

and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. this person shall disburse funds of the corporation as may be ordered by the board, making proper vouchers for such disbursements, and shall render to the chairman and directors at the regular meetings of the board, and whenever requested by them, an account of all transactions and the financial condition of the corporation.

ARTICLE VI

EXECUTION OF INSTRUMENTS

Section 1 - Checks, Etc.

All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by two officers.

Section 2 - Contracts, Conveyances, Etc.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the chairman, vice-chairman and the secretary, may execute the same in the name and behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE VII

POWER OF BOARD TO BORROW MONEY

The board of directors shall have full power and authority to borrow money whenever the discretion of the board to exercise said power is required in the general interests of this corporation, and in such case the board of directors may authorize the proper officers of this corporation to make, execute and deliver in the name and behalf of this corporation such notices, bonds and other evidence of indebtedness as said board shall deem proper, and said board shall have full power to mortgage the property of this corporation or any part thereof, as security for such indebtedness, and action on the part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

ARTICLE VIII

MEMBERS

Section 1 - Membership

The first members of this corporation shall be made up of two (2) classes. The first class of membership shall consist of the members of the Michigan City Rotary Club at the time of incorporation. The second class of membership shall consist of the general public residing within the Michigan City Area Schools system boundaries.

The board of directors of the corporation may, by resolutions duly adopted by the board of directors of the Michigan City Rotary Club or by such rules and regulations as may be prescribed by those board of directors, determine the eligibility and qualifications for membership in the manner of and admission into membership. All such resolutions or rules and regulations relating to members adopted by the board of directors of the Michigan City Rotary Club shall be affixed to the by-laws of the corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the board of directors of the Michigan City Rotary Club may prescribe, with respect to all members, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

ARTICLE IX

AMENDMENTS OF BYLAWS

Section 1 - Amendments, How Effected

These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the board and adopted at a subsequent regular meeting; provided, that any bylaws made by the affirmative vote of a majority of the board of directors as provided herein may be amended, altered, changed, added to repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, however, that no change of the date for the annual meeting of members shall be made within thirty (30) days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

Certified to be true and correct copy of the bylaws in full force and effect and adopted by the board of directors of the Michigan City Rotary Foundation, Inc. this 21st day of February, 1990.

Michael E. Brennan, Secretary

ATTEST:

David T. Albers, Chairman

UNANIMOUS CONSENT TO RESOLUTION

We, the undersigned, being all of the directors of the Michigan City Rotary Club, hereby waive notice of and the holding of a meeting, and hereby consent to the adoption of the following resolution, effective this _____ day of November, 2000.

BE IT RESOLVED, that the Board of Directors of the Michigan City Rotary Club, having reviewed the two membership classes of the Rotary Club of Michigan City Foundation, Inc., and the voting rights of each such class, and pursuant to Article VIII, Section 1, of the By-Laws of the Rotary Club of Michigan City Foundation, Inc., now removes the voting rights of the second class of members, which consists of the general public residing within the Michigan City Area Schools system boundaries. The first class of members, which consists of the members of the Michigan City Rotary Club, shall have the only voting rights of the Corporation.

These consent minutes shall be placed in the minute book in lieu of minutes of a special meeting of the Board of Directors held as of the date shown on the face hereof.

Director

Director

Director

Director

Director

Director