

BYLAWS OF THE ROTARY CLUB OF THE DEERFIELD VALLEY FUND

Article 1. Name, Purpose & Registered Office

Section 1. Name. The name of the corporation shall be "The Rotary Club of Deerfield Valley Fund, Inc.," doing business under the assumed named "The Rotary Club of the Deerfield Valley."

Section 2. Purpose. The corporation shall be a voluntary, charitable, nonprofit IRC 501(c)(3) association, formed as a planning, operational, administrative and educational organization for the raising and distribution of funds for educational and community-based means serving the Deerfield Valley towns of Vermont as well as national and international assistance programs.

Section 3. Registered Office. The registered office of the corporation shall be located at P.O. Box 542, West Dover, Vermont, 05356.

Article 2. Members

Section 1. Members. Members in good standing shall be persons who have paid their dues and monthly meeting fees.

Section 2. Member Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Recommending New Members. A member shall recommend a prospective member to the membership committee. After a prospective member has been recommended, the membership committee shall invite that person to attend three meetings and meet with a member of the membership committee to understand the mission of Rotary International, the activities of the corporation and the dues structure of the corporation. If after attending three meetings and meeting with a member of the membership committee, the prospective member is interested in joining the corporation, that person shall submit to the membership committee a brief resume.

Section 4. Electing New Members. The chair of the membership committee shall submit the prospective member's name and resume to the full membership via email. If there is no objection within five (5) days of receiving the email, the membership committee shall forward the prospective member's name to the board of directors. If there is a written objection by a member within five (5) days of receiving the email,

the membership committee will convene a meeting with the objector and the recommending member. After that meeting, the membership committee shall forward to the board of directors its recommendation as to whether the prospective member should become a member. The board of directors shall then elect or deny membership to a prospective member. The corporation, acting through its board of directors, reserves the right to deny membership to any person for any reason which is not unlawful.

Section 5. Inducting New Members. Following the election of a new member, the president shall arrange for the new member's induction, membership card and new member Rotary literature. In addition, the Secretary will report the new member information to Rotary International.

Section 6. Honorary Members. The members may elect, in accordance with the Standard Rotary Club Constitution, honorary members proposed by the board of directors.

Section 7. Terminating Members. The board of directors, by affirmative vote of two-thirds of all the members of the board present and voting, may suspend or expel a member for cause after an appropriate hearing. Members also may be terminated automatically for default of their dues. At least 15 days prior written notice shall be given to the member to be suspended, or expelled. Said notice shall state the reasons for the action, and shall give the member an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed suspension or expulsion, so as to allow the board of directors sufficient time to decide whether the action shall take place. Written notice of the proposed action shall be given by first class or certified mail and sent to the member's last address.

Section 8. Leave of Absence. Upon written application to the board of directors, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time. A member on leave of absence is excused from monthly meeting fees, but is still responsible for annual dues.

Section 9. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section 10. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors may reinstate a member to membership on such terms as the board of directors may deem appropriate.

Section 11. Annual Meeting. The annual meeting of the members shall be held on the first Wednesday in the month of December in each year, beginning at 8:00 a.m. for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in Vermont, such meeting shall be held on the next succeeding Wednesday. If the election of officers and directors is not held on one of those days, the board of directors shall call a special meeting of the members as soon thereafter as is convenient. Written notice, stating the time and place of the annual meeting shall be delivered to members not less than 30 days before the meeting. Notices may be hand delivered, mailed, faxed, or sent by electronic mail. The annual meeting shall be held in Vermont.

Section 12. Regular Meetings. The regular meetings of the members shall be held on Wednesday mornings at 8:00 AM. Due notice of any changes in or canceling of the regular meeting shall be given to all members.

Section 13. Special Meetings The corporation may hold a special meeting of its members on the call of the president, any two members of the board of directors or not less than twenty-five percent of the members. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Vermont. Written notice, stating the time and place of the special meeting shall be delivered to members not less than 30 days before the meeting. Notices may be hand delivered, mailed, faxed, or sent by electronic mail. Any special meeting shall be held in Vermont.

Section 14. Quorum. One-third of the total number of members shall constitute a quorum at a meeting of the members. A member calling into a meeting using a phone or other teleconferencing means shall be considered present. Except as provided in Article 8 (bylaw amendments) and Article 10 (dissolution), the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members. If a quorum is not present at a meeting of the members, a majority of the members present may adjourn the meeting without further notice.

Section 15. Rules. Meetings of members shall be governed by Robert's Rules of Order, Newly Revised (11th Edition).

Article 3. Officers and Board or Directors

Section 1. Number, Tenure and Qualifications of Officers. The officers of the corporation shall be a president, president-elect, vice-president, secretary and treasurer. The president shall hold no other office. Such other officers and assistant officers as may be deemed necessary may be appointed by the directors. Officers must be members of the corporation.

Section 2. President. The president shall be the principal officer of the corporation and, subject to the control of the directors, shall in general supervise and control the affairs of the corporation. The president shall, when present, preside at all meetings of the directors and membership. The president may sign, with the secretary or any other proper officer of the corporation, any deeds, mortgages, contracts or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or these by-laws to some other officer or agent of the corporation, 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 directors from time to time.

Section 3. President-Elect. The president-elect shall serve as the Chair of the Grants and Scholarship Committee and perform any other duties as from time to time may be assigned to him or her by the president or the board of directors.

Section 4. Vice-President. In the absence of the president or in event of the president's death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions of the president.

