

WENATCHEE ROTARY FOUNDATION BYLAWS

I. DEFINITIONS

"Annual Meeting" means the annual meeting of the Members, described in Section 8.1.

"Appleseed" means the weekly newsletter of the Club.

"Board" means the Directors, acting collectively.

"Club" means the Wenatchee Rotary Club.

"Director" means a Director of the Foundation.

"Member" means a Member of the Club, who is also a member of the Foundation.

"Members" means the Members, acting collectively.

"Non-Profit Corporations Act" means Chapter 24.03 of the Revised Code of Washington.

"Officer" means the Officers of the Foundation Described in Article VI.

"Section 501(c)(3)" means Section 501(c)(3) of the Internal Revenue Code, 23 U.S.C. §101, et. seq., which sets out the requirements for organizations which are established and are operated exclusively for charitable purposes.

II. INTENT OF THESE BYLAWS

These Bylaws shall govern the operation of the Foundation and are intended to set forth matters that are unique to the Foundation, as the Articles of Incorporation and the Non Profit Corporations Act will otherwise control the general operation of the Foundation.

III. MISSION AND ACTIVITIES OF THE FOUNDATION

3.1 General. The Foundation is a nonprofit Corporation organized under the provisions of the Non-Profit Corporations Act and has qualified as a tax-exempt organization pursuant to Section 501(c)(3). The Foundation was formed for the purpose of providing a permanent mechanism for the Members and the Club to accumulate and invest money as a tax-exempt organization to supplement the general goals of the Club and the concept of Rotary. The Foundation is not formed for financial gain and is operated exclusively for charitable and educational purposes under Section 501c (3) (including for such purposes, the making of the distributions to organizations qualifying as exempt organizations under Section 501(c)(3)), and no part of the assets, income, or profit of the Foundation is distributable to, or inures to the benefit of its Directors or Officers. No substantial part of the activities of the Foundation shall be the carrying

on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3.2 Mission. The primary mission of the Foundation is to support education in the greater Wenatchee area, through the awarding of scholarships and grants.

3.3 Activities. Besides ensuring that the Funds of the Foundation are appropriately invested, and the scholarships are awarded to appropriate students, the activities of the Foundation are focused on increasing awareness of the Foundation and the mission of the Foundation among the Members and the Community so that the Funds of the Foundation will ultimately be increased through giving.

3.4 Relationship to Club Projects and Activities.

3.4.1 General. The Club adopts several projects and fundraising events each year and adopts a budget for the accomplishments of several activities and goals established by the Club and committees within the Club. The projects and goals of the Club and the committees of the Club are typically short-term, and oriented to specific projects and activities. The Foundation, on the other hand, has been organized, and operates with reference to a long-term perspective. Therefore, while the members of the Club are the Members of the Foundation, the primary purposes and goals of the Foundation are distinctly separate from the activities, purposes, and goals of the Club.

3.4.2 Use of Foundation to Facilitate Club Activities Projects.

Notwithstanding the foregoing, the Foundation's status as qualified under Section 501(c)(3), provides the Club with an enhanced ability to accomplish its goals and objectives, and the Foundation shall facilitate the Club's request to manage funds raised by the Club; Provided such funds are separately maintained from the permanent funds of the Foundation as "Pass Through Funds" described in section 9.3.

IV. MEMBERS

All members of the Club are Members of the Foundation, and each Member shall have one (1) vote.

V. DIRECTORS

5.1 Management. The business and affairs of the Foundation shall be managed by a Board of Directors. The Board of Directors will be responsible for the custody and distribution of the funds of the foundation for the charitable purposes as directed by the membership. The Board of Directors shall be responsible for ensuring compliance with all local, state, and federal laws.

