

BYLAWS
OF THE
SAN BERNARDINO ROTARY FOUNDATION

I
PRINCIPAL OFFICE

The principal office for the transaction of the business and affairs of the corporation is where the Rotary Club of San Bernardino Board of Directors meets in San Bernardino County, California. It's mailing address is P.O. Box 894, San Bernardino, CA, 92402. The Board of Trustees (Board) may at any time or from time to time change the location of the principal office from one location to another in this county.

II
PURPOSES AND LIMITATIONS

2.1 General Philanthropic Purposes. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 502(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other 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 of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United states internal revenue law.

2.2 Community and Public Service Programs. The corporation shall maintain its assets for various community and public service programs such as the following programs of the Rotary Club of San Bernardino ("Club"):

2.2.1 Rotary Life Youth Scholarship and Leadership: Providing scholarships and an educational leadership program for students in grades nine through twelve in the San Bernardino area.

2.2.2 Rotary Reach: Providing funds, equipment, and services to assist the San Bernardino Unified School District and other schools in the San Bernardino area in implementing character education curriculum.

2.2.3 Adopt-A-School: Participating in the Adopt-A-School Program of the San Bernardino Unified School District and assisting schools adopted by the Club in programs designed to motivate and broaden the academic experience of youth in order that they might live more productive lives.

2.2.4 Interact: Supporting a high school leadership club under the auspices of the Rotary International Interact Program for leadership development and community and school service.

2.2.5 Rotaract: Supporting a college leadership club under the auspices of the Rotary International Rotaract Program for leadership development and community and school service.

2.2.6 R.Y.L.A.: Financially supporting the attendance of high school youth selected from the San Bernardino area to the Rotary Youth Leadership Awards Conference held by Rotary District 5330.

2.3 Holding and Transmittal of Charitable Funds. The corporation may receive assets for charitable purposes and distribute them to other charitable corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code such as the Rotary Foundation and community service charities in the San Bernardino area.

2.4 Solicitation and Administration of Funds. The corporation shall actively solicit funds to support the philanthropic activities and programs of this corporation. It shall hold and administer in accordance with the purposes of this corporation all funds contributed to this corporation for charitable purposes.

2.5 Limitations.

2.5.1 All assets received by this corporation shall be held exclusively for its philanthropic purposes in accordance with its Bylaws and Articles of Incorporation.

2.5.2 Corporate assets shall be identified with reference to the programs for which they were contributed or to which they are duly allocated. Assets received with specific directions as to the purpose for which they are to be used shall be maintained in a separate account for that purpose only and only used for that purpose. Assets received without such a specific designation may be allocated by the Board of Trustees to a general or specific account of the corporation. Assets so allocated by the Board of Trustees to a specific account may be reallocated at the discretion of the Board of Trustees to a different account.

III MEMBERSHIP

3.1 Membership. This corporation shall have no members.

IV BOARD OF TRUSTEES

4.1 Powers.

4.1.1 General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors, referred to herein as the Board of Trustees or the Board.

4.1.2 Specific Powers. Without prejudice to the general powers set forth in Section 4.1.1 of these bylaws, but subject to the same limitations, the Trustees shall have the power to:

- (a) Appoint and remove, at the pleasure of the Board, all the corporation's officers and agents and prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and security for faithful performance of their duties.
- (b) Change the principal office or the principal business office in California from one location to another.
- (c) Conduct financial and business transactions, including depositing and investing funds, borrowing money, and incurring indebtedness on behalf of the corporation, in the corporate name or in the name of any of the community and public service programs it funds; and causing to be executed and delivered for the corporation's purposes in any such name, bank or other accounts, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

4.2 Number and Qualification of Trustees.

4.2.1 Authorized Number and Qualifications. The Board of Trustees shall consist of 9 Trustees until changed by amendment to these Bylaws.

4.2.2 Restriction on Interested Persons as Trustees. No more than 49 percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

4.3 Election and Term of Office.

4.3.1 Regular Elections. All Trustees shall be elected annually by the Board. Each such Trustee shall hold office commencing July 1 for one year and until a successor has been

elected and qualified. The election of Trustees shall take place in June of each year unless 30 days' notice is given by the President to all Trustees that this election is to take place at any of the preceding five meetings.

4.3.2 Vacancies on Board.

(a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Trustee; (b) the declaration by resolution of the Board of a vacancy in the office of a Trustee who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; and (c) removal by the Club.

(b) Filling Vacancies. Vacancies on the Board shall be filled in the same manner as the designation of Trustees.

4.4 Trustees' Meetings.

4.4.1 Place of Meetings. Meetings of the Board shall be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

4.4.2 Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such Trustees shall be deemed to be present in person at such a meeting.

4.4.3 Regular Meetings. Regular meetings of the Board shall be held monthly without notice at the end of each regular meeting of the Board of the Club and/or at such other time and place as the Board of Trustees may fix from time to time.

4.4.4 Special Meetings.

(a) Authority to Call. Special meetings of the Board may be called at any time by the president, vice president, secretary, or any two Trustees.

(b) Notice.

