**By-Laws of the Glens Falls Rotary Foundation, Inc.**

Article 1 – Offices

The principal offices of the Corporation shall be in the City of Glens Falls, County of Warren, in the State of New York. The Corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the Corporation require.

Article 2 – Purposes

The purposes for which this Corporation has been organized are as follows: See Attachment A

Attachment A-

1. To receive and administer funds for scientific, education, and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to the amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the bylaws of the Corporation, or any laws applicable thereto.
2. Without limiting the generality of the foregoing or the following, the principal purpose of the Corporation shall be to raise, generate and solicit funds through the activities of the Glens Falls Rotary Club to provide a continual financial source for the general charitable purposes of the Corporation under Section 501 (c) (3) of the Internal Revenue Code of 1986 or those codes currently in law including all of the civic and community activities qualifying under said section and provided by the Glens Falls Rotary Club through this Corporation. In addition, the Corporation shall provide an educational loan or scholarship program for qualified applicants. Loans or scholarships granted hereunder shall be repaid without interest or with nominal interest following the termination of said applicant’s education for said loan was granted.
3. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the purposes of the corporation.
4. The purpose for which the Corporation is organized shall be confined to those which are strictly scientific, educational, and charitable.
5. Notwithstanding any of the provisions of these articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, for educational loan or scholarship purposes, or to foster national or international amateur sports competition (but only if no part of the activities involve the providing of facilities or equipment)or for the prevention of cruelty to children or animals as specified in Section 501 (c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986.
6. The Corporation is organized and will be operated exclusively for service and charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code. No part of the net earnings of the Corporation shall inure to the benefit of any private individual. No substantial part of its activities will be carrying out propaganda or otherwise attempting to influence legislation. The Corporation will not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article 3 – Membership

1. Members of the Glens Falls Rotary Club will automatically become members of the Corporation. Membership in the Glens Falls Rotary Club is a requirement for membership in the Corporation and the requirements for membership in the Glens Falls Rotary Club are established by Rotary International.
2. Membership Annual Meetings: The annual membership meeting of the Corporation shall be held in conjunction with the annual meeting of the Glens Falls Rotary Club on the second Thursday in December, except that if such day be a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed or delivered electronically to every member in good standing at his address as it appears on the membership roll book of the Corporation a notice stating the time and place of the annual meeting.
3. Regular meetings of the Corporation shall be held as called by the Board of Directors
4. The presence at any membership meeting of not less than ten percent (10%) of the members shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.
5. A membership roll showing the list of members as of the record date, certified by the secretary of the Corporation, shall be produced at any meeting of members upon request therefore of any member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.
6. Special Meetings: Special meetings of the Corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed or delivered electronically to all members at their addresses as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

1. Fixing Record Date: For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without meeting, or for the purpose of determining the members entitles to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

Action Taken by Directors Without a Meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

1. Proxies: No proxy votes shall be allowed unless specifically authorized by the board of directors.
2. Order of Business: The order of business at all meetings of members shall be as follows:
3. Roll call.
4. Reading of the minutes of the preceding meeting.
5. Reports of committees.
6. Report of Officers.
7. Old and unfinished business
8. New business
9. Good and welfare
10. Adjournments
11. Membership Dues: Members shall not be required to pay dues.

Article 4 – Directors

1. Management of the Corporation: The Corporation shall be managed by the board of directors which shall consist of not less than three directors. Each director shall be at least nineteen (19) years of age.
2. Election and Term of Directors: At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which ~~he~~ they were elected and until their successor has been elected and shall have qualified, or until their prior resignation or removal.
3. Increase or Decrease in Number of Directors: The number of directors may be increased or decreased by vote of the members or by vote of a majority of all the directors. No decrease in number of directors shall shorten the term of any incumbent director.
4. Newly Created Directorships and Vacancies: Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provide in the Certificate of Incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of their predecessor.
5. Removal of Directors: Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.
6. Resignation: A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
7. Quorum of Directors: Unless otherwise provided in the Certificate of Incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.
8. Action of the Board: Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.
9. Place and Time of Board Meetings: The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.
10. Regular Annual Meeting: A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

Notice of Meetings of the Board, Adjournment: Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three (3) days’ notice to each director either personally or by mail or electronically; special meetings shall be called by the president or by the secretary in a like manner on written request of two (2) directors.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

(m) Committees: Standing or temporary committees may be appointed by the Board of Directors as needed. The Board of Directors may invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. All committees shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded with the secretary of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. All such committees shall serve at the pleasure of the board.

Article 5 – Officers

1. Officers, Elections, Terms: Unless otherwise provided for in the Certificate of Incorporation, the board may elect or appoint a president, one ~~or more~~ vice-

Presidents, a secretary and a treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members. Each officer shall hold office for the term for which they were elected or appointed and until their successor has been elected or appointed and qualified.

1. Removal, Resignation, Salary: Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

Compensation: No directors or officers shall receive any salary or other compensation, except this shall not preclude any director or officer from receiving compensation for authorized out of pocket expenses.

1. President: The president shall be the chief executive officer of the Corporation; the president shall preside at all meetings of the members and of the board; the president shall be responsible for the general management of the affairs of the Corporation and shall see that all orders and resolutions of the board are carried into effect.
2. Vice-Presidents: During the absence or disability of the president, the vice-president, shall have all the powers and functions of the president. The vice president shall perform such other duties as the board prescribes.
3. Treasurer: The treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the directors may elect; the treasurer shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; the treasurer shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; the treasurer shall at all reasonable times exhibit the books and accounts to any director or member of the corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate year, the treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the president and shall present such audit in writing at the annual meeting of the members, at which time ~~he~~ the treasurer shall also present an annual report setting forth in full the financial conditions of the Corporation.
4. Assistant Treasurer: During the absence or disability of the treasurer, the assistant-treasurer, ~~of if there are more than one, the one~~ so designated by ~~the secretary or by~~ the board, shall have the powers and functions of the treasurer.
5. Secretary: The secretary shall keep the minutes of the board of directors and also the minutes of the members. ~~He~~ The secretary shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the board of directors. ~~He~~ The secretary shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the board of directors may direct; ~~he~~ The secretary shall attend to such correspondence as may be assigned to ~~him~~ them, and perform all duties incidental to ~~his~~ the office of secretary. ~~He~~ The secretaryshall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence and the time when they became members.
6. Assistant-Secretary: During the absence or disability of the secretary, the assistant secretary, ~~or if there are more than one, the one~~ so designated by ~~the secretary or by~~ the board, shall have all the powers of the secretary.
7. Sureties and Bonds: In case the board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of ~~his~~ their duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into ~~his~~ their hands.

Article 6 – Seal

The seal of the corporation shall be as follows:

Article 7 –Construction

If there are any conflicts between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

Article 8 – Amendments

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of changes made.

Article 9 – Policies

1. The board shall develop and be responsible for the policies of the Corporation.
2. The secretary shall keep an accurate record of any policies developed by the board.
3. It shall be the policy of the Corporation that the president of the Glens Falls Rotary Club shall be the president of the board of directors of the Glens Falls Rotary Foundation. Dissolution:
4. Upon dissolution, all assets of the Corporation will be distributed to organizations exempt under Internal Revenue Code Section 501 (c) (3).
5. It shall be the policy of the Corporation that the Vice-President of the Glens Falls Rotary Club shall be the Vice-president of the Glens Falls Rotary Foundation.
6. It shall be the policy of the Corporation that the treasurer of the Glens Falls Rotary Club shall be the treasurer of the Glens Falls Rotary Foundation.
7. It shall be the policy of the Corporation that the secretary of the Glens Falls Rotary Club shall be the secretary of the Glens Falls Rotary Foundation.

Article 10 – Conflict of Interest Policy

(a) The Rotary Club of Glens Falls Foundation has adopted a Conflict of Interest

policy appropriate to state and federal laws governing conflicts of

interest relevant to non-for-profit and charitable organizations.

(b) A copy of the Conflict of Interest policy is available upon request to the secretary

by any active member of the Rotary Club of Glens Falls, New York or legally entitled representative.

Article 11 - Dissolution:

Upon dissolution, all assets of the Corporation will be distributed to organizations exempt under Internal Revenue Code Section 501 (c) (3).

Article 12- Rules of Order:

The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all meetings of member groups and directors except as to those matters where such rules are inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the Corporation.

Definitions:

Corporation ……………………. The Glens Falls Rotary Foundation

Member(s)…………………………. A member in good standing of the Glens Falls Rotary Club

Board ………………………………… The Board of Directors of the Glens Falls Rotary Foundation