

**RESTATED BYLAWS
OF
THE RANCHO SANTA FE ROTARY FOUNDATION, INC.
(A California Non-profit Corporation)**

ARTICLE ONE. NAME

Corporate Name

- 1.01 The name of this corporation is Rancho Santa Fe Rotary Foundation Inc. (the "Foundation").

ARTICLE TWO. STRUCTURE AND LOCATION

- 2.01 The Board of Directors shall hereafter be referred to as the "Board of Trustees."
- 2.02 Said Board is hereby granted full power to change the Foundation office from one location to another in the County of San Diego.

ARTICLE THREE. PURPOSES

- 3.01 This Foundation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for public, educational, and charitable purposes.

ARTICLE FOUR. LIMITATIONS

Prohibited Activities

- 4.01 This Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, the Foundation 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 Foundation, and the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) (or the corresponding provision of any future federal internal revenue law).

Political Activities

- 4.02 No substantial part of the activities of this Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Foundation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE FIVE. DEDICATION OF ASSETS

Property Dedicated to Nonprofit Purposes

- 5.01 This Foundation's assets are irrevocably dedicated to charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Foundation, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.

Distribution of Assets Upon Dissolution

- 5.02 On the winding up and dissolution of this Foundation, after paying or adequately providing for the debts and obligations of the Foundation, the remaining corporate assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIX. MEMBERSHIP

Qualifications

- 6.01 The membership of this Foundation shall consist of only members of the Rotary Club of Rancho Santa Fe. All memberships are non-transferable. No members shall have more than one vote.

ARTICLE SEVEN. MEETINGS OF MEMBERS

Annual Meeting

- 7.01 An annual meeting of the members of this Foundation shall be held at their regular meeting in May of each year, at which time the election of Trustees shall take place for the following Rotary year. At least ten (10) days prior to the meeting, notice shall be provided each member with the slate of nominees. Each nominee shall consent to serve, either in writing or in person.

Special Meetings

- 7.02 Special meetings of the members may be called by: 1) The Chair, 2) The Trustees by action at a meeting, 3) A majority of the Trustees acting without a meeting, or 4) Fifteen percent (15%) of the members. At least five (5) days prior to this special meeting, notice of the time, date, place and agenda shall be provided to each member. The presence in person of twenty percent (20%) of the members, but not less than twenty (20) members, at any special meeting of the membership shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Unless more than 33% of the members are actually in attendance no business shall be transacted at the meeting other than that contained in the notice of the meeting.

Waiver of Notice

- 7.03 Attendance at any meeting shall be deemed a waiver of notice thereof.

Adjournment

- 7.04 When any meeting of the membership, either annual or special, is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment for the business to be transacted at adjourned meetings, other than by announcement at the meeting at which such adjournment is taken.

Place of Meetings

- 7.05 All meetings shall be held at such place that the Rancho Santa Fe Rotary Club meets as the Chair, Board of Trustees, or other persons calling the meeting shall designate.

ARTICLE EIGHT. BOARD OF TRUSTEES

Number and Qualification of Trustees

- 8.01 (a) The Board of Trustees shall consist of not less than five (5) not more than eleven (11) members.
- (b) Any member of the Rancho Santa Fe Rotary Club is eligible to be elected a Trustee thereof.
- (c) All Trustees shall serve without compensation.
- (d) Any director or officer of the Rotary Club of Rancho Santa Fe is eligible to be elected as a Trustee of the Foundation. Pursuant to the conflicts of interest policy concurrently adopted by the Foundation, a member's role as a director or officer of the Rotary Club of Rancho Santa Fe does not in itself create a conflict of interest with the member's role as a Trustee of the Foundation.

Terms and Conditions of Office

Term

- 8.02 (a) The Board of Trustees shall be duly elected to a three (3) year term of office, with the exception of the presiding President of the Rotary Club of Rancho Santa Fe who shall be an ex-officio Trustee for the year of his/her term of office. Each year the terms of approximately one-third of the Trustees shall expire. Vacancies on the Board shall be replaced by a majority vote of the Board of Trustees. Said replacement shall serve out the unexpired term to which he/she was appointed and until his/her successor is elected.

