

Original Bylaws of the Rotary Memory Café of Cary, Inc.

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Rotary Memory Café of Cary, Inc. (the “Organization”). The Organization is a joint venture between 5 Cary clubs including The Cary Rotary Club, Cary Macgregor Rotary Club, Inc., Cary Kildaire Rotary Club, Cary Central Rotary Club and Cary Page Rotary Club all being tax exempt organizations under section 501(c)(3).

ARTICLE II. PURPOSE

SECTION 1. NONPROFIT PURPOSE

This Organization is organized exclusively for charitable, educational, scientific and literary 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. SPECIFIC PURPOSE

The Organization is organized for all lawful purposes for which a nonprofit Organization may be organized under the laws of the State of North Carolina, including but not limited to the following purposes:

- For charitable and benevolent purposes and to engage, promote, and extend the objects of Rotary International.
- To encourage and foster the ideal of service as a basis of worthy enterprise
- To support the Town of Cary in its efforts to become a “Dementia Friendly Community”
- To support worthy community activities that serve to, **elevate suffering from cognitive issues (i.e. Alzheimer’s and Dementia) for both the patient and caregiver**, uplift the human spirit and ease difficulties in everyday living as time and resources permit and to generally help others sustain a reasonable quality of life.
- To generally perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the Organization is created; provided, however, that no such power shall be exercised in a manner which is inconsistent with Chapter 55A of the North Carolina General Statutes or Section 501 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE III. MEMBERSHIP

The membership of the Organization shall consist of the members of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

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The affairs of the Organization shall be managed by its Board of Directors (hereinafter referred to as the "Board"). The Board shall have control of and be responsible for the management of the affairs and property of the Organization.

SECTION 2. NUMBER, QUALIFICATIONS, REQUIREMENTS, AND TENURE

The number of Directors on the Board shall be ten (10): two (2) from each of the five Cary Rotary Clubs and organized as follows:

- Directors - Officers
 - Chair
 - Vice-Chair
 - Secretary
 - Treasurer
- Directors - At Large
 - Six (6) at large Directors

A member of the Board must be an active Rotarian in good standing and a member of their respective Rotary Club.

The members of the Board shall be appointed by their respective Rotary Clubs prior to December 31st preceding their year on the Board, and will serve a term of two (2) year that will run from January 1st to December 31st.

SECTION 3. ANNUAL MEETING

An annual meeting of the Board shall be held at a time and day during the month of November or December of each calendar year. The annual meeting will take place at a location assigned by the current Chair. Notice of this annual meeting shall be sent to all members of the Board no less than ten (10) days prior to the meeting date. The annual meeting will include at minimum the following:

- Review of the current year financial statements
- Approve a budget for the next year
- Elect Officers of the Organization
- Sign conflict of interest statements

SECTION 4. SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of any member of the Board. Such special meetings of the Board may be held at any location in the local area.

Notice of any special meeting of the Board shall be given at least **one (1) week** in advance of the meeting by telephone, email or electronic methods, or by written notice. Any Director may waive 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

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purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5. VOTING

The presence of at least six (6) current Directors of the Board shall be necessary at the annual meeting **with at least one (1) representative from each club present.**

SECTION 6. VACANCIES

Whenever any vacancy occurs in the Board it shall be filled immediately by the respective Rotary organization.

SECTION 7. COMPENSATION

Members of the Board shall not receive any compensation for their services as Directors.

SECTION 8. PARLIAMENTARY PROCEDURE

Any question concerning parliamentary procedure at meetings shall be determined by the Chair or Vice Chair by reference to Robert's Rules of Order.

ARTICLE V. OFFICERS

The officers of this Board shall be Chair, Vice Chair, Secretary, and Treasurer.

SECTION 1. CHAIR

The Chair shall be the chief executive officer of the Organization and shall, subject to the control of the Board, supervise and control the affairs of the Organization and the activities of the officers. The Chair shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board. The Chair shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Chair shall, in the name of the Organization, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board.

SECTION 1. VICE-CHAIR

It shall be the duty of the Vice-Chair to preside at meetings of the Board in the absence of the Chair

SECTION 2. SECRETARY

The Secretary shall:

- Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Keep such place as the Board may determine, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

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- Exhibit at all reasonable times to any Director of the Organization, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Directors of the Organization.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 3. TREASURER

The Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board.
- Receive, and give receipt for, monies due and payable to the Organization from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the Organization as may be directed by the Board, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the Organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any Director of the Organization, or to his or her agent or attorney, on request therefor.
- Render to the Chair and Directors, whenever requested, an account of any or all of transactions as Treasurer and of the financial condition of the Organization.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

ARTICLE VI. COMMITTEES

SECTION 1. AUTHORITY

This organization will not have an Executive Committee. The only Committee that has the power and authority for the Organization is the Board.

