

BYLAWS OF SEATTLE ROTARY SERVICE FOUNDATION

(Last amended March 23, 2016)



PREAMBLE

The Seattle Rotary Service Foundation was formed by the members of the Rotary Club of Seattle and in all matters and activities has worked, and will work, closely with the Rotary Club of Seattle. The fundamental purposes of the Foundation are charitable, educational, and scientific, including, without limitation, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. As a nonprofit corporation under the laws of the state of Washington, the Foundation shall be governed by and have all authority and powers set forth in the Washington Nonprofit Corporation Act, as amended [Revised Code of Washington (RCW) 24.03].

ARTICLE 1.

OFFICE

The principal office of the Foundation shall be at 1215 Fourth Avenue, Suite 1215, Seattle, King County, Washington or such other place that serves as the principal office of the Rotary Club of Seattle or is chosen by the Foundation Board of Trustees.

ARTICLE 2.

MEMBERS AND MEETINGS OF MEMBERS

Section 2.1 Members. Membership of the Foundation shall be as provided in the Articles of Incorporation of the Foundation, as amended from time to time, which were first filed with the Washington State Secretary of State in December 1968.

Section 2.2 Meetings. Meetings of the members of the Foundation shall be held in the same manner and location as meetings of the Rotary Club of Seattle, or as selected by the President or Board of Trustees of the Foundation. Election of trustees to succeed those whose terms expire, presentation of reports, and the transaction of any other business as may come before the members may take place at any annual or special meeting.

Special meetings of members. Special meetings of the members for any purpose(s), unless otherwise prescribed by statute, may be called at any

time by the President, Secretary, Board of Trustees, or by members holding not less than 33% of the votes entitled to be cast at the meeting.

A majority of the members present (1) in person, (2) by proxy in the form of a record signed by such member or such member's authorized attorney-in-fact, or (3) by ballot in writing, shall constitute a quorum for a general meeting or special meeting and for the transaction of all business, provided a lesser number may adjourn the meeting to a definite later time. The act of a majority of the members present at the meeting at which a quorum is present shall be the act of the members. Presence at a meeting shall constitute a waiver of notice except when a member attends for the express purpose of objecting to the transaction of any business.

Section 2.3 Annual Meeting and Meeting Notice. The annual meeting of the Foundation shall be held on the same date and location as the meeting of the Rotary Club of Seattle for the election of its directors. Notice of the annual and other meetings of members of the Foundation may be called by the President of the Foundation or the President of the Rotary Club of Seattle. Written notice of any meeting shall be given the members not less than ten or more than 50 days before the date of the meeting or as otherwise provided in the Washington Nonprofit Corporation Act, as amended.

ARTICLE 3.

BOARD OF TRUSTEES

Section 3.1 Number. The Board of Trustees shall consist of not fewer than nine (9) Trustees or more than fifteen (15), such number, however, to be divisible by three. New members of the Board of Trustees shall be classified as to terms of office to comply with the requirements of this Article. The Board of Trustees shall have authority from time to time to increase or decrease the number of trustees, but within the limits above specified. In the event of increase, the Board of Trustees shall have authority to elect new Trustees from the membership of the Rotary Club of Seattle. If the number of Trustees is reduced, the number of Trustees shall be reduced by voluntary resignation, or, if there are not sufficient voluntary resignations, such reduction shall be effected upon the basis of seniority of membership in the Rotary Club of Seattle, and those members of the Board of Trustees with the least number of years of membership shall resign. If members of the Board of Trustees are of the same period of service, the Trustee to resign may be determined by lot.

Section 3.2 Qualifications. Members of the Foundation Board of Trustees shall be members of the Rotary Club of Seattle.

Section 3.3 Nomination, Election and Tenure. The Nominating Committee of the Rotary Club of Seattle, as that committee may be designated and appointed from time to time, shall serve as the nominating committee of

the trustees to be elected as the Foundation's Board of Trustees. One-third of the Board of Trustees shall be elected annually, in person, or by written ballot, at a meeting of the members, to serve for a period that shall not exceed two (2) successive three-year terms.