Resignation

- (b) Any Trustee may resign at any time by giving written or verbal notice to the Board of Trustees, or the Chair or the Secretary of the Foundation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, unless otherwise specified. The acceptance of such resignation shall not be necessary to make it effective.

Removal of Trustee

- (c) Any Trustee may be removed, either with or without cause, by written consent of two-thirds of the Trustees at any regular or special meeting of the Board.
- (d) It shall be the duty of each Trustee to attend meetings. Three unexcused absences in any fiscal year will be cause for the Board of Trustees to take action which may include termination of membership on the Board. The Chair and/or Secretary shall notify the member of the determination.

General Power

- 8.03 (a) Except as otherwise provided in the Articles of Incorporation or in these Bylaws, all the powers, duties, and functions of the Foundation conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions or otherwise, shall be exercised, performed or controlled by the Board of Trustees. The Board of Trustees shall have general charge of the affairs, property, and assets of the Foundation. It shall be the duty of the Board of Trustees to carry out the aims and purposes of this Foundation, to manage and control all its property or assets with due diligence and full compliance with their fiduciary responsibility.

Advisors

- (b) From time to time the Board may appoint as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Foundation's purposes. The Board shall prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Foundation to ensure that their duties are properly performed. The Board is authorized to appoint and remove, employ, and discharge all officers, agents and employees of the Foundation, including the Executive Director, attorneys and assistants, as in its option are needed for the administration of the Foundation.

Meetings

- 8.04 (a) The Board shall hold regular meetings at such time and place as may be fixed by the Board or by the Chair.
- (b) A majority of Trustees shall constitute a quorum for the transaction of business. The Trustees present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Trustees to leave less than a quorum.
- (c) Notice of any Special Board meeting, except as herein otherwise provided, shall be given by email and sent at least five (5) days before the meeting to the usual address of each Trustee, but such notice may be waived by any Trustee as to himself/herself.

Financial Reports & Audits

- 8.05 (a) A Certified Public Accountant must be engaged by the Board, after approval of the budget by the Board of Trustees.
- (b) The Board of Trustees shall make available an annual written report of its financial condition to the membership and such other interested individuals as deemed necessary. Such reports shall include an annual statement of receipts and

disbursements for the year, a balance sheet as of the end of the fiscal year and a schedule of projects and/or organizations to which funds were used or distributed for charitable purposes. Additional reports it may be issued as deemed necessary.

Miscellaneous

- 8.06 (a) The Board of Trustees shall take all appropriate actions to make the Foundation and its purposes known to the membership of the Rancho Santa Fe Rotary Club and, in this connection, encourage gifts and bequests to the Foundation from these members.
- (b) Each trustees shall serve in a fiduciary capacity, and shall refrain from exercising any powers in such manner as to disqualify the Foundation from Federal income tax exemption as a qualified charitable organization and an organization described in section 170 (b) (1) (A) (vi) of the Internal Revenue Code, (or the corresponding provision of any future federal internal revenue law), or disqualify any gift from deduction as a charitable contribution, gift or bequest in computing federal income, gift, or estate taxes of the donor or his/her estate.
- (c) Neither the Board of Trustees nor any Trustee individually shall be liable for acts, neglects or defaults of any employee, agent or representative of the Foundation who has been selected with reasonable care, nor for anything the Foundation may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of Counsel, or mistakes of fact or law. The Board of Trustees may procure Director Insurance if it determines such would be in the best interests of the Foundation. Said transaction shall require two officers' signatures as approved by the Board of Trustees.

ARTICLE NINE. OFFICERS

Officers

Qualifications

- 9.01 (a) The officers of this Foundation shall be Chair, Vice-Chair, Secretary and Treasurer all of whom shall be Trustees and members in good standing in the Rotary Club of Rancho Santa Fe.

