RESTATED

bylaws

of

overland park rotary club foundation

(As of December 1, 2019)

Article i

Offices, Records, Seal

1. Principal Office. The principal office and location of the corporation shall be at such place in Overland Park, Kansas (the “City”), as may be designated from time to time by the Board of Trustees.

2. Registered Office and Registered Agent. The corporation shall have and continuously maintain a registered office and registered agent in the State of Kansas.

3. Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members, Board of Trustees and each committee having any of the authority of the Board of Trustees. The corporation shall keep at its registered office or principal office a record of the name and address of each Trustee and each Member.

4. Seal. The Board of Trustees may adopt, and may alter at pleasure, a corporate seal.

ARTICLE II

Purposes

Purposes Stated in Articles. The purposes of this corporation shall be those not for profit purposes stated in the articles of incorporation.

ARTICLE III

Membership

1. General. The corporation shall have only one class of membership.

2. Qualification and Admission. The members of the corporation shall consist of those persons who are members in good standing of the Overland Park Rotary Club (the “Members”). In order to qualify as a Member of the corporation for purposes of voting or of being considered in determining the existence of a quorum, an individual must be a member in good standing of the Overland Park Rotary Club on the day of the meeting in issue. Any individual who ceases to be a member in good standing of the Overland Park Rotary Club ceases to qualify as a Member of the corporation, for all purposes.

ARTICLE IV

Meetings of Members

1. Place of Meetings. All meetings of the Members shall be held at the place designated by Rotary International as the official location for regular meetings of the membership of the Overland Park Rotary Club in Overland Park, Kansas, except such meetings as the Board of Trustees expressly determines shall be held elsewhere.

2. (a) Annual Meetings. Effective July 1, 2019, the Foundation Board of Trustees changed the Foundation’s fiscal year end from December 31 to a fiscal year ending June 30 for accounting purposes. To align the Annual Meetings and Trustee terms with the new fiscal year, the Annual Meeting of the Foundation shall be moved to immediately follow the annual meeting of the members of the Overland Park Rotary Club and the term of the Trustee whose term expires December 31, 2019 shall be allowed to expire. Thereafter, the terms of all Trustees shall be adjusted forward to end as of June 30 of the year in which their current term ends thereby shortening their current term by six months so that all terms end as of June 30 of the final year of each Trustee’s term going forward. At the Annual Meeting of the Foundation immediately following the 2020 annual meeting of the Overland Park Rotary Club, the Members will elect Trustees to succeed Trustees whose terms will expire on June 30, 2020 (previously December 31, 2020). Elections of Trustees will be held thereafter at each Annual Meeting of the Foundation.

 (b) Special meetings. Special meetings of the Members may be held for any purpose or purposes and may be called by the Overland Park Rotary Club President or Secretary, by the Foundation Board of Trustees, or by not less than twenty-five percent (25%) of the Members entitled to vote at any such meeting. Any such written request shall state the purpose or purposes of the proposed meeting.

3. (a) Notice. Written or printed notice of each meeting of the Members, whether annual or special, stating the place, day and year of the meeting, and, in case of a special meeting, the purpose or purposes thereof, shall be sent to each Member electronically through the E-Spoke or given to each Member present at a regular meeting of the members of the Overland Park Rotary Club, either personally, or by mail not less than ten (10) days nor more than sixty (60) prior to such meeting, unless other or further notice is required by law.

 (b) Waiver of Notice. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be effective.

 To the extent permitted by law, attendance of a Member at any meeting shall constitute a waiver of notice of such meeting.

 (c) Presiding officials. Every meeting of the Members for whatever purpose, shall be convened by the officer or person who called the meeting by notice as above provided, and it shall be presided over by the appropriate officer specified in Article VII of these bylaws.

4. (a) Business Which May be Transacted at Annual Meeting. At each Annual Meeting of the Members, the Members shall elect Trustees to hold office for such terms as provided in Article IV, paragraph 2(a). Trustees shall continue to hold office until their successors shall have been duly elected and commenced their terms of office, or until their earlier resignation or removal. The Members may transact such other business as may be desired at each Annual Meeting, whether the same was specified in the notice of the meeting, unless prohibited by law.

