

**BY-LAWS OF THE  
ROTARY FOUNDATION  
OF  
WASHINGTON, D.C.**

**Article I  
MEMBERSHIP**

**Section 1.** The members of this Corporation shall be the members of the Rotary Club of Washington, D.C.

**Article II  
OFFICERS**

**Section 1.** The officers of this Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and a Sergeant-at-Arms

**Section 2.** Their terms of office shall be for one year beginning the first day of July after the time for the annual meeting or until their successors shall have been elected and their successors' terms of office shall have begun.

**Section 3.** The President and Vice-President shall be elected by ballot at the annual meeting of the Corporation. The Secretary, Treasurer and Sergeant-at-Arms shall be elected by the Board of Directors at its first meeting after the Directors newly elected at the annual meeting shall have taken office. The immediate Past President shall hold office by virtue of having served as President during the immediately preceding term. No officer shall serve in the same office for more than three years.

**Article III.  
Election and Term of Directors**

**Section 1.** There shall be a Board of Directors who shall constitute the governing body of and have control and management of the affairs and funds of the Corporation.

**Section 2.** No member of the Board of Directors of the Rotary Club of Washington, D.C. (except the immediate Past President, President, and Vice President of said Rotary Club of Washington, D.C.) shall serve concurrently as a member of the Board of this Corporation.

**Section 3.** Said Board, fifteen in number, shall consist of the following members:

- (a) the President, the Vice-President, and the immediate Past President of the Rotary Club of Washington, D.C., no one of whom shall be the same person as the corresponding President or Vice-President of this Corporation,
- (b) six (6) members of the Corporation elected as Directors by the members of the Corporation at the annual meeting, whose terms shall be for three (3) years and of whom two shall be elected each year,
- (c) the President, the Vice-President, and the immediate Past President of this Corporation, and
- (d) the Secretary, Treasurer, and the Sergeant-at-Arms of this Corporation, elected to their respective offices by the initial twelve members of the Board (under (a), (b), and (c), above) at the first meeting of the Board following the annual election.

Each member of the full Board as herein constituted shall have an equal vote as a Director.

**Section 4.** Vacancies in the Board of Directors or any office shall be filled by the Board until the next annual meeting.

#### **Article IV MEETINGS**

**Section 1.** The annual meeting of the Corporation shall be held on a Wednesday to be selected by the Board of Directors, not later than the thirty-first day of December, in each year. It shall be at the place of the annual meeting of the Rotary Club of Washington, D.C., at such hour as the meeting of the Club shall be adjourned or suspended for this purpose and the annual meeting of this Corporation shall be convened by the President. By a majority vote of the members present the annual meeting of the Corporation may be adjourned to the time and place of the next regular meeting of the Club.

**Section 2.** Special meetings of the Corporation may be held upon printed notice contained in the weekly bulletin of the Rotary Club of Washington, D.C., or other notice in writing mailed not less than two days in advance on any Wednesday at the adjournment or suspension for this purpose, of the regular Wednesday meeting of said Rotary Club, or at any time and place upon notice mailed to all members a week in advance.

**Section 3.** Regular meetings of the Board of Directors shall be held not less than six times each year at the time and place to be determined by the Board. Special meetings of the Board of Directors may be called upon the request of three members of the Board upon written notice mailed to the members of the Board not less than five days in advance.

**Section 4.** At meetings of the members one-third of the total membership shall constitute a quorum. At meetings of the Board of Directors a majority of the Directors shall constitute a quorum.

#### **Article V DUTIES OF OFFICERS**

**Section 1. President.** It shall be the duty of the President to preside at the meetings of the Board of Directors and perform such other duties as ordinarily pertain to his office.

**Section 2. Vice-President.** It shall be the duty of the Vice. President to preside at the meetings in the absence of the President and to perform such other duties as ordinarily pertain to his office.

**Section 3. Secretary.** It shall be the duty of the Secretary to keep records of the membership; record attendance at the meetings; send out notices and record and preserve the minutes of all meetings, and such other duties as ordinarily pertain to this office.

**Section 4. Treasurer.** It shall be the duty of the Treasurer to have custody of all the funds, accounting for same to this Corporation at its annual meeting, and any other time at the request of the Board of Directors. Upon his retirement from office, he shall turn over to his successor or to the President all funds, books of accounts and any other property of the Corporation in his possession.

**Section 5. Sergeant-at-Arms.** The duties of the Sergeant-at-Arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the President or the Board of Directors.

## **Article VI DIRECTORS**

**Section 1.** The property and business of this Corporation shall be managed by its Board of Directors. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board may exercise all such powers of the Corporation consistent with its purposes, and do all such lawful acts and things as are within the powers of the Rotary Foundation to do.

**Section 2.** Without prejudice to the general powers conferred by the last preceding clause, and other powers conferred by statute, by Certificate of Incorporation and by these By-Laws, it is expressly declared that the Board of Directors shall have power: (1) to make and change rules and regulations for the Management of the affairs of the Corporation not inconsistent with these By-Laws; (2) to delegate any of the powers of the Board of Directors in the course of current business of the Corporation to any standing or special committee or to any other officer or agent, or to appoint any persons to be the agents of the Corporation, with such powers and upon such terms as they think fit.

## **Article VII FINANCES**

**Section 1.** All funds of the Corporation shall be deposited in a bank or other financial institution named by the Board of Directors.

**Section 2.** Disbursements of funds for charitable work shall be approved by the Board of Directors. All cash disbursements of funds shall be paid only by checks. Corporation checks shall be signed by any two of the following: President Vice-President, Secretary, Treasurer, or immediate Past President.

**Section 3.** Officers and others having control or access to the Corporation's funds shall give bond as may be required by the Board of Directors, the cost of bond to be borne by the Corporation.

**Section 4.** The fiscal year of the Corporation shall begin on July 1 and end at the close of business on the following June 30.

**Section 5.** An audit of the financial statements of the Corporation shall be made each year by an independent Certified Public Accountant or other qualified person.

## **Article VIII AMENDMENTS**

**Section 1.** These By-Laws may be amended by unanimous vote of the members of this Corporation at any annual or special meeting, a quorum being present, without prior notice of the proposed amendment, or at such a meeting by a vote of two-thirds of all members present, if notice of the proposed amendment shall have been mailed to each member not less than ten days before such meeting.