Election

- (b) The officers of the Foundation shall be elected by the Board of Trustees at their regularly scheduled meeting in May.

Terms

- (c) The officers shall serve a term of one year commencing the first day of the fiscal year and terminating the last day of the fiscal year or until their successors are qualified and elected.

Appointed Officers

- 9.02 The Board of Trustees may appoint such other officers as the business of the Foundation may require. Each shall hold office for such period, and have such authority and perform such duties as are provided in the Bylaws or as the Board of Trustees may from time to time determine.

Chair's Duties

- 9.03 The Chair, subject to any limitations specified by the Board of Trustees, shall have general supervision, direction and control of the business of the Foundation. He/she shall preside at all meetings of the membership and at all meetings of the Board of Trustees, He/she shall be an ex-officio member of all standing committees. He/she shall have general supervision of any Executive Director of the Foundation, subject to, and together with such other powers and duties as may be prescribed by the Board. He/She will also serve as an ex-officio member of the Rancho Santa Fe Rotary Club.

Vice-Chair Duties

- 9.04 In the absence of disability of the Chair, the Vice Chair designated by the Board of Trustees shall perform all of the duties of the Chair, and when so acting, shall have all the powers of and be subject to all of the restrictions of the Chair, the Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees or as ordinarily pertain to his/her office.

Secretary's Duties

- 9.05 The Secretary shall keep or cause to be kept a record of all votes and minutes of the proceedings of all members and Trustees' meetings and shall give notice as required by these Bylaws of all meetings of members and Trustees. The Secretary shall have custody of all books, records and papers of the Foundation, except for financial records in the charge of the Treasurer/Chief Financial Officer.

Treasurer's Duties

- 9.06 The Treasurer shall keep, or cause to keep, accounts of all monies of the Foundation received or disbursed and shall deposit all monies and valuables in the name and to the credit of the Foundation in such depositories as the Trustees designate. He/she shall prepare monthly reports reflecting the sources and uses of cash and asset balances.

Removal of Officer

- 9.07 Any officer may be removed, either with or without cause, by written consent of two-thirds of the Trustees at any regular or special meeting of the Board.

Resignation of Officer

- 9.08 Any officer may resign at any time by giving written or verbal notice to the Board of Trustees, the Chair, or the Secretary of the Foundation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

Vacancies

- 9.09 Vacancies by death, disability, resignation or otherwise of one or more of the officers, shall be filled for the unexpired term by a majority vote of the Trustees then serving.

ARTICLE TEN. ELECTIONS

Trustees

- 10.01 (a) Not later than two weeks prior to the first regular Rotary Club of Rancho Santa Fe meeting in April, the Nominating Committee shall submit for publication the slate of nominees for the vacancies on the Board of Trustees who shall serve a term of three years. (See Section 12.01)
- (b) Following the ten day notice, during a regular club meeting in April, the presiding officer shall ask for nominations from the floor followed by the election.
- (c) If there are more nominations than vacancies, the election shall be by written ballot distributed by a designated Foundation Trustee. Those elected shall take office July first of that year.

Officer's

- 10.02 (a) Prior to the first Board of Trustee's meeting in May, the Nominating Committee shall submit to the Board of Trustees a slate of officers which shall be comprised of a Chair, Vice-Chair, Secretary, and Treasurer. At the May meeting additional nominations can be made. The Election, by the Board of Trustees, shall be held at this May meeting. If more than one nominee is standing for an office, there shall be a written ballot provided.
- (b) The officers shall take office July first and serve for a period of one year.

