

CORPORATE BYLAWS

Rotary Boca Raton Sunset Scholarships, Inc.

Article I. Name and Definitions

If there is any conflict between the RI bylaws and the Club's bylaws, the former shall always control. Any initially capitalized terms used in these bylaws, which are not defined in these bylaws, shall have the same meanings ascribed to them in the RI bylaws or RI constitution.

Articles of Incorporation – The Articles of Incorporation of Rotary Scholarship at FAU, Inc., a Florida not-for-profit corporation, filed on July 26, 2017 in the State of Florida as Document Number N17000007738, as amended

Club – Rotary Club of Boca Raton Sunset, Inc.

Corporation or Charitable Fund- Rotary Boca Raton Sunset Scholarships, Inc.

Trustees – The Trustees of the Charitable Fund.

Members – Members of the Club and others admitted by the Trustees.

Article II. Purpose of Corporation

The purpose of the Corporation is set forth in the Articles of Incorporation,

Article III. Membership

Section 1. Voting Membership

Voting Members of the Charitable Fund shall be:

- 1) Trustees;
- 2) During annual meeting for election of Officers, all active Members of the Club who are in attendance;
- 3) Officers of the Club;
- 4) Members of the Club who have donated at least \$100 USD to either the Club or the Charitable Fund during the current or previous year; and
- 5) Honorary Members of the Club who have donated at least \$1,000 USD to the Charitable Fund during the current or previous year.

Additionally, other individuals, who primarily reside in the Boca Raton, Florida geographical area and have clearly demonstrated a strong commitment of either service or monetary support to the Charitable Fund, may be designated as Voting Members of the Charitable Fund upon the approval of a majority of the Trustees. This group of Voting Members shall be annually reviewed by the Trustees to determine if their voting rights shall be renewed for another fiscal year. At no time shall this group of Voting Members, in the aggregate, exceed ten percent (10%) of the total Voting Membership of the Charitable Fund.

Section 2. Method of Admitting Members

Members of the Charitable Fund shall be admitted by the Trustees of the Charitable Fund according to the Constitution and Bylaws of the Club at any meeting of the Trustees provided majority of the Trustees and Officers are in agreement. The Club shall provide a written statement of qualifying contributions for each Member of the Club desiring voting membership in the Charitable Fund. Additionally, Trustees may admit into membership anyone recognized as meeting qualifications of membership as defined in these Bylaws.

Section 3. Duration of Membership

Duration of membership in the Charitable Fund shall be for the same duration as membership in the Club.

Article IV. Meetings of Members

Section 1. Annual Meeting for Electing Officers

Incorporating Trustees shall remain in office until the first meeting of the Members. Officers of the Club shall call for the annual meeting of the Charitable Fund, which shall be held on a date in December each year at a location in Boca Raton, Florida, as determined by the Officers of the Club. During the month of November each year, the Secretary or one of the Officers of the Club shall publicly announce the date and location of the annual meeting via currently acceptable communication methods such as email to Members of the Charitable Fund and Members of the Club or a posting on a web site recognized by the Members of the Charitable Fund and Members of the Club. During the annual meeting, the record will be established declaring the state of the Charitable Fund and the names of current Trustees. Additionally, the elected Officers of the Club will be identified to assume their respective roles as Officers of the Charitable Fund at the beginning of the ensuing fiscal year.

Section 2. Special Meetings

Special meetings shall be held when directed by the Trustees, or when at least ten percent (10%) of the voting Members request such meeting by submission to a Trustee, or by declaration if Trustees are no longer available to operate the Charitable Fund. Special meetings will take place within ten (10) calendar days of Trustee receipt of such membership request for special meeting, or immediately if by declaration because Trustees are no longer available to operate the Charitable Fund. Special meetings may conduct immediate actions such as modifying Charitable Fund Bylaws, electing Trustees with expiring terms, filling vacancies among the Trustees, or directing Trustees to dissolve the Charitable Fund.

Section 3. Meeting Notice

Notice of a meeting of Members need not be given to any Member who signs a waiver of notice in person or by proxy either before or after the meeting. Neither the affairs transacted nor the purpose of the meeting need be specified in the waiver. Attendance of a Member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the Member attends solely for the purpose of stating at the beginning of the meeting, any objection to the transaction of affairs.

Section 4. Quorum

One-fifth of the voting membership shall constitute a quorum for properly called meetings of Members, except for the Annual Meeting to Elect Officers when the quorum shall be the quorum required for the Club elections.

