

**BYLAWS OF ROTARY CLUB OF TEHACHAPI FOUNDATION
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION
Amended: July 1, 2017**

**ARTICLE I
NAME AND OFFICES**

Section 1. Name. The name of this corporation shall be Rotary Club of Tehachapi Foundation.

Section 2. Principal Office. The location of the principal office of this corporation shall be established by the Board of Directors

**ARTICLE II
PURPOSES**

Section 1. Purpose. This corporation is a non-profit, public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The assets of this corporation are to be used, within the sound discretion of the Board of Directors, for any philanthropic project or purpose.

Section 2. Powers. Generally, the corporation may exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of California, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Section 3. Limitations. This corporation is organized and operated exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or

distribution of statements) on behalf of, or in opposition to, any candidate for public office.

ARTICLE III MEMBERS

Section 1. Members. This corporation shall have no members. Any action which would otherwise require approval of a majority of all members shall require only approval of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. Subject to the provisions of the Law and any limitation in the articles and bylaws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Number of Directors. The board of directors shall consist of not less than seven (7) but no more than nineteen (19) members.

Section 3. Selection of Directors. The directors shall be selected by the Rotary Club of Tehachapi and the majority of the directors must be members of the Rotary Club of Tehachapi.

Section 4. Terms. All directors, except at the onset of operations, shall serve a three year term. At the onset of operations the directors shall receive terms of one, two or three years, split in approximate thirds.

Section 5. Qualification. Not more than forty-nine percent (49%) of the persons serving on the board of this corporation may be "interested persons," as defined by Section 5227 of the Nonprofit Public Benefit Corporation Law or any successor section thereto.

Section 6. Duties. It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and fix the compensation, if any, of all employees of the Corporation;

(c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their mail addresses, fax numbers, and/or email addresses with Secretary of the Corporation. Notices of meetings mailed, faxed or emailed to them at such addresses shall be valid notices thereof.

Section 7. Regular Meetings. The board of directors may fix by resolution the time and place for the holding of regular meetings, without other notice than such resolution, including the regular annual meeting of the board. Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the board of directors.

Section 8. Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called by the president or by any two (2) directors.

Section 9. Notice. Special meetings of the board of directors shall be held upon two (2) days' notice. Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 10. Quorum and Adjournment. A majority of the number of directors authorized by these bylaws shall constitute a quorum for the transaction of business at any meeting of the board. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 11. Manner of Acting. The act of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the board of directors, unless the act of a different number is required by law, the articles of

incorporation or these bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least as many directors as is required to act on behalf of the board.

Members of the board of directors may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting in such a manner constitutes presence in person at such meeting.

Section 12. Action Without Meeting of the Board. Any action of the board of directors may be taken without a meeting if all members of the board who are not interested persons within the meaning of the Corporation Code Section 5233 shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 13. Vacancies. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty arising under the law or any successor articles thereto. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until a successor is elected. Any vacancy occurring on the board of directors as well as any directorship to be filled by reason of an increase in the number of directors shall be filled by a majority of directors then in office, whether or not less than a quorum, or by a sole remaining director.

Section 14. Compensation. Directors as such shall not receive any compensation for their services.

Section 15. No Interest in Assets. No director shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the articles of incorporation.

Section 16. Resignation. Any director may resign effective upon giving written notice to the president, the secretary or the board of directors of this corporation, unless the notice specifies a later time for the effectiveness of such resignation.

ARTICLE V **OFFICERS**

Section 1. Officers. The officers of this corporation shall be a president, a president elect, a secretary, treasurer, and such other officers with such titles and duties as shall be determined by the board of directors. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 2. Selection and Term of Office. The officers of this corporation shall be chosen by the board of directors and shall serve at the pleasure of the board.

Section 3. Removal. Any officer selected by the board of directors may be removed by the board of directors whenever in its judgment the best interests of this corporation would be served thereby.

Section 4. Resignation. Any officer may resign at any time upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors.

Section 6. President. The president shall be the general manager and chief executive officer of this corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of this corporation. The president shall preside over all meetings of the board of directors. The president shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the president and any further powers and duties as may be established by the board of directors.

Section 7. President Elect. In the absence or disability of the president, the President Elect shall perform all of 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. The president elect shall have such other powers and perform such other duties as from time to time may be established for him/her, respectively, by the board of directors or these bylaws.

Section 8. Treasurer. The treasurer shall be the chief financial officer of this corporation and shall keep and maintain adequate and correct books and records of account of this corporation. The treasurer shall receive and deposit all moneys and

other valuables belonging to this corporation in the name and to the credit of this corporation and shall disburse the same only in such manner as the board of directors or the appropriate officers of this corporation may from time to time determine and shall render to the board of directors, whenever they request it, an account of all his or her transactions as treasurer and of the financial condition of this corporation. He or she shall have all of the powers and perform all of the duties incident to the office of treasurer and any further powers and duties as may be established by the board of directors.

