

BYLAWS  
OF  
SUBURBAN ROTARY CLUB  
CHARITABLE FOUNDATION

ARTICLE I  
OFFICES

Section 1. Principal Office. The principal offices of the Suburban Rotary Club Charitable Foundation ("Corporation") shall be located at 1500 Omaha, Tower, 2120 So. 72<sup>nd</sup> Street, Omaha, NE 68124, Omaha, Nebraska. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board may designate or as the business of the Corporation may require from time to time. The principal office may be changed from time to time by the Board of Trustees.

Section 2. Registered Office. The registered office of the Corporation may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II  
BOARD OF TRUSTEES

Section 1. Duties and Powers. The Board of Trustees ("Board") shall be responsible for the control and management of the affairs and property of the Corporation.

Section 2. Membership. Persons eligible to become a trustee of this Corporation shall be any member or honorary member in good standing of the Rotary Club of Omaha-Suburban (the "Club"). Trustees shall comply with the provisions of the Bylaws.

Section 3. Rights of Trustees. Trustees in good standing of the Corporation shall be eligible to attend any meeting of the Board, to serve on any committee of the Board if appointed by the Board, or to serve in any other appointive position or capacity as

requested by the Board.

Section 4. Number, Qualification, and Election. The number of trustees of the Corporation shall be nine (9) The Board shall be comprised of (a) the current president, (b) the three most recent past presidents, and (c) the five other members at large, all of the Club. If one or more of the three most recent past presidents of the Club are unable or unwilling to serve, a replacement shall be selected from the Club's Blue Ribbon Committee. A slate of nominations for election to fill the at-large trustee position shall be presented by the Nominating Committee as provided in Section 7 of this Article.

Section 5. Term of Office and Removal. The President of the Club becomes a Trustee when he/she takes office as President. The year immediately following the term of President he/she becomes Chairman of the Board of Trustees. The two years immediately after the term of Chairman, he/she will serve an additional two consecutive years as Trustee which will be a combined total of four years for each elected President of the Club. The five trustees coming from the general membership of the Club shall serve staggered 3-year terms with enough new trustees elected each year in order to maintain 9 members of the Board of Trustees. Each trustee shall hold office until his/her successor has been elected. A trustee's term will commence on the first day of the fiscal year following his/her election to the Board. A trustee may be removed from office by the affirmative vote of two-thirds (2/3) of the trustees at any annual regular or special meeting of the Board.

Section 6. Leave of Absence. Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a trustee from attending the meetings of the Board for not longer than six (6) months.

Section 7. Committees. The Board may appoint an executive or other committee(s) of not less than two (2) trustees which shall have such powers of the Board as the Board shall delegate. The Board shall determine and it may appoint any such committees professionals, experts or other persons familiar with the purpose for

which the committee is formed. Committee members need not all be trustees, but must be members in good standing of the Club.

Nominating Committee. Not less than sixty days prior to the annual meeting, the President of the Club shall appoint a Nominating Committee composed of not less than five members of the Club, a majority of whom shall not be members of the Board. It will be the duty of the Nominating Committee, as its responsibility to the Corporation, to nominate from the membership of the Club, one or two at-large trustees in order to maintain 9 members of the Board of Trustees for a 3-year term on the Board. These nominations shall be published in the Club publication at least one month before the annual meeting. Additional nominations may be made in writing by at least ten (10) members of the club in good standing, with the written consent of the nominee and shall be submitted to the Nominating Committee no later than fourteen (14) days prior to the annual meeting. The President of the Club shall announce the nominations(s) at any regular meeting of the Club at least one week prior to the annual meeting. The election shall take place at the next annual meeting. The election of the at-large trustee need not be by written ballot unless five or more members of the Club have filed with the Secretary, not less than ten (10) days prior to the annual meeting, a request that the election be by written ballot. If election by written ballot is duly requested, the form of the ballot shall be determined by the Board with the candidate(s) listed in alphabetical order by surname.

### Article III

#### MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Annual Meetings. The annual meeting of the Board shall coincide with the annual meeting of the Club, and be held at the principal office of the Corporation in the State of Nebraska, or at such other place within or without the State of Nebraska as the Board may select.

Section 2. Regular Meetings. The regular meetings of the Board shall be held not less than quarterly. The regular meetings shall be held at the principal office of the

Corporation in the State of Nebraska, or at such other place within or without the State of Nebraska as the Board may select. Due notice of any changes in or cancelling of a regular meeting shall be given to all trustees.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chairman or by a quorum of the Board, and may be held at the principal office of the Corporation or at such other place within or without the State of Nebraska and at such time as is specified in the Notice of Meeting

Section 4. Notice of Meetings. Except as otherwise provided by statute, written notice of each meeting of the Board of Trustees, whether annual, regular, or special, stating the place where and the time when such meeting is to be held, shall be served, either personally or by U.S. Mail, or electronically, not less than seven (7) nor more than forty (40) days upon each trustee entitled to vote at the meeting. If mailed, or sent electronically, such notice shall be sent to each trustee at his/her address as it appears on the records of the Corporation, unless he/she shall have previously filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. A notice of meeting (including any part thereof) may be waived by any member by written consent or by oral statement at any meeting and shall be deemed waived if all trustees are present, in person or by proxy at such meeting.

Section 5. Chairman. At each meeting of the Board the Chairman or, in his/her absence, a Chairman Pro-Tem chosen by the majority of those trustees in attendance shall preside.

Section 6. Quorum. The presence, in person, or by proxy of a majority of trustees, shall constitute a quorum at each meeting of the Board of Trustees.

Section 7. Voting. Each trustee shall have one vote on all matters with respect to which trustees may vote unless otherwise provided herein or under the applicable laws of the State of Nebraska. Voting shall be conducted viva voce except for the election of officers, which shall be by ballot. The board may determine that a specific resolution be considered by

ballot as opposed to viva voce. The vote of a majority of the trustees present at a meeting at which a quorum is present shall be necessary for the exercise of the powers of the Board. A trustee may vote at any meeting by proxy, but only if such proxy is duly executed in writing and given to another trustee, who exhibits and presents such proxy to the Secretary of the meeting for filing minutes of each meeting.

Section 8. Action Without Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if authorized by a writing signed by all trustees and filed with the Secretary of the Corporation.

Approval of grant applications of \$3,000 or less may be made by email vote of the Trustees of the Foundation, if needed in the interim between regular meetings. A majority of the Trustees serving must assent to the grant in order for the grant to be approved and funded (assuming Suburban Rotary Directors have approved) . Consent minutes will be prepared, showing the vote cast by Trustee. Such consent minutes shall be retained and approved at the next scheduled meeting of the Board of Trustees.

Section 9. Telephone Conference. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at a meeting.

#### ARTICLE IV

#### OFFICERS

Section 1. Officers, Election and Term of Office. The officers of the Corporation shall consist of a Chairman, a Secretary, and a Treasurer. Such other officers and agents as may be deemed necessary may be appointed by the Board. The Chairman will be the immediate Past-President of the Club. At its option the Board may appoint as Secretary, but with no voting rights, the Executive Director of the Club. Otherwise, the Secretary and Treasurer shall be selected from among the trustees and appointed by the Board to serve one year terms

commencing at the start of the fiscal year of their appointment. Any two offices, except those of Chairman and Secretary, may be held by the same person; provided, however, that no person shall, in more than one capacity, execute, acknowledge or certify any instrument required by law, the Articles of Incorporation or these Bylaws to be executed, acknowledged or certified by two or more officers.

Section 2. Chairman. The Chairman shall be chief executive officer of the Corporation and shall preside at all meetings of the Board. The Chairman shall see that all orders and resolutions of the Board are carried into effect. The Chairman shall execute all contracts, deeds, certificates, bonds or other obligations authorized by the law or by orders of the Board. The Chairman shall perform such other duties as may from time to time be prescribed by the Board.

Section 3. Secretary. The Secretary shall attend, where possible, all meetings of the Board, and shall record the minutes of such meetings in books provided for that purpose. He/she shall be the custodian of all papers brought before the Board and members for action or ordered on file; also of all written contracts, deeds, insurance policies, leases, records and evidences of title to real estate and other property (except moneys and securities) owned, held or controlled by the Corporation. He/she shall have the custody of the records of the Corporation and of the corporate seal, and shall affix and attest the same when authorized by any officer, the Board or a committee thereof. He/she shall perform such other duties as may be conferred upon him/her by the Board.

