

SECOND AMENDED AND RESTATED BYLAWS OF TELLURIDE ROTARY FOUNDATION, INC.

THESE SECOND AMENDED AND RESTATED BYLAWS (the “**Bylaws**”) of Telluride Rotary Foundation, Inc. (the “**Foundation**”) are dated and made effective as of this 15th day of January, 2021. (the “**Effective Date**”) and fully delete, supersede, amend, restate and replace, in their entirety, all prior Foundation Bylaws and any and all amendments thereto.

Definitions

The Act is the Colorado Non-Profit Corporation Act

Annual Meeting is the meeting at which the Directors and Officers of the Club Board and the Foundation Board are elected.

Attending the meeting is defined as either attending in person or attending electronically.

Directors refers to those persons elected or appointed into the Board of Directors of the Club Board or Foundation Board.

Members (or “Club Members”) shall refer to the entire Telluride Rotary Club Membership who are in good standing.

Members in good standing are those who are not honorary or suspended. Only members in good standing may vote, be nominated for a Director position or serve as a Director for Foundation or Club.

Officers are those persons elected or appointed into any of the Officer positions on the Club Board or Foundation Board.

Telluride Rotary Foundation: The Telluride Rotary Foundation supports charitable activities by making grants, which are recommended by the Telluride Rotary Club, to institutions or to individuals for scientific, educational, cultural, or other charitable purposes. Foundation Board Directors are responsible for making decisions and setting strategic goals for the Foundation. These decisions ensure that the organization’s charitable purpose is adhered to and that charitable assets are properly allocated. Foundation Board Directors also have a duty of care to ensure fundraising compliance and responsible governance.

Telluride Rotary Foundation Board of Directors (“the Foundation Board”)

Telluride Rotary Club Board of Directors (“Club Board”)

ARTICLE I BOARD OF DIRECTORS

Section 1.1 Choosing of Directors. At the Annual Meeting, the Members of the Club shall hold an election for the Club Board of Directors and its Officers, as well the Foundation Board of Directors. The Foundation Board of Directors will choose their own Officers after election. The Club Board shall provide notice for the Annual Board Meeting no less than 15 days prior to its scheduled date. The Annual Meeting should be held in June, if possible, to elect the both Boards of Directors prior to the start of the Rotary International year (July 1 through June 30).

Section 1.2 Board of Director. Candidates for the Foundation Board shall be nominated by the Club Board prior to the Annual Meeting and provided to the Club Members 15 days before the Annual Meeting.

Section 1.3 Elected Number of Club and Foundation Board Directors. The Members of the Club shall elect five Members as Directors to the Foundation Board of Director positions. At least two of the Foundation Board Directors shall also be Directors of the Club Board.

Section 1.4 Other Candidates. At the Annual Meeting, the attending Club Members (whether in person or electronically) shall have the right to nominate other candidates for the Club and Foundation Board as well as Club Officers. Those Members who receive the majority vote of all Members shall be elected into those respective positions.

Section 1.5 Annual Foundation Board Meeting. The Foundation will hold a meeting within 30 days of the Club Annual Meeting and at that meeting elect the Foundation Officers.

Section 1.6 Officer Positions for Board of Directors: The Foundation Board shall consist of the following required positions: President, Vice President, Secretary and Treasurer. The Foundation Board shall have the right to elect additional Officers at their discretion, by a majority vote.

Section 1.7 Annual Members Meeting. The Club Members shall hold their Annual Meeting in June, or before, of each year. Attendance by no less than 25% of the then-current voting members of the Rotary Club shall constitute a quorum for purposes of conducting business at the Annual Meeting. The agenda at the Annual Meeting shall provide, at a minimum, the following agenda items:

- (a) Roll call (or check-in procedure) and confirmation of a Quorum;
- (b) Proof of notice of meeting;
- (c) Directors Nominations;
- (d) Voting for Directors of both Club and Foundation, and Club Officers, by the Members
- (e) Other Club Business and Reports

Section 1.8 Director Terms. Directors of the Foundation Board shall hold office until their successors are duly elected or appointed.

Section 1.9 Independence of Foundation Board. Foundation Directors shall remain independent in their actions and decisions. Such Directors shall owe their duty of care, duty of loyalty and duty of obedience, as mandated by state and common law to the Foundation Board. The Foundation Board may, in its discretion, seek the direction and advice as to the charitable giving of Foundation Funds, but the Foundation Board always remains responsible for all charitable giving to assure the requirements of the IRS 510(c)(3) status are complied with.

Section 1.10 Other Board Meetings. Meetings of the Foundation Board other than the Annual Meeting may be held at the times and location stated in or fixed by a resolution of the Foundation Board. Such periodic and/or special meetings of the Foundation Board may be held upon the call of the President, or three of the Directors then in office, and upon at least 48 hours' notice specifying the date, time, place and purposes of the meeting, given to each Director either personally or by mail, facsimile transmission, email or telephone. Any Director may waive any required notice of any regular, or special meeting.