ARTICLE ELEVEN. EXECUTIVE DIRECTOR

Executive Director

- 11.01 An Executive Director may be employed by the Board of Trustees and be responsible to the Chair, as directed by the Board, for the performance of his duties. He/She shall be an ex officio member, without vote, of each standing special and ad hoc committee, except where prescribed otherwise by the Board, and shall advise each committee as necessary. He/She shall:
- (a) Maintain the integrity of the Foundation in relation to its Bylaws and purposes;
 - (b) Carry out the objectives, policies and procedures adopted by the Board;
 - (c) Administer the activities and operation of the Foundation, including the employment, direction and dismissal of all other employees;
 - (d) In cooperation with the Treasurer and with the advice of the Foundation's auditors, prepare or cause to be prepared periodic financial statements for the information of the Board; and
 - (e) Perform duties and responsibilities assigned to him by the President.

ARTICLE TWELVE. COMMITTEES

Standing Committees

- 12.01 (a) Committees may be appointed but are not required. The President may appoint chairs of standing committees with the approval of the Board of Trustees. Such committees shall include, but not necessarily be confined to: Finance, Grant Making, Development and Public Relations. Special committees may be appointed as deemed necessary. All committees shall derive from the club membership, although nonmembers can serve in advisory capacities. They shall have such powers and perform such duties, consistent with law, as may be delegated to it by the Board. Vacancies in such other committees shall be filled by the Board.

Nominating Committees

- (b) Prior to the March meeting of the Board, the Chair shall appoint a Nominating Committee comprised of three Board members one of whom shall be the chairperson. They shall perform the duties as called for in Article Ten, Elections.

ARTICLE THIRTEEN. GIFTS TO THE FOUNDATION

- 13.01 Donors may make gifts to the Foundation by naming or otherwise identifying the Foundation. Gifts shall vest in the Foundation upon receipt and acceptance. The Foundation may enter into agreements with agents giving custody of any funds of the Foundation to an agent, specifying additional terms of such custody. The Foundation, as settler, may also establish revocable trust agreements with trust companies to permit commingling of its funds in the common investment funds maintained by such trustees. A donor may designate one or more of the Foundation's agents or trustees to have custody of and administer the investment of a gift, and if more than one, the portions of the gift to be held and administered as to investment by each. In case of failure of a donor to designate an agent or trustee of a trust established by the Foundation to accept custody of a gift, the Board of Trustees may, in each case so far as necessary, designate one or more of the agents or trustees to have custody of and administer the investment of the gift and, if more than one, the portions to be so held and administered by each.
- 13.02 Each donor, by making a gift to the Foundation, accepts and agrees to all of the terms of its Articles of Incorporation and these Bylaws, and provides that the fund so created shall be subject to the provisions for presumption of donor's intent, for variance from the donor's directions, and for amendments and termination, and to all other terms of the Foundation's Articles of Incorporation and Bylaws, and any agency or trust agreement between the Foundation and agents having custody of the fund of the Foundation or trustees exercising fiduciary responsibility over the funds of the Foundation, each as from time to time amended.
- 13.03 If a gift is made to a trustee in trust to make income or other payments for a period of a life or lives or other period to any individuals or non-charitable purposes, followed by payments to the Foundation, or in trust to make income or other payments to the Foundation, followed by payments to any individuals or for non-charitable purposes, only the payments to the Foundation shall be regarded as Foundation's funds, and then only when the Foundation becomes entitled to their use. The Board of Trustees may take such actions as it from to time deems necessary to protect the Foundation's rights to receive such payments.
- 13.04 Any donor may, with respect to a \$1,000 or more gift made by such donor to the Foundation, give directions at the time of the gift as to the:
- (a) Field of charitable purposes or charitable organizations or purposes to be supported.
 - (b) Manner of distribution, including amounts, times and conditions of payments and whether from principal and/or income.

(c) Geographical limits or use of the gift, including in or for areas outside San Diego County area; and

(d) Name for a fund given, as a memorial or for other reasons.

13.05 All such directions by donors with respect to single gifts of \$1000 or more shall be followed except as provided in Sections 13.07 and 13.08 of this Article. All single gifts of less than \$1000.00 will be handled under the normal guidelines of and at the discretion of the Board of Trustees. The Board of Trustees reserve the right to not accept or to return any gift where it deems the donor's special directions to be unacceptable.