Section 4. Treasurer. The Treasurer shall be a co-signer on all authorized checks. Additional duties will be limited to audit procedures, administrative fiscal accountability, administrative records maintenance, filing of tax reports, preparation and submission of a Treasurer's report at the Suburban Rotary Club Board meetings. The Treasurer shall keep full and accurate account of all receipts and disbursements in the books of the Corporation. He/she shall deposit all moneys due and payable from any source whatsoever and to give full discharge for the payable from any source whatsoever, and to give full discharge for the same, and to endorse the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. He/she

shall have authority to receive and to give full discharge for the same, and to endorse for deposit on behalf of the Corporation all checks, drafts, notes, warrants, orders and other paper requiring endorsement. He/she shall disburse the monies of the Corporation under the direction of the Board of Trustees, and be responsible for the restoration to the Corporation, in case of his/her resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his/her possession, belonging to the Corporation. He/she shall prepare annually, and more often if so requested by the Board of Trustees, a full statement of the finances of the Corporation. He/she shall perform such other duties as may be conferred upon him/her by the Board of Trustees. By action of the Board, some or all of these duties may be delegated to the Executive Director of the Club.

Section 5. Vacancies. Upon death, resignation or inability to serve of any officer, the unexpired portion of such officer's term shall be filled by the Board of Trustees.

## ARTICLE V CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officer so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts or Orders for Payment. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, as provided in these Bylaws, or in such manner as shall time to time be determined by resolution of the Board. Checks shall be signed by two (2) authorized persons, one (1) of whom shall be the Treasurer.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI  
MISCELLANEOUS

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and shall keep, at the registered or principal office, a record giving the names and addresses of the trustees entitled to vote. All books and records of the Corporation may be inspected by any trustee, or said trustee's agent or attorney, for any proper purpose at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on July 1st and end on the following June 30th, but shall be subject to change as determined by the Board.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or by Bylaws of the Corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE VII  
INDEMNIFICATION

The Corporation shall have the power to indemnify any person who is or was a trustee, officer, director, or agent of the Corporation.

jurisdiction of its incorporation. The form of or description on the seal may be changed at any time by the Board of Trustees.

ARTICLE VIII



## COMPENSATION


The trustees shall not be entitled to any compensation from the Corporation in their capacities as such, but may be reimbursed for all authorized administrative, travel and per diem expenses incurred on behalf of the Corporation.

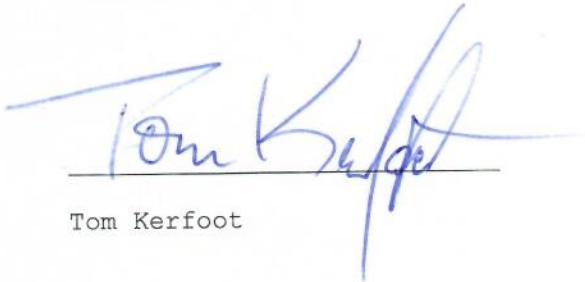
## ARTICLE IX AMENDMENTS


Any and all Bylaws of the Corporation shall be subject to amendment, alteration or repeal, and new Bylaws may be adopted, at any annual or special meeting of the trustees, by a majority vote of the trustees. No Bylaw may be amended, altered, repealed or adopted in contravention or derogation of the Articles of Incorporation of the Corporation.

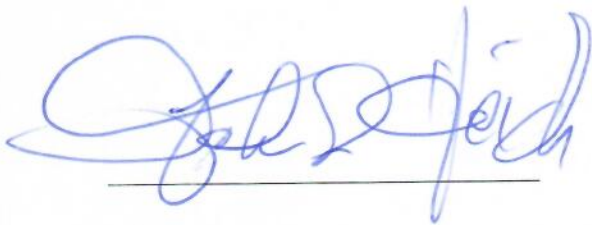
The above bylaws were previously adopted on November 19, 2019 and revisions adopted on December 15, 2022 by the following parties:

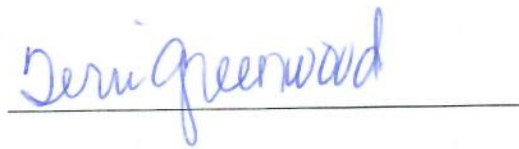
  
Dave Laferla

  
Kevin Welsh


  
Tom Kerfoot

  
Mary Bernier

  
John Hoich

  
Terri Greenwood

  
Alan Stanek

  
Randall Wieseler