

ROTARY CLUB OF CLEMSON FOUNDATION
BY-LAWS

Article I
NAME

The exclusive name of this corporation shall be the Rotary Club of Clemson Foundation (the “Foundation”).

Article II
PRINCIPAL OFFICE

The principal office of the Foundation shall be located at 122 Strode Circle in the City of Clemson, in Pickens County, State of South Carolina, or at such other location as may be determined by the Foundation Board of Directors.

Article III
PURPOSE

The Foundation is organized and operated exclusively for charitable fundraising and educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code (or any corresponding provision of any future United States Internal Revenue Law). The Foundation identifies philanthropic resources and raises funds to support and enhance programs and projects of the Rotary Club of Clemson and of the Rotary Foundation.

Article IV
MEMBERSHIP

The Foundation shall be a non-membership organization. All powers of the corporation shall be exercised by or under the authority of, and its affairs conducted and managed by, its Board of Directors (the Director members shall be referred to herein as “Directors”).

Article V
BOARD OF DIRECTORS

Section 1. Board of Directors. The Foundation Board of Directors shall consist of a minimum of three (3) voting Director members with a maximum of fifteen (15) voting Director members, as determined by the Foundation’s Board of Directors, each of whom shall serve without compensation for his or her services as such. The Foundation Board of Directors shall be divided into three classes – Class I, Class II and Class III, with the classes to be as equal in number as may be possible.

Section 2. Authority. The Foundation Board of Directors shall have the full power and authority to administer all the operations of the Foundation and to exercise all the powers necessary and appropriate to control the assets and policies of the Foundation in all its details.

Section 3. Term of Office. Individuals elected to the Foundation Board of Directors shall serve three-year terms, except as described in Article V, Section 5. Elected Directors may be elected to no more than three (3) consecutive three-year terms and may serve no more than twelve (12) consecutive years. Terms expire on June 30th of each year.

Section 4. Nominations. Nominations for members of the Board of Directors shall be made by the Board of Directors of the Rotary Club of Clemson as a part of its annual nomination and election process. That Board of Directors shall also recommend individuals to fill expiring and/or replacement terms for elected Directors.

Section 5. Initial Organization Election. Twelve (12) Directors shall be elected at the initial organization meeting of the Foundation Board of Directors by the Rotary Club of Clemson Board of Directors via the affirmative vote of a majority of the Club's Directors. Terms shall begin immediately subsequent to the initial organization meeting. The initial terms are as follows:

<u>Class</u>	<u>Term</u>
Class I	1 year
Class II	2 years
Class III	3 years

Section 6. Elections. Directors shall be elected at the annual meeting of the Foundation Board of Directors by the affirmative vote of a majority of its Directors. Terms shall begin on July 1st subsequent to the annual meeting date.

Section 7. Resignation. Any Director may resign at any time by giving written notice to the Chairperson of the Foundation Board of Directors.

Section 8. Removal. The Foundation Board of Directors may remove any Director for conduct deemed detrimental to the Foundation or for failure to attend meetings as described in Section 9. A vote for removal by a minimum of two-thirds (2/3) of all Board of Directors voting members is necessary for removal for conduct deemed detrimental to the Foundation. Removal for failure to participate will be automatic, unless excused or waived by affirmative vote of a majority of the Foundation Board of Directors.

Section 9. Participation. Participation in Foundation Board of Directors activities is a requirement. Unless excused in advance by the Chairperson, any Director who misses three (3) consecutive meetings will be removed from the Foundation Board of Directors.

Section 10. Vacancies. Any vacancy among the elected Directors may be filled temporarily by a majority vote of the Foundation Board of Directors. A person so elected shall serve until the next annual meeting of the Foundation Board of Directors. Any vacancy among the appointed Directors will be filled by the appointing body at which time a replacement shall be elected to fill the unexpected term.

Article VI **MEETINGS**

Section 1. Regular Meetings. Regular meetings of the Foundation Board of Directors shall be held quarterly in January, April, July and October on a date scheduled at least thirty (30) days in advance. The Executive Committee of the Foundation Board of Directors may meet as needed.

Section 2. Special Meetings. Special meetings of the Foundation Board of Directors may be called by the Chairperson or upon the written request of two of the voting Directors. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. The notice of the special meeting shall describe the purpose and the general nature of the only business to be transacted at such meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below.

Section 3. Participation by Telecommunications. Any Foundation Board Director may participate in, and be regarded as present at, any meeting of the Foundation Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 4. Quorum. Two-thirds (2/3) of the voting Directors shall constitute a quorum.

Section 5. Notice. Notice of all regular and annual meetings of the Foundation Board of Directors shall be given by any means reasonably calculated to notify the Directors at least thirty (30) days before the meeting.

Section 6. Voting. Except as otherwise specifically prescribed in these bylaws, all decisions at any meeting of the Foundation Board of Directors shall be by majority vote of those present and voting when a quorum is present. Each Director shall have one vote.

Article VII **OFFICERS**

Section 1. Officers. The officers of the Foundation Board of Directors shall be the Chairperson, Vice Chairperson, Secretary and Treasurer. The officers, with the exception of the Chairperson (see the last sentence of Section 3 below), shall be elected annually at the April meeting and shall hold office until June 30th subsequent to the elections of their successors. The officers receive no compensation from the Foundation for their services as such. If any office becomes vacant during the year, the Chairperson may appoint a Director to fulfill the unexpired term with approval of the Foundation Board of Directors. Any official documents of the Foundation or documents necessary for the conduct of business on behalf of the Foundation should be signed by the Chairperson.