 (b) Business Which May be Transacted at Special Meetings. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting.

5. Quorum. Except as otherwise may be provided by law, thirty percent (30%) of the Members entitled to vote present in person at an annual or special meeting of the membership shall constitute a quorum. Every decision of a majority of the Members constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law. If, however, any such quorum should not be present at any meeting, the Members present and entitled to vote shall have the power to adjourn the meeting, without notice to any Member other than announcement of the time and place at the meeting, to a specified date not longer than thirty (30) days after such adjournment.

6. Voting. Each Member shall have one vote on the matter coming before such meeting for decision and shall not have the right to cumulate his or her vote as to election of Trustees. Unless otherwise provided in the articles of incorporation, all elections of Trustees shall be by written ballot if requested by any Member.

7. Consent of Members in Lieu of Meeting. Any action to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof. The Secretary shall file such consent with the minutes of the meeting of the Members.

ARTICLE V

Trustees

1. In General. The business, property and affairs of the corporation shall be managed by the Board of Trustees of the corporation. The Board of Trustees shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of the corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

No part of the net earnings or other assets of the corporation shall inure to the benefit of any Member, Trustee, officer, contributor or other private individual having, directly or indirectly, for salaries or services rendered or for reimbursement in reasonable amounts for expenses actually incurred in attending to the affairs of the corporation.

2. Number: Qualifications. The Trustees of the corporation shall be nine (9) in number. Each Trustee shall be a member in good standing of the Overland Park Rotary Club throughout the Trustee’s term in office. The President and the President-Elect of the Club shall automatically become an ex-officio Trustee of the Foundation with vote upon their assumption of office in the Club. The other seven (7) Trustees shall be elected in accordance with paragraph 3, below. The number of Trustees may be increased or decreased by amendment to these bylaws.

3. Election and Terms of Office. Each of the seven (7) Trustees to be elected will be for a term of two (2) years except as provided in Article IV, paragraph 2.(a) during the transition from a calendar year end on December 31 to a fiscal year ending June 30. Not less than two weeks prior to the date of each Annual Meeting of the Members, the Trustees then in office, or a Nominating Committee designated by the Trustees, shall nominate individuals to serve as Trustees for each Trustee whose term is about to expire. The Secretary shall be responsible for preparing and submitting to the Members the list of the nominations in writing. The list shall be delivered in the same manner as the Notice of Annual Meetings of the Members as set forth in Article IV, paragraph 3. (a), herein. In addition, any other Member desiring to be a Trustee shall submit to the Secretary of the Foundation not less than one week in advance of the Annual Meeting a written statement that said Member desires to be a Trustee for a two (2) year term, and thereupon such Member’s name shall be added to the list of nominations and that Member shall be considered duly nominated for election as Trustee.

At each Annual Meeting of the Members, Trustees shall be elected by the Members to succeed those Trustees whose terms next expire. Except as provided in Article IV, paragraphs 2.(a), each individual elected shall serve for a term of two (2) years or until his or her successor is duly elected and has commenced his or her term of office, except a Trustee elected to fill a vacancy shall serve for the remaining year(s) of the term for which the predecessor Trustee has been elected.

Any Trustee whose term is about to expire may be elected to succeed himself or herself, but no Trustee shall serve more than three (3) consecutive two (2) year terms.

4. Vacancies. Vacancies among the Trustees may be filled by a majority vote of the remaining members or member of the Board of Trustees, though less than a quorum. A Trustee elected to fill a vacancy shall serve until the election of the successor Trustee and the successor Trustee has commenced the term of office.

5. Compensation. No Trustee shall receive compensation from the corporation for any service rendered as a Trustee.

6. Committees. The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees (including an Executive Committee), each committee to consist of one or more Trustees and such number of the other Members as the Foundation Board of Trustees shall determine. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether such member or members constitute a quorum, may unanimously appoint another member to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Trustees, shall have and may exercise all the powers and authority granted to it by the Board of Trustees.

