

**BYLAWS  
OF  
THE MARANA ROTARY FOUNDATION INC**

**ARTICLE I  
NAME**

The name of the Foundation is **THE MARANA ROTARY FOUNDATION, INC.**, (herein referred to as "MRF").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the MRF the State of Arizona shall be P. O. Box 91502, Marana, Pima County, Arizona, 85752-1502; however, the MRF Board of Directors may establish additional offices at such other locations as the MRF Board of Directors may from time to time designate or as the activities of the MRF require.

**ARTICLE III  
PURPOSES**

**Section 1.** The general purpose of the MRF is to provide a means of receiving charitable contributions from members of The Rotary Club of Marana and from the general public; and to disburse funds in the name of The Rotary Club of Marana for charitable, civic and educational purposes.

**Section 2.** The MRF is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Foundation is distributable to, or will inure to the benefit of, its members, directors or officers, or other private individuals; provided, however, that nothing contained herein shall be construed to prevent the reimbursement of expenses incurred in connection therewith.

**ARTICLE IV  
MEMBERS AND ASSOCIATES**

**Section 1. Members.** The MRF shall have no shareholders. The members shall be the MRF Board of Directors.

**Section 2. DUES.** There shall be no dues.

**Section 3. Liabilities and Property Rights of Members.** No individual director now or hereafter qualified as a member of the Foundation shall be personally liable to the creditors of the MRF for any indebtedness or liability, and any and all creditors of this MRF shall look only to the assets of this MRF for payment.

**Section 4. Voting Rights.** The members of the MRF who qualify as such by virtue of being members of The Rotary Club of Marana Board of Directors shall each have one vote.

**Section 5. Meetings.** The combined annual meeting of the members and MRF Board of Directors shall be held in the month of July. Inasmuch as the directors are the only members of the MRF, the regular annual meeting of the Board shall constitute both the annual members' meeting of the MRF and the regular meeting of the MRF Board for the purpose of organization, election of directors and officers and the transaction of any other business of the MRF.

## **ARTICLE V BOARD OF DIRECTORS**

**Section 1. Number of MRF Members.** The management and control of the business, property and affairs of the MRF shall be vested in and conducted by a MRF Board of Directors consisting of not less than five members who shall be elected as provided in this Article V. The exact number of directors to serve on the MRF Board of Directors shall be as determined from time to time by the MRF Board.

**Section 2. Voting.** Except as otherwise provided herein, MRF Directors shall be elected by the Board of Directors of The Rotary Club of Marana in the first ten days of July.

**Section 3. Term of Office.** Each MRF director shall take office immediately upon his/her election and shall serve for the applicable term and, thereafter, until his/her successor is elected and qualified. The term of office of any MRF director elected to fill any vacancy shall be for the unexpired term of the director being replaced unless otherwise stipulated by the resolution electing him/her.

**Section 4. Vacancies.** Vacancies on the MRF Board of Directors resulting from the death, incapacity to serve, resignation, removal, or otherwise, shall be filled by the Board of Directors of The Rotary Club of Marana, and a member so appointed shall hold office for the balance of the term of the member replaced, and thereafter until his/her successor has been duly elected.

**Section 5. Removal.** Any MRF director may be removed from office at any time, with or without cause, by the vote of a majority of the members of the MRF Board of Directors.

**Section 6. Powers.** All corporate powers of the MRF shall be exercised by or under the authority of, and all business and affairs of the MRF shall be controlled by, the MRF Board of Directors. Without limiting the generality of the foregoing, the MRF Board of Directors shall have the following powers:

- (a) Except as otherwise provided in the Articles of Incorporation or these Bylaws, to elect directors and officers and remove any officer of the MRF; to prescribe for all directors and officers powers and duties not inconsistent with law, the Articles of Incorporation or the Bylaws.
- (b) To establish rules and regulations for the conduct, management and control of the affairs and business of the MRF not inconsistent with law, the Articles of Incorporation or the Bylaws.
- (c) To incur indebtedness, the terms and amount of which shall be entered in the minutes of the MRF Board, and any note or obligation evidencing same which shall be signed officially by the President and the Treasurer or the Secretary, or such other person or persons as shall be authorized by the MRF Board of Directors.
- (d) To sell, lease, exchange, otherwise dispose of, mortgage or otherwise encumber all or substantially all of the property and assets of the MRF in such manner and for such consideration as may be authorized by appropriate action of its members, and to abandon such sale, lease, exchange, other disposition, mortgage, or other encumbrance, subject to the contractual rights of third parties thereto.
- (e) To purchase, lease as tenant or in other capacity, or otherwise acquire, hold and control on behalf of the MRF, real, personal and mixed property of all kinds and to authorize execution of any and all documents and instruments in connection therewith.

## **ARTICLE VI COMMITTEES**

**Section 1. Executive Committee.** The MRF Directors may select from their own number an Executive Committee, consisting of such number as they shall determine. The President shall be a member of and the Chairman of such Committee. The Executive Committee, during intervals between the meetings of the MRF Directors, shall have and exercise such powers as may be delegated to it by the MRF Board of Directors from time to time, except that such Committee may not act in relation to any matter in respect of which the MRF Board of Directors shall have previously acted and shall not act contrary to any policy previously determined by said Directors. The Executive Committee shall fix and prescribe its own rules of procedure, and shall keep minutes of its proceedings and report the same to the MRF Board of Directors. Notice of any meeting of the Executive Committee shall be given, orally or in writing, at least 24 hours in advance, or as to members of the MRF Board of who are members of The Rotary Club of Marana. Waiver of notice to any meeting may be given by any committee member.

**Section 2. Investment Committee.** The MRF Board of Directors may appoint the Chairman of the Investment Committee and others from The Rotary Club of Marana or the community on the Committee as it chooses in its discretion. The Chairman of the Investment Committee shall be a member of the MRF. The Investment Committee shall invest funds or property designated for such purpose by the MRF Board of Directors. The Investment Committee may buy, sell, reinvest, exchange property, or the like, and in general manage the property designated for investment, in its discretion, within the investment guidelines set forth by the MRF Board of Directors, without specific approval of The Rotary Club of Marana Board of Directors, however, the investment goals of the one or more funds shall be followed in making investment decisions. Notice of any meeting of the Investment Committee shall be given, orally or in writing, at least 24 hours in advance, or, as to members of the Committee who are members of The Rotary Club of Marana.

**Section 3. Other Committees.** The MRF Board of Directors shall have the right to appoint such other committees as they shall deem necessary or desirable for the proper conduct of the business and affairs of the MRF. The MRF Directors shall appoint the Chairman of such committee, who shall be a member of the MRF Board of Directors, and others from The Rotary Club of Marana or the community as it deems desirable. Each Committee shall fix and prescribe its own rules of procedure, and shall make reports of its activities to the MRF Board of Directors.

## **ARTICLE VII FINANCES**

**Section 1. Annual Review.** Books of the MRF shall be reviewed as of the end of the fiscal year by an auditing committee or commercial accounting firm appointed or designated by the President of the MRF. If practicable, the review report shall be completed by and be available at the annual meeting, and shall otherwise be available to all members of the MRF and The Rotary Club of Marana Boards of Directors.

**Section 2. Accounts.** All receipts of the MRF shall be deposited in accounts maintained by the Treasurer and all disbursements by the MRF shall be made through accounts maintained by the treasurer; provided, however, proceeds of sale of investments and the reinvestment thereof may be made by the Investment Committee. All receipts of income in cash, on investments, shall be through accounts maintained by the Treasurer.

**Section 3. Number of Signatures.** All disbursements of funds, other than as permitted in Section 2 of this Article, shall require the signatures of the Treasurer, or in his/her absences the Assistant Treasurer, and one additional officer of the MRF Board of Directors.

## **ARTICLE VIII OFFICERS**

**Section 1. Positions.** The officers of the MRF shall be a President, a Treasurer, a Secretary and, if deemed necessary, an Assistant Secretary and Assistant Treasurer. Other officers and assistant officers as needed may be appointed or elected by the MRF Board of Directors. All officers shall be members of the MRF Board of Directors.

**Section 2. Election and Term of Office.** Officers shall be elected by the MRF Board of Directors immediately following the election of the MRF Directors at the annual meeting of the MRF. Their term of office shall commence immediately and shall continue for one year or until their respective successors are elected and qualified. Any vacancy occurring among the officers shall be filled by the MRF Board of Directors at the next regularly scheduled meeting of the board, and any officer so elected shall hold office for the unexpired term of the officer succeeded or until a successor is elected and qualified.

**Section 3. Removal.** Any officer may be removed at any time, either with or without cause, by the vote of a majority of the MRF Board of Directors at any regular or special meeting called for such purpose.

**Section 4. Resignation.** Any officer may resign at any time by giving written notice to the President or the Secretary of the MRF. Such resignation shall take effect when received or at any later date specified therein; and the acceptance by the MRF Board of Directors of such resignation shall not be necessary.

**Section 5. Duties of Officers.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, to elect directors and officers and remove any officer of the MRF; to prescribe for all directors and officers powers and duties not inconsistent with law, the Articles of Incorporation or the Bylaws.

- (a) **President.** The President shall preside at all meetings and be the chief executive officer and president of the MRF, having general direction of all affairs subject to the control of the MRF Board of Directors, having authority to sign and execute, in the name of the MRF, all contracts and other documents or instruments as authorized by the MRF Board of Directors.
- (b) **Vice President(s).** In the absence of the President or in the event of his/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 by the President or by the Executive Committee, if one.
- (c) **Treasurer.** The Treasurer shall receive and have custody of all funds of the MRF, and deposit same in such bank or banks as may be designated by the MRF Board of Directors. To facilitate routine small expenditures, the Treasurer may establish a separate Petty Cash Account, and may make withdrawals therefrom on his or her signature, and may authorize others to make such withdrawals with the consent of the President. The Treasurer shall serve as a member of the Finance Committee, if one is established, and shall perform any other duties incident to such office or determined by the MRF Board of Directors. At the discretion of the MRF Board of Directors, the Treasurer shall be bonded in an amount to be designated by the MRF Board of Directors.

- (d). **Secretary.** The Secretary shall keep a full, complete and accurate record of the proceedings of the MRF Board of Directors and of the meetings of members of the MRF; shall give notice of such meetings as required; and shall discharge such other duties as pertain to the office, or as prescribed by the President or the MRF Board of Directors.
- (e). **Staff.** To facilitate expeditious and efficient conduct of the day-to-day business of the MRF, the MRF Board of Directors may employ such persons as it deems necessary, whose duties shall be prescribed and whose compensation shall be determined by the MRF Board of Directors.

## **ARTICLE IX MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the MRF shall be held during the month of July of each year, commencing in 2005, on such date and at such place and time as The Rotary Club of Marana's newly installed Board of Directors meets and shall be designated in the Notice of Meeting, for the election of directors and officers, receiving the annual reports of the officers and committee chairmen, and for the transaction of such other business as may properly come before the meeting.

**Section 2. Special Meeting.** If an annual meeting for the election of MRF Board of Directors and officers is not held as provided, or the requisite number of directors not elected at the annual meeting, directors and/or officers may be elected at any special meeting called for that purpose.

**Section 3. Regular and Special Meetings.** Regular meetings of the MRF Board of Directors may be established and held at such time and on such dates as shall be determined by the MRF Board of Directors. Regular meetings need not be noticed if held on a regularly established date. Special meetings of the MRF Board of Directors may be called by the Chairman of said MRF Board or by any two members of MRF Board.

**Section 4. Quorum.** At any meeting of the MRF Board of Directors, a quorum shall consist of one-half of its members. In no event, however, shall a quorum at a meeting of the MRF Board of Directors consist of less than three members.

**Section 5. Adjournment.** In the absence of a quorum at any meeting of the MRF Board of Directors, the majority of those present may adjourn the meeting from time to time until such time as a quorum is present for conducting the meeting or until the time fixed for the next regular meeting.

**Section 6. Meeting Notices.** Notice of each annual and special meeting herein required to be given shall be given by the Secretary, either by telephone, e-mail or by mail. Any notice by mail, and all notice of annual meetings of the MRF, shall be given at least ten days prior to such meeting. Notice of any special meeting by telephone or e-mail shall be made at least twenty-four hours prior to such meeting.

**Section 7. Waiver of Notice.** Attendance at any meeting shall constitute a waiver of notice, except when attendance is for the express purpose of objecting to the transaction of any business because a meeting is not duly called or convened. Notice may be waived in writing signed by all of the members of the MRF or by the directors serving on the MRF Board of Directors.