Section 2. Chairperson. The Chairperson shall preside at all meetings, have general supervision of the affairs of the Foundation and the Foundation Board of Directors, and perform all other duties as are incident to the office, or are properly required by the Foundation Board of Directors.

Section 3. Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall fulfill of the duties of the Chairperson as described in Article VII, Section 2.

Section 4. Secretary. The Secretary shall issue notices for all meetings, shall provide for the keeping of their minutes, shall have charge of the seal, and shall perform such other duties as are incident to the office, or are properly required by the Foundation Board of Directors

Section 5. Treasurer. The Treasurer shall arrange for the care and custody of all the Foundation's assets, causes accurate financial records to be kept of the Foundation's financial affairs, ensures the preparation of financial statements as required by the Foundation Board, and

performs all duties incident to this office, or that are properly required by the Foundation Board of Directors. The Treasurer may be bonded for the faithful performance of his or her duties in such sum and with such sureties as may be required by the Foundation Board of Directors.

Article VIII
FISCAL YEAR

The Foundation's fiscal year shall commence on July 1st and June 30th of the following year.

Article IX
COLLECTION AND APPLICATION OF FUNDS

Section 1. Funds. The Foundation may receive income from any source, including, but not limited to payments, donations, bequests, and devises from wills and trusts, gifts of money and properties, grants and funds which may inure to the benefit of the Foundation. All contributions and/or devises so received together with the income there from shall be held, managed, administered, and distributed by the Foundation in accordance with the purposes and terms of its Bylaws and Policies and Procedures.

Section 2. Independent Examination of the Financials. The Executive Committee is responsible for ensuring that an annual independent examination of the financials is conducted and reviewed by the full Board of Directors of the Foundation. A copy shall be presented to the Board of Directors of the Rotary Club of Clemson in a timely manner.

Section 3. Endowment. The Foundation may establish a general or special emphasis endowment or endowments. All funds, securities and holdings of said endowments(s) shall be held in accounts separate from other accounts of the Foundation, and shall be shown separately in the books of the Foundation. Any gift or bequest to the endowment(s) shall be permanently retained as part of the principal. The principal amount of any such endowment shall not be spent, loaned, used as collateral or transferred from the endowment, except in the event of the dissolution of the Foundation or otherwise in accordance with the defined terms of the endowment. The income earned by each such endowment shall be used only as specified upon establishment of said endowment. All income earned that is not used for the specified purpose within twelve (12) months from the end of the fiscal year in which it is earned shall become part of the principal amount of the endowment.

Section 4. Operating Expenses. All operating expenses of the Foundation shall be funded by the Foundation pursuant to an annual appropriation approved through the Foundation's annual budgeting process.

Article X
INDEMNIFICATION

Section 1. Indemnification. The Foundation may indemnify a member, Director, officer, employee or agent of the Foundation made a party to a proceeding based upon their position within the Foundation against liability incurred in the proceeding, and may pay for or reimburse

reasonable expenses incurred by such individual in advance of final disposition of such proceeding. Any such indemnification shall be in accordance with and to the maximum extent possible under S.C. Code Ann. § 33-31-850 et seq. (or any similar provision of any subsequent law).

Section 2. Insurance. The Foundation may purchase and maintain insurance on behalf of any person who is or was a member, Director, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a member, Director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in that capacity, or arising out of his status as such, whether or not the Foundation would have the power to indemnify him against such liability under the provisions of this Article.

Article XI

DISSOLUTION OF THE FOUNDATION

Section 1. Voluntary Dissolution. After written notice to and subject to approval by the Foundation Board of Directors, the Foundation may be voluntarily dissolved. Voluntary dissolution shall be by vote of the director membership at a meeting called expressly for such purpose.

Section 2. Disposition of Funds and Property upon Dissolution of the Foundation. The incumbent Foundation Chairman and Secretary shall act as a Committee in Dissolution, shall file Articles of Dissolution with the Secretary of State of South Carolina, as provided by the laws of the State of South Carolina. The Committee in Dissolution shall pay or provide for the payment of all proper and valid debts and liabilities of the Foundation, including all such fees and taxes as are necessary or proper to carry out the liquidation and dissolution of the Foundation, and if any assets remain, fifty percent (50%) of the same shall be distributed to the Clemson Community Foundation and fifty percent (50%) of the same shall be distributed to the Rotary Foundation. Should those entities fail to exist at the time of Dissolution, the Committee in Dissolution shall distribute the remaining assets to another qualified 501(c)(3) tax exempt organization so chartered under the laws of the State of South Carolina.

Article XII

ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws may be adopted, amended, or repealed in whole or in part by a majority vote of the Board of Directors of the Rotary Club of Clemson Foundation at a duly called meeting; provided, however, that the notice of the meeting contains a copy of the proposed amendment or proposed action to be taken in regard to the Bylaws.

APPROVED AND ADOPTED as the Bylaws of at the organizational meeting of the Rotary Club of Clemson Foundation this 2nd day of July, 2018.

Chairperson

Secretary

Chairperson-Elect

Treasurer