Section 5. Secretary. The secretary shall keep the minutes of the of the members' meetings and of the directors' meetings in one or more books provided for that purpose, and see that all notices are duly transmitted, and shall keep a list of the names of all members and directors. The secretary shall perform all duties incident to the office of secretary and other duties as from time to time may be assigned by the president or the board of directors.

Section 6. Treasurer. The treasurer may be required to give bond for the faithful discharge of his or her duties in such sum, and with such surety or sureties, as the directors shall determine. The treasurer shall have charge and custody of, and be responsible for, all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such

monies in the name of the corporation in such banks, trust companies or other depositories. The treasurer shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors.

Section 7. Number, Tenure and Qualifications of Board of Directors. The board of directors of the corporation shall consist of the officers identified in Section 1, the immediate past president and three at-large directors. The president and president-elect of the corporation shall hold a director's term for the year of his or her elected service. There shall be three at-large directors. In order to establish staggered terms, two at-large directors shall serve an initial one-year term and one at-large director shall serve an initial two-year term. Terms will be for a 2 year. Thereafter, at-large directors shall be elected to fill elected expiring terms. The term of office for all other directors shall be until the election of his or her successor. Directors must be members of the corporation. The Board may appoint a member to a position as a result of early resignation for the duration of that term.

Section 8. Powers of the Board of Directors. The business and affairs of the corporation shall be managed by the board of directors. The directors in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of the State of Vermont. Directors will hold themselves to the ethical standards as embodied by the Rotary "Four Way Test" in all corporation matters. In particular, it is expected that directors will recuse themselves as appropriate in matters of conflict of interest.

Section 9. Electing Officers and Directors. At a regular meeting one month prior to the annual meeting in December for election of officers and directors, the president, or in his or her absence, the presiding officer shall ask for nominations by members of the corporation for president, vice-president, secretary, treasurer and director(s). Prior to accepting nominations, the board of directors shall appoint a three-member nominating committee comprised of the president-elect and two members of the club. The nominating committee shall determine which of the nominees are willing to serve and shall place those names on a ballot in alphabetical order under each office. The members shall vote for its officers and director(s) at the annual meeting. If the election is not held at such meeting, such election shall be held as soon as possible thereafter as is convenient. The nominee for each office who receives a majority of the votes shall be declared elected. In the event that no nominee receives a majority, a runoff election will be held between the two candidates who received the most votes. The candidate elected for president shall be the president-nominee until July 1st. He or she shall become president-elect at that time and shall serve as a

member of the Board beginning on July 1st. The president-elect shall become the president on the following July 1st.

Section 10. Removing Officers and Directors. Any officer or director elected or appointed may be removed by the membership at a meeting called for that purpose and the meeting notice must state that purpose whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 11. Resignation. An officer or director may resign by filing a written resignation with the secretary.

Section 12. Vacancies. Except for president, a vacancy on the board of directors or in any office, including officers-elect, shall be filled by a vote of the membership for the unexpired portion of the term. If the president vacates his or her office, the president-elect shall become president.

Section 13. Regular Meetings. A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of members.

Section 14. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 15. Notice. Notice of any special meeting shall be given at least two (2) business days before the time fixed for the meeting, by written notice delivered personally or mailed to each director at his home address or by email or phone. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. It shall be considered sufficient if such notice is given at a regular meeting of the corporation.

Section 16. Quorum. A majority of the number of directors fixed in these bylaws shall constitute a quorum for the transaction of business. A director calling into a meeting using a

phone or other teleconferencing means shall be considered present. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly warned and held meeting of the board, provided such written consent is inserted in the minute book.

Section 17. Compensation. No compensation shall be paid to any officer or director for their services, but by resolution of the board expenses for actual attendance at Rotary International or District events may be authorized.

Section 18. Committees. The board of directors may appoint committees for any purpose, including a Grants and Scholarship Committee. The Grants and Scholarship Committee shall be made up of President-Elect and two other members of the board of directors. The President-Elect shall be chair of the Grants and Scholarship Committee. The Grants and Scholarship Committee shall review grant and scholarship applications and make recommendations to the board of directors on awarding grants and scholarships.

Section 19. Rules. Meetings of the board of directors shall be governed by Robert's Rules of Order, Newly Revised (11th Edition).

Article 4. Contracts, Loans, Checks, Deposits and Dues

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific business.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time shall be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories, as the board of directors shall select.

Section 5. Dues. The board of directors shall determine from time to time the amount of annual dues and other fees payable to the corporation by members and shall give appropriate notice to the members.

Article 5. Fiscal Year

The fiscal year of the corporation shall be July 1 to June 30.

Article 6. Waiver of Notice

Whenever any notice is required to be given to any member or director of the corporation under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 7. Resolutions

No resolution or motion to commit the corporation on any matter shall be approved by the members until it has been considered by the board of directors. Such resolutions or motions, if offered at a regular meeting of the members, may be discussed at that meeting without vote prior to being referred to the board of directors.

Article 8. Amendments

These by-laws may be amended at any regular or special meeting of the members by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been sent to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the Standard Rotary Club Constitution or the Constitution and By-Laws of Rotary International.

Article 9. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article 10. Dissolution or Sale of Assets

A two-thirds vote of the members shall be required to dissolve the corporation. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the

organization, be paid over to one or more Vermont non-profit organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law, whose mission and policies are in line with the corporation's. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the corporation.