(1) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Trustee or to a person at the Trustee's home or office who would reasonably be expected to communicate that notice promptly to the Trustee; (d) by telegram, charges prepaid; or (e) by e-mail. All such notices shall be given or sent to the Trustee's address or telephone number as shown on the records of the corporation.

(2) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, or e-mail shall be delivered, telephoned, given to the telegraph company, or transmitted by e-mail at least 48 hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the time of the meeting, the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

4.4.5 Quorum. One third (1/3) of the authorized number of Trustees shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of an appointments to committees of the Board, and (d) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

4.4.6 Waiver of Notice. Notice of a meeting need not be given to any Trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Trustee who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

4.4.7 Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.4.8 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

4.4.9 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

4.4.10 Compensation and Reimbursement. Neither Trustees nor members of committees may receive compensation for their services as Trustees, officers, or committee members.

V COMMITTEES

5.1 Committees of the Board. The Board, by resolution adopted by a majority of the Trustees then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Trustees and no persons who are not trustees, to serve at the pleasure of the Board. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

5.1.1 Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

5.1.2 Fill vacancies on the Board or on any committee that has the authority of the Board;

5.1.3 Amend or repeal bylaws or adopt new bylaws;

5.1.4 Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

5.1.5 Create any other committees of the Board or appoint the members of committees of the Board; or

5.1.6 Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

5.2 Allocation and Administration of Foundation Funds. The allocation and administration of Foundation funds shall be the responsibility of the Board of Trustees.

5.3 Investment Committee. The Board of Trustees may appoint an Investment Committee to advise and counsel it on the proper investment of funds. No person on the Investment Committee may be an officer, director, or employee of any organization through which or in which funds of this corporation are invested.

5.4 Designation of Committee Chairs and Members. Appointments to committees and their chairs shall be made by the president and confirmed by majority vote of the Trustees then in office. One or more alternate members of any such committee may be similarly appointed to replace any absent member at any meeting.

5.5 Meetings and Action of Committees. Meetings and actions of committees of the Board shall be generally governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other actions of the Board.

VI OFFICERS

6.1 Officers of the Board. The officers of the Board shall be a President, a Vice President, a Secretary, and a Chief Financial Officer. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Vice President. Normally, the President of the Club will serve as the President of the Board and the President-Elect of the Club will serve as the Vice President of the Board.

6.2 Election of Officers. The officers of the Board, except those appointed under Section 6.3 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board.

6.3 Other Officers. The Board may appoint and may authorize the President, or other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.

6.4 Removal of Officers. Any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

6.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

6.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

6.7 Responsibilities of Officers. The officers shall be responsible to assure that the membership and financial records and a book of minutes are kept and maintained, and shall ensure compliance with all legal and tax requirements of the corporation as a charitable and educational organization in the meaning of Section 501(c)(3) of the Internal Revenue Code. Upon leaving office, all officers shall turn over to their successor copies of all of their minutes; financial, attendance, and other records; corporate documents; reports; and any other property of the corporation.

6.7.1 President. Subject to the control of the Board, the President shall be the chief executive officer and general manager of the corporation; shall supervise, direct and control the corporation's activities, affairs, and officers; shall preside at meetings of the board; and shall exercise and perform such other powers and duties as the Board shall assign from time to time.

6.7.2 President-Elect. The President-Elect serving as Vice President shall, in the absence of the President preside at all Board meetings and act in all capacities as President of the Corporation.

6.7.3 Secretary.

(a) Book of Minutes. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. A copy of the minutes shall be posted on the Club's website. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of persons present or represented at such meetings. The Secretary shall keep or cause to be kept with the minutes and on the Club's website a copy of the Articles of Incorporation and Bylaws, as amended to date.

(b) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

6.7.4 Chief Financial Officer.

(a) Books of Account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books or account shall be open to inspection by any Trustee at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board of the Bylaws may prescribe.

VII OTHER

7.1 Indemnification.

7.1.1 Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its Trustees, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in

that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

7.1.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

7.1.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 7.1.1 and 7.1.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

7.2 Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Trustees, employees, and other agents, against any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising out of the officer’s, Trustee’s, employee’s, or agent’s status as such.

7.3 Records and Reports.

7.3.1 Maintenance of Corporate Records. The corporation shall keep adequate and correct books and records of account and written minutes of the proceedings of its Board and committees and shall post copies on the Club’s website.

7.3.2 Inspection by Trustees. Every Trustee shall have the absolute right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Trustee’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

7.4 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

7.5 Amendments. Subject to the limitations set forth below, the Board may adopt, amend, or repeal bylaws. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

CERTIFICATE

I certify that I am the duly elected and acting Secretary of the San Bernardino Rotary Foundation, a California nonprofit public benefit corporation, and that the above bylaws consisting of nine (9) pages are the bylaws of this corporation as duly amended and approved at the meeting of the Board of Trustees thereof duly held on June 3, 2025.

EXECUTED ON June ___, 2025 in San Bernardino, California.

Lindsey Cobaugh, Secretary

Approved:

Dr. Bill Orr, President

EXECUTED ON JUNE 10, 2025 – SIGNATURES ON FILE