Section 9. Secretary. The secretary shall keep or cause to be kept at the principal executive office of this corporation or such other place as the board of directors may order, a book of minutes of all proceedings of the board of directors, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice thereof given, and the names of those present. The secretary shall give or cause to be given notice of all the meetings of the board of directors required by these bylaws or by statute to be given, and the secretary shall keep the seal of this corporation, if any, in safe custody. The secretary shall have all of the powers and perform all of the duties incident to the office of secretary and any further powers and duties as may be established by the board of directors.

ARTICLE VI **COMMITTEES**

Section 1. Committees of Directors. The board of directors may, by resolution adopted by a majority of the number of directors, create one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the board. Appointments to such committees shall be by a majority vote of the directors. Any such committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to (a) the approval of any action for which the Law also requires approval of the board; (b) the filling of vacancies on the board or on any committee which has the authority of the board; (c) the amendment or repeal of bylaws or the adoption of new bylaws; (d) the amendment or repeal of any resolution of the board which by its express terms is not so amendable or repeal able; (e) the appointment of committees of the board or the members thereof; or (f) the approval of any self-dealing transaction as defined by Section 5233 of the Law or any successor section thereto, except as provided by law.

Section 2. Rules. The procedures set forth above for calling meetings of the Board of Directors or for establishing a quorum at a meeting shall also apply to committees. For such purpose, references to "the board" or "the board of directors" shall be deemed to refer to each such committee and references to "directors" or "members of the board" shall be deemed to refer to members of the committee.

ARTICLE VII MISCELLANEOUS

Section 1. Contracts. The board of directors may authorize any officer or officers to be agent or agents of this corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to special instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, of this 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 and countersigned by the chief executive officer of this corporation.

Section 3. Deposits. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Donations. The officers of this corporation or their designee are authorized to accept donations which support the purposes of this corporation as set forth in the articles of incorporation of this corporation whether such donation is for a special project or projects or is for the general support of this corporation's programs.

ARTICLE VIII BOOKS AND RECORDS

This corporation shall keep at its principal office in this state, if any, the original or a copy of its articles of incorporation and bylaws as amended to date. Furthermore, this corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its board of directors and committees of the board. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this corporation. The Board of Directors of the Rotary Club of Tehachapi shall also have the right to inspect the books and records of this corporation.

ARTICLE IX **ANNUAL AND OTHER REPORTS**

Section 1. Annual Statement of Certain Transactions. This corporation shall furnish annually to its directors within one hundred twenty (120) days after the close of this corporation's fiscal year, a statement which briefly describes each of the following transactions, if any:

(a) Any "covered transaction" during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of "covered transactions" in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and

(b) Any indemnification or advance aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of this corporation pursuant to the Law (presently Section 5238) providing for the indemnification of officers and directors. The amount and circumstances of such indemnification should be stated.

Within the meaning of this section, a "covered transaction" with an "interested person" means a transaction in which this corporation, its parent, or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of this corporation, or its parent or subsidiary; or any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this section.

The statement required by this section shall be included in the report prepared pursuant to Section 2 of this article.

Section 2. Financial Information. The board of directors shall cause to be prepared within one hundred twenty (120) days after the close of this corporation's fiscal year, for their own use and for whatever further use the board may duly authorize, a report containing in appropriate detail the following information:

(a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year; and

(e) Any information required by Section 1 of this article.

The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the books and records of this corporation. A copy of this report shall be submitted to the Board of Directors of the Rotary Club of Tehachapi.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES

This corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors, and officers, (hereinafter referred to as "Agents") against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was an Agent of this corporation; provided that the board of directors determined that such agent was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty

relating to assets held in charitable trust.

If, because of the nature of the proceeding, this corporation is prohibited by the Law from indemnifying its Agent against judgments, fines, settlements and other amounts, this corporation shall nevertheless indemnify each of its Agents against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was an Agent of this corporation; provided that the board of directors determines that such Agent was acting in good faith and in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this article or by Law.

The board of directors may authorize this corporation to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an Agent of this corporation. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XI

CORPORATE LOANS, GUARANTEES AND ADVANCES

Except as provided by the Law (presently Section 5236), this corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

ARTICLE XII

BYLAWS OF ROTARY CLUB OF TEHACHAPI FOUNDATION

ADOPTED JULY 20, 2009

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AMENDMENTS TO BYLAWS

New bylaws may be adopted or these bylaws may be amended or repealed by the approval of the board of directors.

SECRETARY'S CERTIFICATE

I, the undersigned, certify that I am the presently elected and acting Secretary of Rotary Club of Tehachapi Foundation, a California nonprofit public benefit corporation, and that the above bylaws, consisting of ten (10) pages, are the bylaws of this corporation as adopted by the Action of Sole Incorporator on _____ .

Dated: July 1,, 2017

By: _____
Its: Secretary