Other committees may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Trustees.

Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Trustees. All committees so appointed shall keep regular minutes of the transactions at their meeting and shall report the same to the Board of Trustees at its next meeting.

No action shall be taken by any committee or officer or member to disburse, transfer or encumber any asset or income of the corporation without approval by a majority of the Board of Trustees voting at a duly constituted meeting, with a quorum of Trustees being present at such meeting.

7. Resignation. A Trustee may resign from the Board of Trustees by written notice to the Secretary.

Any member of the Board of Trustees absent for three (3) meetings in any twelve-month period without permission from the president may, by vote of a majority of the other Trustees, be held to have resigned the office of Trustee.

article vi

Meetings of Trustees

1. Place. Meetings of the Board of Trustees of the corporation may be held at any place within or without the State of Kansas as may be determined from time to time by resolution of the board or by written consent of the Trustees.

2. Annual Meetings of the Board-Notice. The Annual Meeting of the Board of Trustees shall be held in the month of June each year immediately after the Annual Meeting of the Members at such time and place as shall be designated by the Trustee then serving as President of the Foundation.

3. Regular Meetings. In addition to the Annual Meeting, the Board of Trustees shall hold regular meetings at least once every quarter at such time and place as may be determined from time to time by the President or by resolution of the Board. If by Board Resolution notice of the regular meeting need not be given. Any business may be transacted at a regular meeting.

4. Special Meetings. Special meetings of the Board of Trustees may be held at any time and for any purpose. Special meetings may be called by the President or the Secretary or by any two or more Trustees by notice duly signed by the Officer or Trustees calling the same and given in the manner hereinafter provided.

5. Notice of Special Meetings. Written or printed notice of each annual, regular and special meeting of the board, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes thereof, shall be delivered to the Trustees present at any regular meeting of the Overland Park Rotary Club or transmitted by electronic mail, by facsimile, or by mail to each Trustee. The notice may be given by any officer having authority to call the meeting. Any meeting of the Board of Trustees shall be a legal meeting without any notice thereof having been given if all Trustees are present.

6. Waiver of Notice. Any notice may be waived in writing by any Trustee whether before or after the time stated therein. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting.

7. Quorum. Unless otherwise required by law the presence of a majority of the whole Board shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be valid as the act of the Board of Trustees except in those specific instances in which a larger vote may be required by law.

8. Adjournment. If a quorum is not present at a meeting, a majority of the Trustees present shall have power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

9. Voting. Each Trustee present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

10. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Trustees or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee. Such written consent may be delivered by email or other similar means of electronic communication with copies to all members of the Board or the committee in question.

11. Meetings by Conference Telephone or Similar Communications Equipment. Members of the Board of Trustees, or any committee designated by the board, may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

article vii

Officers

1. General. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as the Board of Trustees may elect. All officers shall be elected from among the members of the Board of Trustees and shall always while holding such office be a member of the Board of Trustees. Any two or more offices may be held by the same person.

At each Annual Meeting of the Board of Trustees, the board shall elect officers to serve for a term of one year or until the next Annual Meeting of the Board or until their successors are duly elected.

2. Removal. Any officer or any employee or agent of the corporation may be removed or discharged by the Board of Trustees whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

If for any reason any officer who is also a member of the Board of Trustees ceases to be a Trustee, then such officer shall automatically be removed from his office in the corporation.

3. Compensation. No officer shall receive any salary or compensation for serving as such. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of the corporation.

4. Vacancies. Vacancies shall be filled by the Board of Trustees at any annual or other regular Board meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board, or until the successor is duly elected.

5. The President. Unless the board otherwise provides, the president shall be the chief executive officer of the corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation and shall carry into effect all directions and resolutions of the board. The President shall preside at all meetings of the Members and the Board of Trustees.