SECTION 2. COMMITTEES

The Organization shall have such committees as may from time to time be designated by the Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

1) Entertainment Coordinator

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- Procure musical entertainment for each Memory Café
- Confirm 3-1 days prior to Memory Café, provide directions and timing
- Arrange with Senior Center if equipment required (eg. piano, chairs, TV)
- Determine if entertainers are to be remunerated in cash (currently \$75), request payment from treasurer providing invoice.
- If unpaid entertainment arrange Thank You notes and gift cards/token if appropriate
- Communicate above to **Agenda Coordinator** prior to Memory Café for recognition in Agenda

2) Food Coordinator

- Arrange 3 course meal with plates, napkins etc
- Confirm total numbers for dinner – from **Reservation Coordinator, Volunteer Coordinator and Entertainment Coordinator**
- Approve dinner invoice for payment and send to treasurer for payment
- Advise **Agenda Coordinator** of Menu prior to Memory Café

3) Reservation Coordinator

- Accept reservations by phone, email, website
- Compare confirmed reservations with regular attendees not confirmed and drop ins from prior Memory Cafes to estimate count for dinner
- Advise **Food Coordinator** of dinner count prior to Memory Café

4) Publicity Coordinator

- Arrange updates for social media – webpage, facebook, etc.
- Prepare annual flyer with Memory Café details, arrange printing
- Ensure distribution of flyer to all Clubs, appropriate public and private venues (Senior Center, Library, Day care centers, potentially doctors etc.)
- Arrange for printed notices of Memory Café (Boom, Cary)
- Arrange media publicity
- Communicate with local Alzheimer's and dementia groups
- Ensure communication of all above to the Rotary Clubs through **Club Representatives**

5) Volunteer Coordinator

- Get numbers and ideally names of volunteers from **Club Representatives**
- Prepare nametags
- Assign responsibilities based on times available and expected guests - set up, greeters, hosts, servers, cleanup, departure assistance to parking lot
- "Train" Registration volunteer – sign-in, prepare nametags, enquire if birthdays/ anniversaries/other special days, provide total count to Senior Center

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- Advise **Food Coordinator** of number of volunteers attending for dinner
- Advise **Agenda Coordinator** of food provider
- Arrange table decorations
- Arrange tablecloths – assign a volunteer to launder and return before next Memory Café
- Ensure at least 1 volunteer from each club stays for cleanup – clean and replace tables and chairs, remove/store table decorations, sweep floor
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6) Agenda Coordinator

- Prepare agenda including menu, acknowledgement of food providers and entertainment, dates and contacts for future Memory Cafes and include a “Rotary Message”
- Bring/send copies based on estimated number of attendees for set up time

ARTICLE VII. CONFLICT OF INTEREST AND COMPENSATION

SECTION 1. PURPOSE

The purpose of the conflict of interest policy is to protect the Organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. PROCEDURES

In connection with any actual or possible conflict of interest, a Director must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors with governing Board delegated powers considering the proposed transaction or arrangement.

If the governing Board has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.

SECTION 3. RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board’s decision as to whether a conflict of interest in fact existed.

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- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VIII. IDEMNIFICATION

SECTION 1. GENERAL

To the full extent authorized under the laws of the state of North Carolina, the Organization shall indemnify any Director, officer, or agent, or former member, or any person who may have served at the Organization's request as a Director or officer of another Organization (each of the foregoing members, Directors, officers, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, Director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

SECTION 2. EXPENSES

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

SECTION 3. INSURANCE

The Organization may purchase and maintain insurance on behalf of any person who is or was a member, Director, officer or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Organization would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind Organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

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Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of Organization shall be signed by the Treasurer and countersigned by the Chair of the Organization if the amount of the check is equal to or greater than \$1,000, whereas if the check is less than \$1,000 the check only requires one signature of any of the three authorized signers (Treasurer, Chair, Vice Chair).

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for the nonprofit purposes of this Foundation.

ARTICLE X. PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Organization shall not carry on any activities not permitted to be carried on.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of Organization shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Organization.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Organization shall be distributed equally between ASRF and CMRF if the respective organization is qualified at that time for such distribution, and if not, then to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE XII. FISCAL YEAR

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The fiscal year of the Organization shall begin on the 1st day of January and end on the 31st day of December.

ARTICLE XIII. AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of North Carolina law, these Bylaws, may be altered, amended, or repealed. Any amendment of the Bylaws must gain approval of from the boards of all the Cary Rotary Clubs.

ARTICLE XIV. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of the Organization filed with an office of the North Carolina Secretary of State and used to establish the legal existence of the Organization.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

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ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this Organization, knowing that all Boards of the partnering Rotary Clubs in Cary have duly and properly approved such Bylaws.

ADOPTED AND APPROVED by the Board on this _____ day of _____, 2018.

Brian Blum, Co-Chair

, Secretary