

Bylaws of The Kyrene Rotary Club Foundation

EIN: 82-2785674

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be **The Kyrene Rotary Club Foundation.**

Section 2: The Organization is organized exclusively for charitable and educational purposes.

ARTICLE II – MEMBERS

Membership shall only consist of the Board of Directors.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President.

Section 3: Notice. Notice of each meeting shall be given to each board member, by email, not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role and Size: The Board is responsible for overall policy and direction of the Organization. The Board shall have up to 5 and not fewer than 3 members. Board members will not be compensated.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve 3 year terms and are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least three of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member receives notice two weeks in advance.

Section 7. Officers and Duties. There shall be three officers of the Board consisting of a President, Treasurer, and Secretary. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting.

The Secretary shall be responsible for keeping records of Board actions, including sending out meeting announcements and agenda, taking minutes at all board meetings, and distributing copies of the minutes to each Board member.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, make financial information available to Board members and assure that corporate records are maintained.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement and be voted upon at the next Board meeting. Vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed.

Section 2: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE VI – AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – ADOPTION

These bylaws were approved and adopted at a meeting of the Board of Directors on October 23, 2017.