Section 1.11 Quorum; Voting. A majority of the Foundation Directors in office when action is taken shall be sufficient to constitute a quorum for the transaction of any business at a meeting of the Board. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the act is taken shall constitute a binding and valid act of the Board, unless the act of a greater number is required by the Colorado Non-Profit Corporation Act (the "Act") or Articles of Incorporation of the Foundation (the "Articles of Incorporation") in effect at that time, or these Bylaws. Any meeting of the Board may be held by telephonic participation by Directors, so long as all Directors can hear each other.

Section 1.12 Action by Consent. Any action required or permitted to be taken at any meeting of the Foundation Board may be taken without a meeting, if the action is taken by unanimous consent of all Directors documented in writing or electronic means. The action must be evidenced by consent describing the action to be taken, by each Director then serving on the Board, and filed with the Foundation's corporate records reflecting the action taken. Action taken under this Section shall be deemed effective when the last Director approves the unanimous consent, unless the consent specifies a prior or subsequent effective date.

Section 1.13 Continuation of Board Directors. Although Foundation Board Directors will be up for re-election every year, such Directors are encouraged to continue in their positions as long as they are performing their service to the Board well and wish to continue in such position.

ARTICLE II OFFICERS

Section 2.1 Officers and Qualifications. The officers of the Foundation shall consist of a President, a Vice President, a Secretary and a Treasurer. The Foundation Board shall appoint the officers by majority vote of Directors attending a duly-noticed Foundation Board Meeting, or by unanimous written consent. Any two or more offices may be held by the same person; provided however, that (i) the President and Secretary shall be different persons; and (ii) no Director who also is a Director of the Club Board shall be entitled to hold the same office as held for the Club.

Section 2.2 Terms of Office. Each Officer of the Foundation shall be elected at the Annual Foundation Board Meeting (within 30 days of the Annual Club Meeting) and shall hold office for a term of one year, or until resignation, removal, or death, or if not successor is duly elected, shall serve until his/her successor shall be duly elected and qualified.

Section 2.3 Director Vacancies In the event a vacancy on the Foundation Board should occur as a result of the death, resignation or removal a Director, the vacancy shall be filled by a majority vote of the Club Board. Any Director selected in that manner shall complete the term of his/her predecessor and thereafter, if desired, shall be entitled to seek election at the next Annual Meeting.

Section 2.4 Director Termination. Directors shall continue for their appointed term unless terminated for failing to meet the membership qualifications, failing to pay dues, or for any cause by a vote of at least two-thirds of the Club Directors. The guiding principles for this action shall be The Four-Way Test and the high ethical standards of a Rotarian.

- (a) Notice. Before the Club Board acts, the Director shall be given at least 10 days' notice and an opportunity to respond to the Board.
- (b) Within seven days after the Board's decision to terminate or suspend Director, the Club Board Secretary shall notify the Director in writing.
- (c) Within 14 days after the notice, the Director may give written notice to the Secretary of an appeal to the Club Members or a request for mediation or arbitration.

Section 2.5 Appeal. In the event of an appeal by the Director, the Club Board shall set a date for the hearing at a regular Club meeting where only Members shall be present when the appeal is heard. Any decision on the appeal shall be by majority vote of all Members in attendance at the meeting. The action of the Club is final and binding on all parties and shall not be subject to arbitration.

ARTICLE III POWERS AND DUTIES OF OFFICERS

Section 3.1 President. The President, if present, shall preside at all meetings of the Foundation Board. Subject to the general control of the Board, the President shall manage and supervise all of the affairs of the Foundation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 3.2 Vice President. Subject to the general control of the Board, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board, or an officer authorized by the Board may prescribe.

Section 3.3 Secretary. The Secretary shall attend all meetings of the Board, and keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board. If required, the Secretary shall attest the execution by the Foundation of agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Foundation required by these Bylaws, shall have custody of the books (except books of account) and records of the Foundation, shall be responsible for authenticating records of the Foundation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board or an officer authorized by the Board may prescribe. The Secretary shall post approved minutes and approved budgets on the Telluride Rotary Club website and email these to each Director.

Section 3.4 Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Foundation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Foundation and shall deposit, or cause to be deposited, all funds of the Foundation with such depositories as the Board shall designate. The Treasurer shall be responsible for providing to the Members at the Annual Meeting detailed accounting summaries of both the prior year's operations and the upcoming year's budget (as such budget shall be determined by the Club Board directions to the Board and/or as directed by any directed donor). In addition, the Treasurer shall furnish at meetings of the Board (or whenever requested by the Club Board and/or Members) a statement of the financial condition of the Foundation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 3.5 Assistant Officers. The Board may, from time to time, designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Foundation.