13.06 No gift of \$1000.00 or more shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, or in order to prevent tax disqualification, or it is required by law. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment.

13.07 Each gift to the Foundation shall be presumed to be intended to be:

(a) Used only for purposes within those of the Foundation as specified in ARTICLE.

(b) Productive of a reasonable return of net income which (except during the period referred to in Section 13.03 of this Article Thirteen) is to be distributed at least annually, or if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes.

(c) Used only for such of those purposes and in such a manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any federal income, gift or estate tax of the donor of his/her estate and not to disqualify the Foundation from exemption from Federal income tax as a qualified charitable organization described in section 501 (c) (3) and classification as an organization described in section 509 (A) (1) of the Internal Revenue Code; and each gift and fund shall not be applied otherwise. If a direction by the donor would result, if followed, in use contrary to the intent so presumed, or if the Board of Trustees is advised by counsel that there is substantial risk of such result, the direction shall not be followed, but shall be varied by the Board of Trustees so far as necessary to avoid such results; except that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed

- 13.08 Whenever the Board of Trustees decides that the conditions or circumstances have so changed since a direction by the donor as to purpose, or as to manner of distribution or use, that literal compliance with the direction is unnecessary, undesirable, impractical or impossible, or the direction is not consistent with the purpose of the Foundation, it may, by affirmative vote of a majority of the Trustees communicate to the agent having custody of the fund, or trustee exercising fiduciary responsibility over the fund, order such variance from the direction and such application of the whole or any part of the principal or income of the fund to other charitable or educational purposes, as in its judgment will then more effectively serve such needs.
- 13.09 The Board of Trustees shall have the authority to enter into relationships with other organizations which are operated for the benefit of and to carry out the purposes of the Foundation. It is intended that the Foundation shall exercise such supervision and control over any such organization as is necessary to qualify it as an organization described in section 509 (a) (3) of the Internal Revenue Code, and the regulations thereunder.

ARTICLE FOURTEEN. DISTRIBUTION & DISBURSEMENTS

- 14.01 The Board of Trustees, at least annually, shall:
- (a) Determine all distributions to be made from net income and principal of this Foundation (including funds held by agents of the Foundation), pursuant to provisions of the Articles of Incorporation, these Bylaws, and the donors' directions if and to the extent applicable as provided herein, and shall make or authorize and direct the respective agents having custody of funds of the Foundation, or the trustees exercising fiduciary responsibility over the funds of the Foundation to make payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended.
 - (b) Determine all disbursements to be made for administrative expenses incurred by the Foundation and direct the respective agents or trustees having custody of, or fiduciary responsibility for, the funds of this Foundation as to payment thereof and fees to be charged.
 - (c) Consider all recommendations for grants proposed by the Board of Directors of the Rotary Club of Rancho Santa Fe and give priority to distributions requested by the Board of Directors of the Rotary Club of Rancho Santa Fe.
- 14.02 All determinations shall be by affirmative vote of the Board of Trustees or by direction of the donor as a condition of the gift (which is nevertheless subject to variance as provided in Article Thirteen).

- 14.03 Determinations must be made to distribute capital from funds donated without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Trustees shall inform the agent or trustee having custody of, or fiduciary responsibility over, the funds of this Foundation so as to permit the agents or trustee to adjust its investment policies accordingly, and may, on advice from the agent or trustee as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distributions so as it deems practicable accordingly.
- 14.04 The Board of Trustees shall gather and analyze facts and conduct or cause to be conducted investigation and research as from time to time is deemed necessary, in order to determine the most effective agencies and means for meeting needs, through distribution of funds given for charitable purposes. The Board may direct disbursements for such fact gathering, analysis, investigation, and research, from funds given for such purposes or from non-restricted funds. Disbursements for other proper administrative expenses incurred by the Board of Trustees, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed by the donor for such purpose and the balance out of income earned by funds of the Foundation.
- 14.05 The Board of Trustees may, in furtherance of the Foundation's charitable purposes, direct distributions to such persons, organizations, government or governmental agencies as in the opinion of the Board of Trustees can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

ARTICLE FIFTEEN. CORPORATE SEAL

- 15.01 The Board of Trustees may provide a seal for the Foundation, which shall be in the charge of the Secretary or such other officers as the Board may from time to time direct.

