

BYLAWS
OF
Rochester Rotary Charities

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation is located in the City of Rochester, Strafford County, State of New Hampshire.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws: (Date) _____

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C) (3) PURPOSES

The purpose of the Rochester Rotary Charities (the "Corporation") is to collect and distribute funds for charitable purposes and for educational and vocational scholarships. Notwithstanding any other provisions of these By-Laws, "Rochester Rotary Charities" is organized exclusively for one or more of the purposes specified in section 501(C)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(C)(3) or corresponding provisions of any subsequent law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein

ARTICLE 3
DIRECTORS

SECTION 1. NUMBER

The Board shall consist of the same directors as the Rochester Rotary Club Board.

SECTION 2. QUALIFICATIONS

Directors shall be members in good standing of the Rochester Rotary Club.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES .

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or communicated by other media to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Term of Office: Directors shall be elected to 2- year terms. Upon approval of these by-laws, half the directors shall be elected for a 1-year term and the other half for a 2-year term, to be determined by the highest vote count. Thereafter, all directors will be elected for 2-year terms, with a maximum of 2 consecutive terms.

SECTION 6. COMPENSATION

Directors shall not receive compensation for their participation as members of the Board of Directors. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. BOARD MEETINGS

Regular meetings of the board of Directors shall be held monthly (minimum of 10 meetings per year) at a time and date determined by the Board of Directors unless such day falls on a legal holiday. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given to the full board. The “Roberts Rule of Order” shall be followed at these meetings.

SECTION 8. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Board Meetings. An email notice shall be given by the secretary of any regular meeting of the board of directors.

(b) Special Meetings. An email notice shall be given by the Secretary of the Corporation to each director for each special meeting of the board

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 9. QUORUM FOR MEETINGS

A quorum shall consist of (9) directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 10. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 11. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, by the President-elect of the Corporation or, in the absence of each of these persons, by the Vice President or a Chairperson chosen by a majority of the directors present at the meeting. The Secretary or assistant secretary of the Corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 12. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such

resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until that open term expires. or until his or her death, resignation or removal from office.

SECTION 13. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 14. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the Corporation as provided for by the laws of the State of New Hampshire.

SECTION 15. INSURANCE FOR CORPORATE AGENTS

The Club and Charities are indemnified through Rotary International..

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Corporation shall be President, President-Elect, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Immediate Past President.

SECTION 2. QUALIFICATIONS

Any person who is a member of the Rochester Rotary Club, in good standing, may serve as officer of this Corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers and directors shall be elected by the Rochester Rotary Club, at its annual meeting in December, to be effective the following July 1st through June 30th. Each officer shall hold office until he

or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall, subject to the control of the board, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such perform other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors.

SECTION 7. DUTIES OF PRESIDENT-ELECT

In the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The President-Elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF VICE PRESIDENT

It shall be the duty of the vice president to preside at meetings of the corporation in the absence of the president and the president-elect and to perform other duties as ordinarily pertains to the office of vice president

SECTION 9. DUTIES OF SECRETARY

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the board may determine, a record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

The Secretary shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, and the minutes of the proceedings of the directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF ASSISTANT SECRETARY

The assistant secretary shall assist the secretary as needed. He or she shall also update the club web site and any other social media sites with the Corporation's functions and fundraisers.

SECTION 11. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Prior to the beginning of each Rotary year, the treasurer shall prepare a draft budget and present it to the incoming president for board consideration. This budget may be amended as needed and approved by the board.

Any check distribution shall be signed by two the following: President, President-elect, Treasurer, or Asst Treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other corporation property.

The treasurer shall deposit all funds in accounts at financial institutions approved by the board.

A review of the Corporation's financials shall be done on an annual basis by a "Financial Review" committee", which would include one board member and 2 qualified club members, appointed by the president.

Rochester Rotary Charities maintains the same board as the Rotary Club of Rochester. All fundraising money stays with the Charities for distribution. No Rotary Club operations expenses are incurred by this Corporation.

SECTION 12. DUTIES OF ASSISTANT TREASURER

The assistant treasurer shall assist the treasurer in the accounting of funds and perform the duties in the absence of the treasurer. The assistant treasurer of the Charities shall serve as treasurer of the Rochester Rotary Club.

SECTION 13. DUTIES OF IMMEDIATE PAST PRESIDENT

The president, upon completion of his/her term, becomes the Immediate Past President, and will automatically continue on as a member of the board for one year. The IPP shall assist the president as needed.

SECTION 14. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of President, President Elect, Vice President, Secretary, Treasurer and Immediate Past President and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors or by the president. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President the President-elect, or the Asst 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 of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; all records must be kept for seven years.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses. These should also be kept for 7 years.

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2 DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts-

SECTION 4. PERIODIC REPORT

The Treasurer shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state to be so prepared and delivered within the time limits set by law.

ARTICLE 8

IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

Duty to Disclose and Voting Requirements: Any possible conflict of interest on the part of any member of the Board, officer or trustee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue or transaction before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$ 5,000.00) in a fiscal year, a two-thirds vote approving the transaction is required. When the transaction involved exceeds five thousand dollars (\$ 5,000.00) in a fiscal year, then a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is required, together with written notice to the Director of Charitable Trust, Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made; that the interested Director and all other Directors with a pecuniary transaction with the Corporation during the fiscal year were absent during both the discussion and the voting on the transaction; and the actual vote itself.

Other Statutory Requirements: The Board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19, II and 292:6-a) and all such laws are incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, (i) absolute prohibition on any loans to any director, officer or trustee of the charitable trust; and (ii) prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the attached statutes.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

These bylaws may be amended at any regular meeting of the Rochester Rotary Club, a quorum (one third of the Rotary membership) being present, and be approved by a two-thirds vote of all members present, provided that notice of such proposed amendment shall be provided to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

ARTICLE 10 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11 PARLIAMENTARY AUTHORITY

The Parliamentary Authority of the Rotary Club of Rochester Charities, New Hampshire shall be the same as the Club.

ADOPTION OF BYLAWS

We, the undersigned, being directors of Rochester Rotary Club and Rochester Rotary Charities, consent to the revisions to the By-Laws, which were adopted on March 19, 2012.

Print Name

Signature

Janet Atkins

Gerard Gilbert

Matthew Beaulieu

Claire Bisaillon

Kim Letendre

Lisa Stanley

Judy Smith

David Keefe

Robert Fredette

John Hall

Daniel Hussey

Jenn Marsh

Christine McCluskey

Derek Peters

Jeanette Poulin

Kathy Sessler
