation") is **THE CAMBRIDGE ROTARY COMMUNITY SERVICES FOUNDATION, INC.** It shall be a nonprofit organization incorporated under the laws of the State of Maryland.

1.2 Purpose. **THE CAMBRIDGE ROTARY COMMUNITY SERVICES FOUNDATION, INC.,** shall be a Tax-exempt, Non-stock Corporation pursuant to §5-201 et seq. of the *Corporations and Associations Article of the Annotated Code of Maryland*, as amended.

The Corporation was formed for the purposes of **1)** engaging in charitable fund raising; **2)** funding and supporting charitable and educational organizations in Dorchester County, Maryland; **3)** making cash 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 code; and **4)** engaging in any other lawful purposes or businesses.

ARTICLE II - Membership

2.1 Voting Membership. Because the Corporation is non-stock, not closed Corporation, its voting members shall be the active members of the Cambridge Rotary Club. No annual dues are required from the Cambridge Rotary Club members; however, to be eligible to vote on Corporation business, the Rotarians voting must be active Cambridge Rotary Club members who are **in good standing**.

2.2 Membership Quorum. At all meetings where the membership of the Corporation is voting, a quorum shall consist of one-half (1/2) of the Members of the Cambridge Rotary Club that are in good standing. If an Amendment of these Bylaws is proposed, only a majority vote of **all** qualified Members can affect a Bylaws change.

2.3 Meetings. An annual meeting of the Corporation shall be held at such time and place as the Board of Directors shall designate by notice. In addition to the annual meeting, there shall be regular meetings of the Corporation's Members held not less frequently than semi-annually. All meetings may be conducted at the regularly scheduled Cambridge Rotary Club Meetings.

ARTICLE III - Offices

3.1 Registered Office and Registered Agent. The address of the registered office of the Corporation shall be P.O. Box 703, 722 Cambridge Plaza, Cambridge, Maryland 21613, or at such other place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The "Resident Agent" of the Corporation shall be a currently active member of the Corporation and a Maryland resident.

3.2 Other Offices. The Corporation may have other offices within Dorchester County, Maryland, at such place or places as the Board of Directors may from time to time determine.

ARTICLE IV - Board of Directors

4.1 Numbers and Powers. The management of all the affairs, property, and interests of the Corporation shall be vested in a Board of Directors consisting of not less than seven (7) persons.

At each annual meeting directors shall be elected for a term of three years to succeed the directors whose terms expire at such meeting. The Rotary Club Vice-President shall be elected as an at-large member. A former Rotary Club President shall be elected for a term of three years, to serve as Foundation Secretary the first year, to serve as Foundation Vice-President the second year, and to serve as Foundation President the third year. In addition to the powers and authorities expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things which are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

4.2 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

4.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, shall be filled by the affirmative vote of one-half (1/2) of the members of the Cambridge Rotary Club. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor, or until a successor is elected and qualified.

4.4 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places within Dorchester County, Maryland, as the Board of Directors may from time to time designate. In addition to the annual meeting, there shall be regular meetings of the Board of Directors and the Corporation's Members, held with proper notice, not less frequently than semi-annually.

4.5 Special Meetings. A special meeting of the Board of Directors may be called at any time by the Corporation's President, by written request of any two (2) directors, or by written request of twenty (20) members of the Cambridge Rotary Club. Such meetings shall be held at the registered office of the corporation, or at such other place or places as the President or the directors may from time to time designate.

4.6 Notice. Notice of all special meetings of the Board of Directors shall be given to each director at least three (3) days in advance: proper **Notice** can be made by e-mail, by letter, or by hand-delivery. Such notice need not specify the business to be transacted or the purpose of the meeting.

4.7 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all Board meetings to constitute a quorum for the transaction of business, except when an amendment of these Bylaws is being proposed.

4.8 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.9 Registering Dissent. A director who is present at a meeting of the Board of Directors, at which action on a corporate matter is taken, shall be presumed to have assented to such action unless the director shall file with the Secretary or President, a written dissent or abstention to such action; said filing may be made before the adjournment of the meeting, or if the meeting has adjourned, such dissent or abstention may be forwarded immediately after the adjournment by email or registered mail to the Secretary of the Corporation. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.10 Executive and Other Committees. The Board of Directors may appoint, from time to time from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

(a) Amending, altering, or repealing these Bylaws;

(b) Electing, appointing, or removing any director or officer of the corporation;

(c) Amending the Articles of Incorporation.