The President shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board of Trustees.

6. The Vice President. The Vice President shall work in cooperation with the President and shall perform such duties as the Board of Trustees may assign to him or her. In the event of the death or during absence, incapacity, inability or refusal to act of the President, the Vice President (in order of seniority if there is more than one vice president) shall be vested with all the powers and perform all the duties of the office of President until the Board otherwise provides and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Trustees.

7. The Secretary. The Secretary shall attend the meetings of the Members and the Board of Trustees and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of the corporation. The Secretary shall perform similar duties for any standing or special committees when requested by such committee. The Secretary shall be the custodian of all the books, papers and records of the corporation and shall at such reasonable times as may be requested permit an inspection of such books, papers and records by any Member or Trustee of the corporation.

The Secretary shall keep in safe custody the seal of the corporation, if any, and when authorized to do so shall affix the same to any instrument requiring the seal, and when so affixed, shall attest the same by signature.

The Secretary shall have the principal responsibility to give or cause to be given notice of the meetings of the Board of Trustees and the Members.

The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation and shall have such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Board of Trustees.

8. The Treasurer. The Treasurer shall have supervision and custody of all moneys, funds and credits of the corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the corporation in books belonging to it. The Treasurer shall maintain a list of all donations.

The Treasurer shall be bonded unless the Board of Trustees expressly waives the requirement of such bonding.

The Treasurer shall have the general duties, powers and responsibilities of a Treasurer of a corporation, and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Trustees.

article viii

General Provisions

1. Depositories and Checks. The moneys of the corporation shall be deposited in such manner as the Trustees shall direct in such banks or trust companies as the Trustees may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Trustees of the corporation.

2. Certain Loans Prohibited. The corporation shall not make any loan to any Member, officer or Trustee of the corporation.

3. Liability and Indemnification.

 (a) Limitation of Liability. No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a trustee or officer of the corporation, if such person (A) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of their own affairs, or (B) took or omitted to take such action in reliance upon advice or counsel for the corporation, or upon statements made or information furnished by Trustees, officers, employees or agents of the corporation, which such person had no reasonable grounds to disbelieve. A member of the Board of Trustees, or a member of any committee designated by the Board of Trustees, shall be fully protected in relying in good faith upon the records of the corporation and upon such information, opinions, reports or statements presented to the corporation by any of its officers or employees, or committees of the Board of Trustees, or by any other person as to matters the trustee reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the corporation.

 (b) Indemnification, Generally. In addition to and without limiting any other rights to indemnification provided by the Board of Trustees, the corporation shall indemnify and advance expenses to each person who is or was an officer or trustee of the corporation to the full extent permitted by the laws of the State of Kansas.

4. Absence of Personal Liability. The Trustees and Members of the corporation are not individually or personally liable for the debts, liabilities or obligations of the corporation.

5. Annual Audit. At the discretion of the Board, either an annual audit or financial review of the books of account and financial records of the corporation shall be performed by an independent accounting firm.

ARTICLE IX

Fiscal Year

The Board of Trustees shall have the power to fix and change the fiscal year of the corporation.

 ARTICLE X

Amendments

After the adoption of the initial bylaws, the Members of the corporation shall have the power to make, alter, amend and repeal the Bylaws of the corporation and to adopt new bylaws, which power may be exercised by a vote of a majority of a quorum of the Members present at a meeting called for such purpose. The corporation shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any member of the Board of Trustees or any Member at all reasonable times during office hours.

CERTIFICATE

The bylaws were duly adopted as and for the bylaws of the Overland Park Rotary Foundation by the Members of said corporation at a special meeting held on April 14, 1993 and thereafter amended at special called meetings for the purpose of amending the bylaws in November 1993, June 1996, June 1999, December 13, 2010, and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The above bylaws are restated to reflect the bylaws as amended and existing on the date set forth below, which restated bylaws were reviewed and approved by the Board of Trustees.

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
 \_\_\_\_\_\_\_\_\_\_\_\_\_, President

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary