BY-LAWS
OF
THE ROTARY CLUB OF KILLEEN HEIGHTS
CHARITABLE CORPORATION

ARTICLE I

Section 1. The initial principal office of the Corporation in the State of Texas shall be located at 1721 Central Texas Expressway, Killeen, Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Definitions

1. Board: The Board of Directors of this corporation.
2. Director: A member of this corporation's Board of Directors who has a vote in all Board matters.
3. Officer: A member of this corporation elected or appointed by the Board of Directors to manage the day-to-day operations of the corporation. Officers do not have a vote on Board matters.
4. Member: A member, other than an honorary member, in good standing of Rotary Club of Killeen Heights.
5. Year: The twelve-month period that begins on 1 July.
6. Term: The three-year period, or the greater part thereof, for which a Director is elected to serve.
7. Committee: Shall include subcommittees when appropriate.
8. RCKH: The Rotary Club of Killeen Heights.
9. Mail: Shall include electronic mail when appropriate.

ARTICLE III

Philosophy

Section 1. The members of the RCKH Charitable Corporation believe we have an obligation as good citizens to serve the community in which we live. Working together, we believe they can have an enormously positive impact on the quality of life for many Central Texans who are in need or faced with unexpected misfortune.

Section 2. The RCKH Charitable Corporation is a locally established, regionally focused non-profit organization created for the sole purpose of raising funds to assist and support Central Texas charities, literacy, and other educational purposes within the meaning of...
Section 501(c)3 of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be modified (the “Internal Revenue Code”). The Charitable Corporation embraces the ideal of service as a meaningful expression of Rotary's Motto, "Service Above Self."

ARTICLE IV
Members

Section 1. Classes of Members

The Corporation shall have one (1) class of members which consists of all members other than honorary members, in good standing, of the Rotary Club of Killeen Heights, Texas.

Section 2. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V
Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members shall be held on the third Wednesday of each June, at the hour of 8:00 A.M. for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 2. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.
Section 4. Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the corporation, which postage thereon prepaid.

Section 5. Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum

The members holding one-half (1/2) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

Section 9. Voting by Mail

Where Directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.
ARTICLE VI
Board of Directors

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Required Qualifications of Directors

In order to be eligible for nomination to, and to serve on, the Board of Directors, a member of the Corporation must have completed a minimum of three years on the Board of Directors of the RCKH, and have an annual attendance, at regular Club meetings, of at least 60% for each of the previous five years. Additionally, candidates for membership on the Board of Directors must meet the requirements of the Internal Revenue Code.

Section 3. Number. Tenure and Qualifications

a. The number of Directors shall be seven (7). Each shall hold office for a period of three years, or until a successor Director shall have been elected and qualified. The terms of the Directors shall be staggered to ensure adequate continuity. In addition, the President of the Corporation shall serve as an ex-officio member of the Board of Directors.

b. No Director shall serve more than two (2) consecutive three (3) year terms.

c. The Board of Directors shall consist of the following members:

Place 1: The President-Elect of the RCKH.

Place 2. The President of the RCKH.

Place 3. The immediate Past President of the RCKH.

Places 4 through 7. Members at large from the RCKH.

Section 4. Election of Members of the Board of Directors

a. The Board of Directors shall select a three (3) person nominating committee from the general membership of the Corporation. Members of the Nominating Committee shall meet the qualifications required of nominees to the Board of Directors. The nominating committee shall select its own chairman. No current member of the Board of Directors shall serve on the nominating committee.

b. The nominating committee shall select candidates, from the general membership of the Corporation, to fill current or upcoming vacancies, by Place Number for Places 4 through 7, on the Board of Directors. The Board of Directors shall present the recommendations of the nominating committee to the members of the Corporation in accordance with Section 4c below. Election of new members of the Board of Directors shall occur at a Special Meeting of the Corporation membership.

By Laws Revision Effective 07/01/08 – Approved by Membership vote on 06/18/08
c. The following schedule shall be followed in electing members of the Board of Directors:

1) The Nominating Committee shall be designated not later than February 1 of each year, and shall propose candidates to the Board of Directors not later than March 30 of each year.

2) The Board of Directors shall present nominees to the membership not later than May 30 of each year.

3) Elections to the Board of Directors shall be conducted at the annual meeting of the members shall be held on the third Wednesday of June.

4) New members shall take office on the July 1 following their election.

d. The Board of Directors shall elect from among its membership a Chairman and Vice-Chairman.

e. Upon ratification of these amended By-Laws by the members of the Corporation, positions on the Board of Directors shall be as designated below. To facilitate the transition to staggered terms of office, the following schedule of positions as of July 1, 2008 shall be implemented:

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>President-Elect</td>
<td>L Griffin</td>
<td>TBD by RCKH (Dec 2008)</td>
<td>TBD by RCKH (Dec 2009)</td>
<td>TBD by RCKH (Dec 2010)</td>
</tr>
<tr>
<td>2</td>
<td>President</td>
<td>S Hanik</td>
<td>L Griffin</td>
<td>TBD by RCKH (Dec 2009)</td>
<td>TBD by RCKH (Dec 2010)</td>
</tr>
<tr>
<td>3</td>
<td>Past President</td>
<td>A Farris</td>
<td>S Hanik</td>
<td>L Griffin</td>
<td>TBD by RCKH (Dec 2010)</td>
</tr>
<tr>
<td>4</td>
<td>At-Large</td>
<td>R Hoxworth</td>
<td>R Hoxworth</td>
<td></td>
<td>To be elected (2 yr term)</td>
</tr>
<tr>
<td>5</td>
<td>At-Large</td>
<td>M Johnson</td>
<td>M Johnson</td>
<td></td>
<td>To be elected (2 yr term)</td>
</tr>
<tr>
<td>6</td>
<td>At-Large</td>
<td>S McLennan</td>
<td>S McLennan</td>
<td>S McLennan</td>
<td>To be elected (3 yr term)</td>
</tr>
<tr>
<td>7</td>
<td>At-Large</td>
<td>R Kaye</td>
<td>A Farris</td>
<td>S Hanik</td>
<td>To be elected (1 yr term)</td>
</tr>
</tbody>
</table>

Section 5. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.
Section 6. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

Section 7. Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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 purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 8. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 10. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. All Directors elected to fill a vacancy shall meet the minimum requirement to be a Director in accordance with Article VI, Section 2 of these by-laws.

Section 11. Compensation

Directors as such shall not receive any compensation for their services.
Section 12. Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VII
Officers

Section 1. Officers

a. The officers of the corporation shall be the President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and a Corporation Counsel. The Board of Directors may additionally elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President and Secretary.

b. Each officer of the corporation shall be a member, other than an honorary member, in good standing of the RCKH. Effectively January 1, 2009, individuals serving as an officer of the RCKH Charitable Corporation shall not serve concurrently as a member of the RCKH Charitable Corporation Board of Directors.

Section 2. Election or Appointment of Officers

Officers shall be elected or appointed by the Board of Directors at their regular annual meeting. If the election of officers cannot be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Tenure

Once elected or appointed, officers may serve either until they resign, or are removed from office in accordance with Section 4 below, or cease to qualify as a member of the corporation except that each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 4. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article X of these by-laws; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
ARTICLE VIII
Committees

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees

a. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed by the President of the Corporation. Except as otherwise provided in a resolution of the Board of Directors, members of each such committee shall be qualified members of the corporation.

b. The President of the Corporation shall specifically establish those committees deemed necessary to develop and carry out the philanthropic plan required in accordance with Article IX, Section 1 of these by-laws.

Section 3. Term of Office

Each member of a committee shall serve either until they resign, or are removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal or, except as otherwise provided in a resolution of the Board of Directors, cease to qualify as a member of the corporation.

Section 4. Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.
Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE IX
Disbursement of Funds for Charitable Purposes

Section 1. Annual Philanthropic Plan

a. The Board shall annually establish a philanthropic plan at the regular annual meeting that aligns with the Internal Revenue Service tax year (July to June).

b. In accordance with Article IV of the Articles of Incorporation of the Rotary Club of Killeen Heights Charitable Corporation dated January 15, 2000 (amended September 29, 2000) or as it may hereafter be amended, this plan shall exclusively address the use of corporation resources for charitable, literary or educational purposes either directly or by contribution to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended.

Section 2. Integration with the RKCH Philanthropic Plan

The President of the Corporation shall consult as necessary with the Board of Directors of the RCKH to integrate this plan with the philanthropic efforts of both the outgoing (January to June) and incoming (July to December) Board of Directors of the RCKH. To facilitate this philosophy, all requests for charitable funding shall come from the RCKH.

Section 3. Required Fund Categories

The philanthropic plan shall establish three general categories of funds. They shall be:

a. Annual Fund: An account to annually disperse funds in furtherance of the Corporation’s philosophy as stated in Article II of these by-laws.

b. Reserve Fund: A liability accrual account for the accumulation of funds in support of specifically designated long-term projects.
c. **Endowment Fund**: A capital account that provides long term income for support of all the philanthropic endeavors undertaken by the Annual Fund.
d.
The Certified Public Accountant retained by the Board of Directors shall recommend to the Board rules of governance for these funds.

**ARTICLE X**

**Contracts, Checks, Deposits, and Funds**

**Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Instrumentality**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

**Section 3. Deposits**

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

**Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**Section 5. Restrictions**

The corporation board reserves the right to reject any contribution, donation, or gift that does not align with the RCKH Charitable Corporation’s goals, objectives, or philosophy.

**ARTICLE XI**

**Certificates of Membership**

**Section 1. Certificates of Membership**

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such

By Laws Revision Effective 07/01/08 – Approved by Membership vote on 06/18/08
certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors determine.

ARTICLE XII
Amendments

These by-laws may be amended at any meeting of the Corporation’s general membership, a quorum being present, by the affirmative vote of a two-thirds vote of all members present and voting, provided that notice of such proposed amendment shall have been either provided to or mailed to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the Texas Non-Profit Corporation Act; Section 501(c)3 of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended; and with the Articles of Incorporation of the Rotary Club of Killeen Heights Charitable Corporation dated January 15, 2000 (amended September 29, 2000) or as it may hereafter be amended.