**Section 8. Telephone Conference.** Regular or special meetings of the MRF Board of Directors or the Executive Committee, if one is appointed, may be conducted by means of conference telephone, web conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 9. Action without Meeting.** Any action required to be taken at a meeting of the members of the MRF or at a meeting of the MRF Board of Directors, or any action which may be taken at a meeting of a MRF Board committee, may be taken without a meeting if the action is set forth in writing and all members, directors or committee members, as pertinent, consent thereto in writing. Such consent shall have the same effect as a unanimous vote, and the signed instrument shall be filed with minutes of other proceedings of the members, MRF Board of Directors or of the committee.

**Section 10. Order of Business.** At meetings of the members or MRF Board of Directors, business shall be transacted in such order as said Board may determine from time to time. Robert's Rules of Order shall govern in any matter not covered by the Articles of Incorporation or by these Bylaws.

**Section 11. Conflict of Interest.** Any duality of interest or possible conflict of interest on the part of any member of the MRF Board of Directors shall be disclosed to the other members and made a matter of record when the interest becomes a matter of the MRF Board of Directors or Executive Committee action. Any MRF Board member having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter and he/she shall not be counted in determining the quorum for the meeting, even where permitted by law.

The minutes of the meeting shall reflect that a disclosure was made as well as the abstention from voting and the quorum situation. The foregoing requirement shall not be construed as preventing the MRF Board member from briefly stating his or her position in the matter nor from answering questions of other MRF Board members since his/her knowledge may be of great assistance.

## **ARTICLE X SEAL**

A Corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Marana Rotary Foundation, but, nevertheless, if a seal is adopted by this Foundation, it shall be circular in form with the words "**THE MARANA ROTARY FOUNDATION, INC.**", in the circumference, and the lettering in the center shall be "Incorporated Arizona 2005".

## **ARTICLE XI CONTRIBUTIONS**

The MRF may accept any designated contribution, bequest or devise not inconsistent with its general tax-exempt purposes, its Articles of Incorporation and these Bylaws. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored; however, the MRF shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in the connection with any special fund, purpose or use. Further, the MRF shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to ensure that such funds will be used to carry out its tax-exempt purposes.

**ARTICLE XII  
DISSOLUTION/LIQUIDATION**

Upon dissolution and/or liquidation of the MRF, the MRF Board of Directors shall, after making provision for payment of all liabilities of the MRF, distribute the assets of the MRF to one or more organizations, which are organized exclusively for charitable, education, religious, scientific or literary purposes and which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XIII  
INDEMNIFICATION OF  
OFFICERS DIRECTORS ADVISORS AND EMPLOYEES**

The MRF shall indemnify, to the maximum extent permitted by Arizona Revised Statutes §10-1005(C), any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, or any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, advisor, or employee of the Foundation or is or was serving at the request of the Foundation as a director, officer, advisor, or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement to the extent permitted by law. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law.

The Foundation may, to the full extent then permitted by law and authorized by the directors, purchase and maintain insurance on behalf of any officer, director, advisor or employee against any liability asserted against and incurred by any such person in any such capacity, or arising out of his status as such, whether or not the Foundation would have the power to indemnify such person against such liability.

**ARTICLE XIV  
AMENDMENTS**

Subject to revision or repeal by the members, these Bylaws may be amended, added to, altered, or rescinded and new Bylaws adopted by a majority vote of the MRF Board of Directors at any annual or regular meeting of the MRF Board of Directors, or special meeting called by that purpose; provided, however, in no event shall these Bylaws be amended so as to make the MRF Foundation other than an organization falling within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. The test of any proposed amendment shall be distributed to each member of the Club Foundation Board of Directors together with the appropriate notice of meeting, at least ten days prior to the date of any meeting at which such amendment is to be considered.

## CERTIFICATION

The undersigned, as President and Secretary, being duly elected, qualified and acting for THE MARANA ROTARY FOUNDATION, INC., an Arizona nonprofit corporation, do hereby CERTIFY that the foregoing instrument constitutes the Bylaws of said MRF, duly and regularly adopted and approved by the MRF Board of Directors at the organization meeting of said Board, or subsequently as indicated.

*Maeve W. Johnson*

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Maeve Johnson  
**President, The Marana Rotary Foundation, Inc.**

*Jo M. Holt, Ph.D.*

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Jo M. Holt, Ph.D.  
Secretary, The Marana Rotary Foundation, Inc.

Approved by The Marana Rotary Foundation, Inc. Board of Directors on June 20, 2016.