5.2 Number and Term. The number of Directors of the Foundation shall be nine (9). Each member of the Board of Directors shall be re-elected for a three (3) year term and/or until their successor is elected. The terms shall be staggered with three (3) members elected annually. A

member may be re-elected once, to serve a total of two consecutive three-year terms. Thereafter, such members shall not be eligible for re-election for one year. After said one year of non-eligibility, such person shall again be eligible to be elected to serve a total of two consecutive three years terms. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of sixty percent (60%) of the remaining directors. Terms shall be for a fiscal year ending June 30. The president-elect of the Club shall serve as an additional member of the Board (see 6.8).

5.3 Removal. Any Director may be removed by the Board whenever in its judgment, the best interests of the Foundation will be served.

VI. OFFICERS

6.1 Officers. The Officers of the Foundation shall be a President, President-Elect, Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board.

6.2 Election and Term. The President-Elect, Secretary and Treasurer shall be selected by the Board at its first Regular Meeting following the Annual Meeting. The President-Elect shall succeed to the office of President immediately after the Annual Meeting. Each Officer shall hold office until their successor is duly elected and is qualified or until their death or until they resign or are removed.

6.3 Vacancy. A vacancy in any Office or Director may be filled by the board for the unexpired portion of the term.

6.4 President. The President shall be the principal executive officer of the Foundation and subject to the control of the Board, shall in general, supervise and control all the business and affairs of the Foundation. The President shall when present, preside at all meetings of the Members and the Board. The President shall sign contracts and other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Foundation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

6.5 President-Elect. The President-Elect Shall perform the duties of the President when the President is absent, for whatever reason, and when so acting, shall have all the powers of and be subject to all restrictions as are upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

6.6 Secretary. The Secretary shall (a) keep the minutes of the proceedings of the Board; (b) keep and maintain the corporate records of the Foundation; (c) keep a register of the Officers including their address, telephone number, and email address; (d) coordinate the communication of the business and affairs of the Foundation and its Committees to the

Members at meetings of the Club and in the Appleseed; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board.

6.7 Treasurer. The Treasurer shall be the custodian of the Foundation funds, securities, and financial records. The Treasurer shall inform the Board of Directors with respect to its financial condition and the handling of its monies and investments. The Treasurer shall keep a full and accurate account of receipts and expenditures reporting to the Board of Directors on a quarterly basis. The Treasurer shall be responsible for maintaining the records of all persons designated as Paul Scea Fellows and of the Legacy Society. The bookkeeping duties of the Treasurer may be delegated to an accounting firm under the supervision of the Treasurer and the approval of the Board of Directors. When delegating such duties, the Treasurer will retain the duties of approving all expenditures and signing checks for those expenditures.

6.8 Ex-Officio Member. The president-elect of the Club shall serve a one-year term as a member of the Board. The person occupying that office shall step into this ex-officio Board position upon the former president-elect becoming president of the Club. This member is a non voting member.

VII. COMMITTEES

7.1 General. To spread the degree of effort to operate the Foundation, and to aid the Board in achieving the mission of the Foundation, the Directors shall be organized into Standing Committees and Ad Hoc Committees, based on appointments by the President prior to the beginning of each year.

7.1.1 Standing Committees. Standing Committees shall include Communication/ Events, Fundraising/Legacy Society, Scholarship/Student Relations, and Nominating.

7.1.2 Ad Hoc Committees. Ad Hoc Committee Shall be determined by the Board or the Presidents-they shall deem appropriate under the circumstances.

7.1.3 Governance: Establishment and Report on Goals and Accomplishments. Each Committee shall elect a chairperson, shall meet as regularly, and as often as the needs of the Committee require. At the first meeting of the year, each committee shall present for approval by the Board, a proposed set of goals and strategy for accomplishing the goals by the end of the year and shall regularly report on its activities with respect to such strategy to the Board, and at the last meeting of the year, shall report on the accomplishments of the Committee. The adopted goals and strategies of the Committees shall be used to develop the agenda for Board meetings.

7.2 Communication/ Events Committee.

7.2.1 Communications. In conjunction with the other Committees, the Communication/Events Committee shall be responsible for developing and

maintaining a regular schedule and method of communications regarding the Foundation and each of its Committees with the Club and the Members, to increase the Members' awareness of the Foundation and its activities

7.2.2 Events. The Communication/Events Committee shall develop events that publicize the Foundation and its activities for the Club and others, for approval by the Board.

7.2.3 Paul Scea Fellowships. The Communication/Events Committee shall be responsible for promoting the concept of the Paul Scea Fellow and the announcing of the new Paul Scea Fellows to the Members.

7.3 Fundraising Committee/Legacy Society. The Fundraising Committee will develop, implement, and monitor strategies for the raising of funds for the Foundation including, without limitation, the use of the Paul Scea Fellowship as a means for raising funds from the Members and through the Legacy Society.

7.4 Scholarship/ Student Relations Committee.

7.4.1 Scholarship. The Scholarship/Student Relations Standing Committee shall be appointed by the Wenatchee Rotary Foundation Board. The Committee ideally would consist of at least three Rotarians from the Rotary Club of Wenatchee with both an interest and experience in the scholarship process and student support plus one member from the current WRF Board to act as a liaison. The Scholarship/Student Relations Committee shall continually review the standards by which Scholarships are awarded, presenting all proposed changes thereto for approval by the Board, and shall oversee the process by which candidates for the award of Scholarships are selected in order to ensure the most qualified candidates compete for the award of a Scholarship.

7.4.2 Communications. The Scholarship/Student Relations Committee shall maintain such regular communications with the Scholarship Recipients as are necessary and appropriate under the circumstances to ensure (a) the Scholarship Recipient has the necessary support for a successful student experience; (b) the Board is kept regularly advised of the progress of the Scholarship Recipient; and (c) in conjunction with the Communication/ Events Committee, the Club is kept regularly advised of the existence and performance of the Scholarship Recipients.

7.5 Nominating Committee. The Nominating Committee shall consist of the President, the President-Elect, and an additional Director. The committee shall select a slate of not less than six (6) candidates to be elected to be Directors, for selection by the Members at the Annual Meeting.

VIII. MEETINGS

8.1 Members

8.1.1 Annual Meeting. The Annual Meeting of the Members shall be conducted during the month of May of each year, during a regular meeting of the Club. Notice of the Annual Meeting shall be provided in the Appleseed at least two (2) times prior to the Annual Meeting. The purpose of the Annual Meeting is for the Members to review and approve the financial performance of the Foundation, to elect Directors, and to perform such other business as the Members may determine at the Annual Meeting.

8.1.2 Special Meetings. Special meetings of the Members may be requested by ten (10) Members or the Board, with notice of such Special Meeting provided to all Members, as for the Annual Meeting.

8.2 Board

8.2.1 Regular Meetings. The Board Shall conduct regular meetings, one (1) to be within one (1) month of the Annual Meeting of the Members, and otherwise as determined by the Board, but no less often than quarter- annually.

8.2.2 Special Meetings. Special meetings of the Board may be requested by the President or three (3) Directors, with written notice of such Special Meeting provided to all Directors calculated for receipt at least three (3) days prior to such Special Meeting.

IX. FUNDS

9.1 Funds.

The Treasurer Shall have charge and custody of and be responsible for all funds of the Foundation. Except as established otherwise, all funds of the Foundation shall be for the exclusive use of the Foundation. The Treasurer shall obtain the signature of one (1) other Officer for any disbursement in-excess of \$300; except for disbursements that have been specifically approved by the Board.

9.2 Operating Fund (Unrestricted) The Treasurer shall maintain an operating fund sufficient to enable the Foundation to conduct its operations without having to access the endowment of the Foundation for such purposes. The Board may create sub accounts within the operating fund for charitable purposes. This fund identified on the WRF Balance Sheet is "Main CFNCW Fund."

9.3 Pass-Through Funds (Unrestricted) The Foundation may establish various "pass-through" funds from time to time to enable the Club to conduct fundraising. The manner of holding and managing such pass-through funds shall be established by the Board.

9.4 Endowment Fund (Restricted) The Endowment Fund (Restricted) is identified as "Scholarship CFNCW," on the WRF Balance Sheet, but is an asset of the Community Foundation of North Central Washington.