ARTICLE SIXTEEN. FISCAL YEAR

- 16.01 The fiscal year of the Foundation shall end on the thirtieth (30th) day of June, or at the close of such other month as may be designated by the Board of Trustees.

ARTICLE SEVENTEEN. EXECUTION OF CONTRACTS

- 17.01 The Board of Trustees, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Foundation. Such authority may be general or confined to specific instances; and unless so authorized *by* the Board of Trustees, no agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

ARTICLE EIGHTEEN. FOUNDATION CHECKING ACCOUNT

- 18.01 The Board of Trustees shall have discretion to designate who will be the key executives . of the Foundation's checking account ("Foundation Checking Account")and to revoke any such designation. The Board of Trustees shall have the authority and responsibility to determine the financial institution(s) with which the Foundation will establish and maintain accounts The Board’s authority to choose and manage financial accounts shall be exercised in the best interest of the Foundation and shall not be used for personal gain or benefit.
- 18.02 The Board of Trustees shall also have discretion to designate who will be the authorized signers on the Foundation Checking Account, and to revoke any such designation.
- 18.03 Pursuant to the discretion of the Board of Trustees, any member of the Foundation and the Rotary Club of Rancho Santa Fe may be granted special authorization to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Foundation against funds deposited in those accounts as an authorized signers on the Foundation Checking Account.

ARTICLE NINETEEN. AMENDMENT OF BYLAWS

- 19.01 New Bylaws may be adopted, or these Bylaws may be amended by two thirds of the members present at a meeting called for that purpose. Proposed changes shall be emailed to each member at least five (5) days prior to such meeting.

**ARTICLE TWENTY. INDEMNIFICATION OF TRUSTEES,
OFFICERS, AND OTHER AGENTS**

- 20.01 The Foundation may, to the maximum extent permitted by the California General Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Foundation. For purposes of this section, an "agent" of the Foundation includes any person who is or was a trustee, officer, employee, or other agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

ARTICLE TWENTY-ONE. CONFLICTS OF INTEREST

- 21.01 Pursuant to the conflicts of interest policy concurrently adopted by the Foundation, a member's role as a director or officer of the Rotary Club of Rancho Santa Fe does not in itself create a conflict of interest with the member's role as a Trustee of the Foundation.
- 20.02 Any potential conflicts of interest shall be dealt with in accordance with conflicts of interest policy concurrently adopted by the Foundation.

ARTICLE TWENTY-TWO. ARBITRATION

22.01 Should any dispute arise between any member or members, or a former member or members, and the Foundation, or any officer or the board of the Foundation, relative to membership or to any alleged breach of the constitution or bylaws, or the expulsion of any member from the Foundation, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by mandatory arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or as arbitrators. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.

ARTICLE TWENTY-THREE. PARLIAMENTARY AUTHORITY

23.01 Except as otherwise expressly provided in these Bylaws, the powers, duties, obligations and procedures of the Foundation, its members, officers, and Trustees, shall be as described in Robert's Rules of Order, Newly Revised.

CERTIFICATE OF SECRETARY OF

Rancho Santa Fe Rotary Foundation, Inc., a California Non-profit Corporation

I hereby certify that I am the duly elected and acting secretary of this corporation and that the foregoing restated Bylaws, comprising 15 pages, constitutes the restated Bylaws of this corporation as duly adopted at a meeting of the board of directors and membership held on

November 7, 2023

Signed by the Secretary, Elizabeth Christensen



Dated: 11/07/2023