Section 5. Voting

Each voting Member is entitled to one (1) vote on each matter submitted to a vote at a meeting of Members.

Section 6. Proxies

A Member may vote either in person or by proxy provided that all proxies are executed in writing by the Member or his duly authorized attorney-in-fact. No proxy will be valid after the duration of eleven (11) months from the date thereof unless otherwise provided in the proxy.

Article V. Trustees and Officers

Section 1. Function

All corporate powers, business, and affairs of the Corporation shall be exercised, managed and directed under the authority of Trustees and Officers.

Section 2. Qualification

Trustees and Officers must be qualified voting Members of the Corporation. A majority of the Trustees and a majority of the Officers must be citizens of the United States of America.

Section 3. Compensation

No compensation shall be provided for Trustees or Officers, except for the reasonable reimbursement of verified costs advanced by such a person rendered to carry out the purpose of the Corporation as set forth in the Articles of Incorporation, as amended.

Section 4. Presumption of Assent

A Trustee, who is present at a meeting of Trustees when corporate action is taken, is deemed to have assented to the action taken unless:

1. Such Trustee objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; **or**
2. Such Trustee votes against or abstains from the action taken.

Section 5. Number

Corporation shall have a minimum of three (3) Trustees. The Elected Officers of the Club shall be Trustees of the Corporation.. Trustees may increase their number provided additional Members are designated as Members of groups A, B, or C, as more particularly described in Articles V, Section 6 below, and no group has more than one more Member than any other group. A majority of Trustees is satisfactory for action during a meeting of Trustees. Trustees may determine the location in Boca Raton, Florida and method for conducting meetings.

Section 6. Election and Term

Each person named in the Articles of Incorporation is a Member of the initial board of Trustees and continues to hold office until Trustees have been qualified and elected at the first annual meeting of Members, or until said Trustee(s) earlier resignation, removal from office, or death.

Whenever the number of Trustees is expanded greater than the number of Officers defined in Article V, Section 7 *below*, each additional Trustee shall be designated as a member of group A, B, or C such that the term for a member of group A expires one year prior to the term for a member of group B and the term for a member of group B expires one year prior to a member of group C and the term for a member of group C expires one year prior to a member of group A. A Trustee may be elected for a maximum of two (2) successive terms and each such term is a maximum of three (3) years.

Section 7. Officers

President. The President of the Club shall be the President of the Corporation and serve for the same term as defined for the Club. The President shall preside and conduct meetings of the Trustees; however during absence, either the Treasurer or Secretary may preside and conduct meetings of the Trustees.

Treasurer. The Treasurer of the Club shall be the Treasurer of the Corporation and serve for the same term as defined for the Club. The Treasurer shall be responsible for all funds received and for dispersing funds in accordance with the Articles of Incorporation and the Bylaws of the Corporation. The Treasurer shall ensure that a written audit of the Corporation is conducted at least once every two years and ensure that the result of the audit is communicated to the membership. Annually, the Treasurer shall register the status of the Corporation and the names of the Officers and Trustees with the State of Florida as required, so that the Corporation always remains in good standing.

Secretary. The Secretary of the Club shall be the Secretary of the Corporation and serve for the same term as defined for the Club. The Secretary shall be responsible for maintaining the record of all meetings of the Trustees and all meetings of the membership. When the Secretary is not present at a meeting, the presiding Trustee shall appoint a Secretary Pro Temp who shall be responsible to record actions during the meeting and ensure such record is transferred to and accepted by the Secretary or properly included in the official record of the Corporation.

Section 8. Vacancies

Any vacancy occurring on the board of Trustees may be filled by the remaining Trustees, even though the remaining Trustees constitute less than a quorum, or by the Members during a meeting of Members. A Trustee elected or appointed to fill a vacancy shall be elected for the unexpired term of his predecessor as an Officer or as a member of group A, B, or C.

Section 9. Removal and Resignation of Trustees

Trustees shall continue in office until term expiration, no longer qualified, resignation, or death.

Article VI. Books and Records

All books and records of the Corporation shall be kept in accordance with the Manual for Records and Procedures developed and maintained by Trustees or Officers. Trustees may appoint one or more Officers or committee to establish the Manual for Records and Procedures of the Corporation. Members of such committee need not be Members of the Corporation, however work product must be approved by the Trustees.

Article VII. Amendment

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by majority of the Trustees.

Article VIII. Dissolution

Upon the dissolution of the Corporation, Trustees shall convey any remaining assets, after all pending debts and obligations are settled, to another 501 (c)(3) corporation approved by at least 75% of the Trustees of the Corporation.