

MICHIGAN CITY ROTARY FOUNDATION INC.

BYLAWS

ARTICLE I

Section 1 - Place of Meeting

Any or all meetings of the members and of the Board of Directors of this corporation shall be held within the State of Indiana.

Section 2 - Annual Meeting of Members

An annual meeting of the members shall be held in each year on a date determined by the Chairman, one of its purposes of which shall be the election of a Board of Directors from a slate presented by the nominating committee or from the membership.

Section 3 - Notice of Annual Meeting of Members

At least ten (10) days prior to the date chosen by the Chairman of the annual meeting of members, a published notice of the date, time and place of such meeting shall be provided to each member entitled to vote at such meeting.

Section 4 - Order of Business at Annual Meeting

- a) Reading of minutes of last annual meeting,
- b) Report of the Chairman,
- c) Report of the Secretary,
- d) Report of the Treasurer,
- e) Election of directors,
- f) Transaction of old business,
- g) Transaction of new business,
- h) Adjournment,

provided that, in the absence of any objection, the presiding officer may vary the order of business at his discretion.



#### Section 5 - Special Meeting of Members

A special meeting of the members may be called by the chairman, or by a majority of the board of directors.

#### Section 6 - Organization Meeting of the Board

At the place of holding the annual meeting of members and immediately following the same, the board of directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided, that the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

#### Section 7 - Regular Meetings of the Board

Regular meetings of the board of directors shall be held not less frequently than once a quarter at such time and place as the board of directors shall from time to time determine. No notice of regular meetings of the board shall be required.

#### Section 8 - Notices and Mailing

All notices required to be given by any provision of these by-laws shall state the authority pursuant to which they are issued (as, "by order of the chairman," or "by order of the board of directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his, her or its last address appearing upon the membership record of this corporation.

#### Section 9 - Waiver of Notice

Notice of the time, place and purpose of any meeting of the members of the board of directors, may be waived by telegram, or other writing, either before or after such meeting has been held.



## ARTICLE II

### QUORUM

#### Section 1 - Quorum of Members

Presence in person or by proxy of members representing a majority of the voting rights of this corporation shall constitute a quorum at any meeting of the members.

#### Section 2 - Quorum of Directors

A majority of the directors shall constitute a quorum.

## ARTICLE III

### VOTING, ELECTIONS AND PROXIES

#### Section 1 - Who is Entitled to Vote

Except as may be otherwise provided, each member shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

#### Section 2 - Proxies

No proxy shall be deemed operative unless and until signed by the member and filed with the corporation. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force one year from its date, and no longer.

#### Section 3 - Vote by Shareholder Corporation

Any other corporation owning voting shares in this corporation may vote on the same by the Chairman of such shareholder corporation, or by proxy appointed by him, unless some other person shall be appointed to vote upon such shares by resolution of the board of directors of such shareholder corporation.



ARTICLE IV  
BOARD OF DIRECTORS

Section 1 - Number and Term of Directors

The business, property and affairs of this corporation shall be managed by a board of directors composed of seven (7) persons who shall be members of this corporation. Each director shall hold office for the term for which he is elected and until his successor is elected and qualified.

Section 2 - Classification of Directors (amended December 22, 1994)

The members of the board of directors shall be divided into two (2) classes. The member of the first class shall be the Michigan City Rotary President. The members of the second class shall hold office for a term of three (3) years and shall consist of six (6) members, two (2) members to be elected each year for a term of three (3) years to succeed the two (2) directors whose terms expire, provided that nothing herein shall be construed to prevent the election of a director to succeed himself. At the annual meeting at which this By Law is enacted, two (2) members of the second class shall be voted to hold office for one (1) year, two (2) directors from the second class shall be elected by the members of the Foundation for a term of three (3) years to succeed the two (2) directors whose terms expire.

Those individuals holding offices of President-Elect, Past-President and Treasurer in the Michigan City Rotary Club will serve in an advisory capacity to the board of directors and will not be entitled to vote on the board of directors.

Section 3 - Vacancies

Vacancies in the board of directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his successor has been elected by the members, who make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 4 - Action by Unanimous Written Consent

If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.



#### Section 5 - By-Law Amendments

The board of directors shall present to the membership for vote by the membership by-law amendments, including the fixing and altering of the number of directors.

#### Section 6 - Power to Elect Officers

The board of directors shall select a chairman, vice-chairman, secretary and a treasurer.

#### Section 7 - Power to Appoint Other Officers and Agents

The board of directors shall have power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation.

#### Section 8 - Removal of Officers and Agents

Any officer or agent may be removed by the board of directors whenever in the judgement of the board the business interests of the corporation will be served thereby.

#### Section 9 - Power to Fill Vacancies

The board shall have the power to fill any vacancy in any office occurring from any reason whatsoever.

#### Section 10 - Delegation of Powers

For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

#### Section 11 - Power to Appoint Executive Committee

The board of directors shall have the power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the corporation between meetings of the board.

#### Section 12 - Power to Require bonds



The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

## ARTICLE V

### OFFICERS

#### Section 1 - Chairman

The chairman shall be elected by, and from the membership of the board of directors. This person shall be the chief executive officer of the corporation. This person shall preside over all meetings of the board and of the members. this person shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. This person shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of chairman of a corporation. A nominating standing committee will be appointed by the chairman, whereas its intended purpose is to select individuals for positions to the board of directors where presentation of the slate will be presented to the membership at its annual meeting.

#### Section 2 - Vice-Chairman

This person shall perform the duties and exercise the powers of the chairman during the absence or disability of the chairman.

#### Section 3 - Secretary

The secretary shall attend all meetings of the members and of the board of directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. This person shall safely keep in his custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. This person shall perform such other duties as may be delegated by the board of directors or by the executive committee.

#### Section 4 - Treasurer

The treasurer shall have custody of all corporate funds