9.5 Investment Policy All funds of the Foundation that are maintained by the Community Foundation of North Central Washington are invested according to the investment policy adopted by the Community Foundation of North Central Washington. The Board shall review investment policies as pertain to funds of the Foundation on at least an annual basis.

9.6 Paul Scea Fund (Unrestricted) This pass through fund is identified on the WRF Balance Sheet as "NCW-Paul Scea."

X. PAUL SCEA FELLOWS

10.1 Nature of Award. The Foundation has established the honor known as a "Paul Scea Fellowship", which is given to those persons who contribute at least \$500 to the Foundation, for the Foundation's permanent use to accomplish the Foundation's primary mission, in recognition of Paul Scea, a deceased member of the Club well known for his generosity to the Club, the Foundation and the community of Wenatchee. The Foundation utilizes the Paul Scea Fellowship to publicize the Foundation among its Members and to encourage giving to the Foundation.

10.2 Sustaining Amount. As an alternative to a one-time gift to the Foundation for an award of a Paul Scea Fellowship, persons may also be referred to as "Paul Scea "Sustaining Fellows" if they make annual gifts of at least \$50, with the intent of completing a total gift to the Foundation in the amount of \$500.00.

XI. LEGACY SOCIETY

The Legacy Society encourages members and others in the community to leave a legacy through a charitable gift in the form of a will, life insurance policy, trust, deferred gift, or other means. Gifts can be designated to the endowment fund (restricted) or to the operating fund (unrestricted).

XII. SCHOLARSHIPS

12.1 General. The mission of the Foundation is accomplished through the award of one (1) or more scholarships to students who have graduated or are graduating seniors from the greater Wenatchee area, defined as public, private and accredited home schools within the boundaries of Wenatchee or Eastmont school districts. The students must be enrolled or are enrolling as a full-time student at an accredited institution of high learning such as university college, trade school or at Wenatchee Valley College. Eligible students must have and maintain a grade point average of at least 2.5, on a 4.0 scale, or the equivalent.

12.2 Rotary Scholarship(s). Rotary Scholarship(s) are each in an amount up to or equal to the current cost of tuition fees and books at Wenatchee Valley College for one (1) academic year and will be awarded to candidates based upon the best demonstrations of need, involvement in extracurricular activities, leadership, and academic performance. Particular attention will be paid to a student's demonstrated commitment to service to others, including school community, church, and family, and which requires endorsements recognizing such service by members of the student's respective communities.

12.3 Renewal. Rotary Scholarship(s) may be renewed for up to three additional years upon application therefore by the candidate, and proof of adequate academic progress, as measured by the candidate's academic institution, and continued demonstration of the characteristics required to initially receive the Scholarships.

12.4 Number of Scholarships. To maintain a consistent presence in the academic community, there shall be at least one (1) new Scholarship awarded by the Foundation each year. In determining the number of new scholarships to be awarded each year, the Board should balance the needs of maintaining an adequate corpus each year with the need for providing Scholarships.

12.5 Administration of Scholarships. The Foundation shall utilize the mechanisms and processes established by the Community Foundation of North Central Washington to manage the scholarships awarded by the Foundation and shall appoint a Member to be the Foundation's liaison to the Community Foundation of North Central Washington to aid in awarding scholarships.

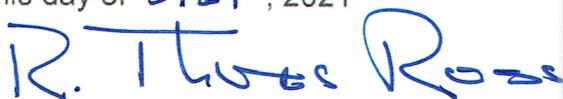
XIII. FISCAL YEAR

The fiscal year of the Foundation shall be from July 1 through June 30 of the following year.

XIV. AMENDMENTS

These Bylaws shall be reviewed no less often than each even numbered year and may be amended by a vote of the Members at a meeting of the Club where prior notice of the intent to amend these Bylaws has been given in the Appleseed.

APPROVED BY THE MEMBERS on
this day of 5/24, 2021



Tom Ross, President