Section 3.4 Nominations of Officers. The third-year trustees and the immediate past president of the Foundation shall be the nominating committee for the officers of the following year. Nominations for all officers shall be presented to the board of trustees and voting shall take place no later than the June meeting, unless the Board of Trustees shall determine otherwise from time to time. Newly elected officers' terms commence on July 1 of the new Rotary year.

Section 3.5 Resignation, Vacancies and Removal. A trustee may resign at any time by delivering a written resignation to the Board of Trustees. If a vacancy occurs on the Board of Trustees by reason of death, resignation or disqualification, a majority of the remaining trustees shall fill the vacancy, and the member so elected shall serve for the remainder of the term of the trustee succeeded. In addition to removal by members as provided by law, a trustee may be removed, with or without cause, by a supermajority (2/3) vote of the Board of Trustees.

Section 3.6 Conflict of Interest. Foundation officers, trustees, and members of committees of the Board of Trustees authorized to act on behalf of

the Foundation board shall complete a Conflict of Interest Questionnaire annually.

ARTICLE 4.

AUTHORITY OF BOARD AND MEETINGS

Section 4.1 Management; Presumption of Assent. The business and affairs of the Foundation shall be managed by the Board of Trustees. A trustee who is present at a meeting of the Board of Trustees shall be presumed to have assented to action taken unless the trustee's dissent or abstention is delivered to the Secretary of the Foundation, during or immediately after adjournment of the meeting.

Section 4.2 Regular Meetings. The Board of Trustees shall hold regular meetings, with or without notice, at locations in or near Seattle, Washington on dates set by the Board of Trustees or the President. Except for discussions and decisions regarding grant requests of the Foundation, any member as defined herein may attend a Board of Trustee meeting.

Section 4.3 Special Meetings. Special meetings of the Board of Trustees may be held at a location in or near Seattle, Washington at a proper time designated by the President or by any two trustees, provided the President or a trustee promptly notifies the Secretary. The Secretary shall give notice to each trustee at least three days prior to the time fixed for the meeting, which notice shall specify the time, place, and purposes of the meeting. A trustee may waive

notice of any meeting of the Board of Trustees, either before or after the meeting has been held. Attendance at the meeting shall constitute a waiver of notice except where attendance is for the express purpose of objecting to the transaction of any business.

Section 4.4 Quorum. A majority of the trustees shall constitute a quorum for the transaction of all business, provided a lesser number may adjourn the meeting to a definite later time. Except as expressly set forth in these Bylaws, the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 4.5 Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation or these Bylaws, or by the laws of the state of Washington, to be taken at a meeting of the members or the Board of Trustees (or any committee), may be taken without a meeting if a consent in writing, or by facsimile, or by electronic mail, setting forth the action so taken, shall be signed in counterparts by all of the members or trustees entitled to vote with respect to the subject matter of the action. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Section 4.6 Meeting by Telephone Conference. Members of the Board of Trustees may participate in a meeting of the board by a conference telephone call or by use of similar communications equipment by means of which all persons participating in the meeting can hear each other at the same

time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 5.

OFFICERS

Section 5.1 Number of Officers. The officers of the Foundation shall be the President, Vice President, Secretary, and Treasurer, or any of them. The Board of Trustees may also elect an Assistant Secretary and other officers.

Section 5.2 Selection and Qualification of Officers. All officers shall be elected by the Board of Trustees, and such elections shall be by open voting unless the trustees determine to use a written ballot. All officers shall be members of the Rotary Club of Seattle. A Trustee may hold one or more offices during a three-year term, but only one office per year. It shall not be necessary for the Treasurer to be a trustee.

Section 5.3 Term of Office. Each officer elected by the Board of Trustees shall serve for a one-year term, or for a term not to exceed two years as may be designated by the Board of Trustees.

Section 5.4 Office Vacancies. The Board of Trustees shall fill any vacancy that occurs by reason of death, resignation, or disqualification, and the person elected to fill the vacancy shall complete the term of the officer whose position has become vacant.