(d) Adopting a plan of merger or consolidation with another corporation.

(e) Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;

(f) Authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; or

(g) Amending, altering, or repealing any resolution of the Board of Directors, which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose, in the office of the corporation. The designation of any such

committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

4.11 Remuneration. No stated salary shall be paid directors, as such, for their service, provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

4.12 Loans. No loans shall be made by the corporation to any director or Member.

4.13 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of five (5) members of the Board of Directors.

ARTICLE V - Officers

5.1 Designations. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 The President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office, or are properly required of the President by the Board of Directors.

5.3 Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

5.4 Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings called by the requisite number of Directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports, and perform such other duties as are incident to the office.

5.5 The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation, or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements), and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

5.6 Executive Director. The Board may select an Executive Director from members of the Board of Directors, who shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board. The Executive Director, if selected, shall have full authority for direction of the employees of the corporation, if any. The Executive Director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine.

5.7 Delegation. If any officer of the corporation is absent, or unable to act, and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

5.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board

5.9 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, and such appointees shall hold their offices for such terms, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.10 Loans. No loan shall be made by the corporation to any officer, director, or member of the Cambridge Rotary Club.

5.11 Term - Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent, elected or appointed by the Board of Directors, may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, if the person so removed.

5.12 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI - Fiscal Year

The corporation's fiscal year shall be from July 1st through June 30th.

ARTICLE VII - Depositories

The monies of the corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate.

ARTICLE VIII - Notices

Except as may otherwise be required by law, any notice to any director or the Members of the Corporation may be delivered by hand, by mail, first-class postage prepaid, or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid.

ARTICLE IX - Seal

The corporate seal of the Corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Corporation.

ARTICLE X - Indemnification of Officers. Directors. Employees. and Agents

The Corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XI – Conflicting Interest Transactions

11.1 Definitions. For the purposes of this Article:

(a) **"Conflicting interest"** means the interest a director has respecting a transaction effected, or proposed to be affected, by the Corporation or any other entity in which the Corporation has a controlling interest if

(1) The director knows at the time the Corporation takes action that the director or a related person is a party to the transaction or has a

significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgement if the director were called upon to vote on the transaction; or

(2) The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction, or has a significant beneficial financial interest in, or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgement if the director were called upon to vote on the transaction:

A) An entity of which the director is a director, general partner, agent, or employee;

(B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or

(C) An individual who is a general partner, principal, employer, or relative of the director.

(b) **"Director's conflicting interest transaction"** means a transaction affected or proposed to be affected by the Corporation or any other entity in which the Corporation has a controlling interest respecting which a director of the Corporation has a conflicting interest.

(c) **"Qualified director"** means any director who does not have either:

(1) A conflicting interest respecting the transaction; or

(2) A familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgement when voting on the transaction.

(d) **"Related person"** of a director means:

(1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or

(2) A trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

(e) **"Required disclosure"** means disclosure by the director who has a conflicting interest of

(1) The existence and nature of the director's conflicting interest; and

(2) All facts known to the director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgement about whether or not to proceed with the transaction

11.2 Directors' Action.

(a) **Majority Vote.** Directors' action respecting a director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than four) qualified directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

(b) **Director's Disclosure.** If a director has a conflicting interest respecting a transaction, but neither the director nor a related person of the director is a party to the transaction, and if the director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that director from making the disclosure described in **Paragraph 9.1(e)**, then disclosure is sufficient if the director:

- (1) Discloses to the directors voting on the transaction the existence and nature of the director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and
- (2) Plays no part, directly or indirectly, in their deliberations or vote.

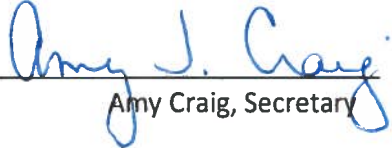
(c) **Quorum.** A majority (but no fewer than four) of the qualified directors constitutes a quorum for the purposes of action that comply with this Article.

ARTICLE XII - Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, a record of its directors, giving the names and addresses of all directors.

CERTIFICATION

These Bylaws were approved at a meeting of the Membership, on September 3, 2020 held at the Osprey Nest in Governor's Hall at Sailwinds Park.


Amy Craig, Secretary