Section 3.6 Ability to Hire Professionals/Advisors. The Board and officers of the Foundation shall have the right and authority to engage and hire such professionals and/or advisors as shall be deemed in good faith to be needed to fulfill the duties of the Foundation (as directed by donors and/or the Club Board); provided, however, that any such engagements must not exceed the budget and/or directed donation limits provide to the Foundation's Board and/or any affected directed donor (except as may be granted in writing from either the Club Board or the directing donor).

ARTICLE IV
FIDUCIARY MATTERS AND
GENERAL STANDARDS OF CONDUCT
FOR DIRECTORS AND OFFICERS

Section 4.1 Director and Officers Deemed to Be Trustees. All Directors and all Officers, regardless of title, shall be deemed to be trustees with respect to the Foundation or with respect to any property held or administered by the Foundation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 4.2 Discharge of Duties. Each Director and Officer shall discharge his or her duties as a Director, including the Director's duty of care and duty of loyalty. Each member of a committee of the Board, with discretionary authority shall discharge the Committee member's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Committee member reasonably believes to be in the best interests of the Foundation.

Section 4.3 Reliance on Information, Reports, Etc. In discharging duties, a Director or Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Foundation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of which the Director is not a member, if the Director reasonably believes the committee merits confidence. A Director or Officer shall not be deemed to have acted in good faith if the Director or Officer had knowledge concerning any matter in question that makes reliance otherwise permitted by this Section unwarranted.

ARTICLE V
LIABILITY OF DIRECTORS FOR
UNLAWFUL DISTRIBUTIONS

Section 5.1 Liability to Foundation. A Director or Officer shall not be liable as such to the Foundation for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such action or omission, the Director or Officer performed the duties of the position in compliance with Article 4. The forgoing notwithstanding, a Director who votes for or assents to a distribution made contrary to the provisions of Section 4.2 or Section 7.3, or in violation of the Act, the Articles of Incorporation and/or any directed donations, shall be personally liable to the Foundation for the amount of the distribution that exceeds what could have been distributed without violating these Bylaws, the Act, the Articles of Incorporation and/or any directed donations, but only if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors.

Section 5.2 Contribution. A Director who is liable under Section 5.1 for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under Section 5.1 for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of these Bylaws, the Act or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating these Bylaws, the Act or the Articles of Incorporation.

Section 5.3 Loans to Directors and Officers Prohibited. No loans shall be made by the Foundation to any of its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Foundation for the amount of such loan until the repayment thereof.

Section 5.4 Officers and Directors Errors and Omission Insurance. The Board may procure and maintain in full force and effect at all times after the Effective Date insurance providing coverage against errors or omissions by any officer and/or Director of the Foundation.

ARTICLE VI RECORDS OF THE FOUNDATION

Section 6.1 Minutes, Etc. The Foundation shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, a record of all actions taken by a committee of the Board in place of the Board on behalf of the Foundation, and a record of all waivers of notices of meetings of the Board or any committee thereof.

Section 6.2 Accounting Records. The Foundation shall maintain appropriate accounting records for a period of no less than seven years.

Section 6.3 Records In Written Form. The Foundation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Secretary personally shall keep all records and minutes on file.

ARTICLE VII MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Foundation shall end on November 30th of each year.

Section 7.2 Conveyances and Encumbrances. Property of the Foundation may be assigned, conveyed or encumbered by such officers of the Foundation as may be authorized to do so by the Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Foundation shall be authorized only in the manner prescribed by the Act.

Section 7.3 Designated Contributions. The Foundation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations will be honored once accepted by the Foundation, so long as such designated use is still possible and practical. However, the Foundation shall not enter into any donation that obligates the Club to take action, or expend Club time, without the express consent of the Club Board. The foregoing notwithstanding, the Foundation shall be deemed to retain sufficient control over any donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Foundation's tax-exempt purposes.

Section 7.4 Amendments. Bylaws shall be as adopted by the Foundation Board by a majority vote of the Board. Except to the extent limited by the Act, a majority of the Club Members shall have power to alter, amend or repeal the Bylaws from time-to time, and adopt new Bylaws, but only pursuant to the procedures set forth in these Bylaws. The voting Club Members at any time, may amend the Bylaws, or may repeal the Bylaws and adopt new Bylaws. The Bylaws may contain any provisions for the managing and regulating of the affairs of the Foundation that are not inconsistent with the law. However, no Bylaw shall have the effect of giving any Member, Director or officer, or any other individual, any proprietary interest in the Foundation's property, whether during the term of the Foundation's existence or as an incident to its dissolution.

Section 7.5 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 7.6 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 7.7 Dissolution. Upon the dissolution of the entity, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**TELLURIDE ROTARY FOUNDATION, INC.
BYLAWS CERTIFICATE**

The foregoing SECOND AMENDED AND RESTATED BYLAWS have been authorized and adopted by majority vote of the Foundation Board, at a duly noticed and convened meeting, as of the Effective Date.


Secretary