Section 5.5 Duties

A. President. The President shall preside at all meetings of the Board of Trustees and of the members when meetings of members are held separately from meetings of the Rotary Club of Seattle. The President shall be the chief executive of the Foundation, shall be a member of the Board of Directors of the Rotary Club of Seattle, shall sign all documents authorized by the Board of Trustees or required in the ordinary conduct of the Foundation's business, shall carry out the general policies authorized by the Board of Trustees, shall select and appoint all committee members except those appointed by the Board of Trustees, and shall perform all acts incident to the office of a president and such other duties as the Board of Trustees may require.

B. Vice President. The Vice President shall act for and have all of the powers conferred upon the President during the President's absence or inability to act and shall perform other duties as may be specified by the Board of Trustees.

C. Secretary. The Secretary shall oversee preparation and be the custodian of the records and minutes of Foundation meetings, including, but not limited to, the Bylaws. The Secretary shall keep the seal of the Foundation, if any, and have charge of the seal and the corporate books, and shall make such reports and perform such other

duties that are properly required of the Secretary. . All of the duties to be performed by the Secretary, by direction of the President or Secretary, may be performed by an assistant secretary or by some other officer or person. The Secretary shall also perform such other duties as the Board of Trustees may require.

D. Treasurer. The Treasurer shall be custodian of the funds of the Foundation, and all moneys shall be delivered to the Treasurer for deposit or shall be deposited in a bank selected by the Treasurer or the Board of Trustees. The Treasurer shall oversee disbursements of moneys and assets and shall perform all acts incident to the office of a treasurer and other duties as the Board of Trustees may require.

E. Immediate Past President. The Immediate Past President shall serve as a member of the Board of Trustees for one year with voting rights once his/her term is complete.

ARTICLE 6.

FUNDS, DISBURSEMENTS, ACCOUNTING MATTERS, AND CONTRACTS

Section 6.1 Funds. All funds received by the Foundation shall be deposited in a banking account of the Foundation and disbursed therefrom for the purposes and requirements of the Foundation by check or by electronic transfer.

Section 6.2 Disbursements. Checks, drafts, promissory notes, bills of exchange, acceptances, and other instruments for the payment of money shall be signed by any two officers of the Foundation or other persons approved by the Treasurer or Board of Trustees.

Section 6.3 Bookkeeping. Books of account shall be kept and reviewed by a certified public accountant firm or an individual approved by the Board of Trustees, but the report of examination need not be certified unless required by the Board of Trustees.

Section 6.4 Annual Financial Report. Each Trustee shall be furnished a copy or summary of the annual report of the certified public accountant firm or the individual as soon as reasonably possible following its availability.

Section 6.5 Book Inspection. All books of account and financial matters shall be open to inspection at all times by any Trustee.

Section 6.6 Deeds and Contracts. After approval by the Board of Trustees, deeds, mortgages, contracts, and all other instruments affecting real property or purporting to convey or encumber any interest in real property shall be signed by the President or Vice President and by the Secretary or Treasurer, and when so signed shall be binding upon the Foundation.

Section 6.7 Loans. No loan shall be made by the Foundation to any officer, trustee, or member, nor shall any officer, trustee, or member make any loans to the Foundation.

Section 6.8 Investment of Funds. Funds of the Foundation shall be invested in a prudent manner, consistent with the provisions of the Uniform Management of Institutional Funds Act (RCW Chapter 24.44).

ARTICLE 7.

COMMITTEES

Section 7.1 Standing Committees. The following committees, their equivalent, or other committees may be appointed by the President consisting each of no fewer than two (2) Trustees to perform the duties specified. The Board of Trustees may choose to function as, and to perform all duties of, any of these standing committees.

A. Annual Fund Drive Committee. The Annual Fund Drive Committee shall recommend to the Board of Trustees the manner and amount of solicitation of annual **funds** for Foundation purposes from among members and shall coordinate and assist in the carrying out the solicitation campaign approved by the Board of Trustees.

B. Finance Committee. The Finance Committee shall serve as advisors to the Foundation for accounting purposes, for the investment and reinvestment of Foundation funds and/or the selection of appropriate investment advisors or managers, and for the safekeeping of its securities and other property. The committee shall from time to time make recommendations to the Board of Trustees and implement

procedures and practices for carrying out the fiscal objectives and accounting practices of the Foundation.

C. Grant Committee. One or more Grant Committees may be **appointed** by the President. The Grant Committee(s) shall recommend to the Board of Trustees standards and criteria to be considered when allocating funds of the Foundation. The Grant Committee(s) shall review requests for funds and make reports and grant recommendations to the Board of Trustees. The Grant Committee(s) shall recommend: (1) the amount of funds to be granted by the Foundation, (2) the priority of allocating the grant of funds among the various requests received and (3) any grant conditions or qualifications deemed appropriate.

D. Special Giving Committee. The Special Giving Committee shall recommend to the Board of Trustees the manner and amount of solicitation of board designated and endowment funds from members and others and shall coordinate and assist in the carrying out the solicitation campaign approved by the Board of Trustees.

Section 7.2 Special Committees. The President may establish and appoint any Special Committee the President deems appropriate and shall report on the Special Committee's activities to the Board of Trustees.

Section 7.3 Qualifications of Committee Members. All committee members shall be members of the Rotary Club of Seattle, but need not be trustees or officers of the Foundation.

Section 7.4 Term. All committee members shall serve for terms commensurate with the term of the President appointing the members to that committee.

Section 7.5 Committee Reports. When requested by the President or Board of Trustees, a committee chair shall report to the Board of Trustees on the committee's activities and plans for the purpose of obtaining ratification and/or authorization by the Board of Trustees.

Section 7.6 Committee Meetings. All Bylaw provisions relating to meetings of the entire Board of Trustees shall be applicable to meetings of all committees, unless the Board of Trustees shall determine otherwise from time to time.

ARTICLE 8.

INDEMNIFICATION OF OFFICERS, TRUSTEES, EMPLOYEES, AND AGENTS

[Article 8 is intentionally left blank. The amended Articles of Incorporation of the Foundation filed with the Washington Secretary of State on May 20, 1996 shall govern indemnification of officers, trustees, employees, and agents under Article XI.].

ARTICLE 9.

EFFECT OF BYLAWS

Section 9.1 Adoption. These Bylaws as amended, together with the Articles of Incorporation of the Foundation, as amended, and the applicable laws of the state of Washington shall govern the operations of the Foundation.

Section 9.2 Repeal. These Bylaws, as amended, supersede and replace all prior Bylaws of the Foundation.

Section 9.3 Articles Shall Govern. If there is any inconsistency between the Articles of the Foundation and these Bylaws, the Articles, as amended, shall govern, and any inconsistent Bylaw shall be deemed amended in accordance with such Articles, but shall not affect any other Bylaw.

ARTICLE 10.

AMENDMENT

Except as hereinafter provided in this Article 10, the power to alter, amend, or repeal these Bylaws or adopt new Bylaws is vested in the Board of Trustees by a supermajority (2/3) vote of the Board of Trustees at any meeting of the Board. The members of the Foundation shall be notified in writing within fifteen (15) days after the date the Board of Trustees has approved any change to the Bylaws. The members may rescind such action taken by the Board of Trustees with respect to the Bylaws by a majority vote of the members present at a special meeting of the members of the Rotary Club of Seattle, as set forth

- 15 -

**SRSF BYLAWS
LAST AMENDED MARCH 23, 2016
PAGE 15 OF 16**

under Section 2.2 herein, provided written notice is given to the members that such matters will be considered at the special meeting, which may be held in the same manner and location as a meeting of the Rotary Club of Seattle. If the change(s) to the Bylaws is rescinded by the members at such a special meeting as set forth herein, the Board of Trustees' change(s) to the Bylaws shall be void and of no force or effect.

If written notice for a special meeting is not sent within sixty (60) days after the date the Board of Trustees has approved any change to the Bylaws, such change(s) to the Bylaws shall be immediately effective without further action and any special meeting notice sent to rescind such change to the Bylaws after such sixty (60) days shall be void and of no force or effect. Notwithstanding anything to the contrary in the Bylaws, to the extent that this Article 10 is inconsistent with the Articles of Incorporation, the Bylaws shall govern.

Adopted by resolution of the Foundation's Board of Trustees, as set forth herein, on March 23, 2016.

Grace Chien, Secretary