

BYLAWS  
OF  
CARLSBAD HI-NOON ROTARY CLUB FOUNDATION

Bylaws for the regulation, except as otherwise provided by statute or its Articles of Incorporation, of CARLSBAD HI-NOON ROTARY CLUB FOUNDATION, a corporation formed under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

ARTICLE 1

PRINCIPAL OFFICE

The principal office of the corporation is located at the residence or office of the then acting President of the corporation. The Board of Directors shall have full power and authority to change the principal office from one location to another in San Diego County.

ARTICLE II

MEMBERSHIP

Section 1. Voting Members. There shall be one class of voting members, who shall be the directors of the corporation.

Section 2. Qualifications. Death, resignation, or removal of any director as provided in these Bylaws shall automatically terminate voting membership of such person in this corporation. Election of a successor director as provided in these Bylaws shall likewise operate to elect such director to the voting membership of the corporation.

Section 3. Meetings. The annual meeting of the voting members of the corporation shall be held on the first Monday of May of each year at 11 A.M. or on such other date or at such time within the month of May as the Board of Directors may determine. The annual meetings shall be held at the principal office of the corporation or at such other place as shall be designated by the Board of Directors. No notice of such annual meetings need be given. Special meetings of the voting members may be called in the same manners as Special meetings of the Board of Directors, and a quorum for a meeting of the voting members shall be the same as a quorum for a meeting of the Board of Directors.

Section 4. Liabilities and Property Rights of Members. No voting member of the corporation now or hereafter elected shall be personally liable to the corporation's creditors for any indebtedness or liability and any and all creditors shall look only to the corporation's assets for payment.

Section 5. Other Classes of Membership. The Board of Directors may from time to time establish classes of non-voting memberships in the corporation and may establish the obligations, rights and privileges of the members in each such class.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of a minimum of seven (7) and a maximum of eleven (11) members.

Section 2. Powers. Subject to any limitations in the Articles of Incorporation, the Bylaws, and the California Corporations Code all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- a. To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws, fix their compensation in the event they serve in any capacity other than merely as a director, and require from them security for faithful service.
- b. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor consistent with law, the Articles of Incorporation and the Bylaws.
- c. To change the principal office for the transaction of the business of the corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any directors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as, in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- d. To take action without a meeting if all members of the Board shall individually or collectively consent in writing to such action.
- e. To appoint two (2) or more of their members as an Executive Committee of the Board of Directors, and to delegate to the Executive Committee any of the powers and authorities of the board in the management of the business and affairs of the corporation, except the power to adopt, amend, or repeal Bylaws. Any action required or permitted to be taken by such Executive Committee may be taken without a meeting if all members of the committee shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive committee. Such action by written consent shall have the same force and effect as the unanimous vote of the members of such Committee.
- f. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 3. Election and Term of Office. Except as provided in Section 4 of this Article III, directors shall be elected at the annual meeting of the members and shall hold office until their respective successors are elected.

Section 4. Staggered Terms of Office. The normal term of office for each director, except as otherwise provided in this Section, shall be three years. The directors shall within ninety (90) days after the effective date of these Bylaws, by drawing lots, designate three directors whose terms shall expire immediately following the annual meeting of the members in 1989, two directors whose terms shall expire immediately following the annual meeting of the members in 1990, and two directors whose terms shall expire immediately following the annual meeting of the members in 1991. Thereafter, the terms of directors shall expire immediately after the annual meeting of the members three years after their election as a director. As the terms of directors expire, the Board of Directors of the ROTARY CLUB OF CARLSBAD, HI-NOON, a California nonprofit corporation, may appoint the directors of this corporation to serve for the coming three year term. Such appointment shall be exercised -by the adoption of resolution by the Board of Directors of the ROTARY CLUB OF CARLSBAD, HI-NOON , naming such directors and the delivery of a copy of such resolution, duly certified by the Secretary of the ROTARY CLUB OF CARLSBAD, HI-NOON, personally, by registered or certified mail, return receipt requested, or by an attachment to an email message to this corporation at its principal office or to any director of this corporation, or by publication of such resolution once in a newspaper of general circulation in San Diego County. Notice that is delivered by mail shall be deemed given on the date of its deposit in the United States mails. Notice shall be given on or before April 15th of the year in which the terms of the directors to be appointed are to commence. Any vacancies created by the expirations of terms that are not filled by the ROTARY CLUB OF CARLSBAD, HI-NOON, and notice thereof is not given to the corporation in this manner prescribed above may be filled by the voting members of this corporation at their annual meeting. There is no limit to the number of terms, consecutive or otherwise, that a board member may serve as a director. Nothing in this section shall be construed as authorizing or empowering the ROTARY CLUB OF CARLSBAD, HI-NOON, to direct, instruct, or in any way control the independence of a director of this corporation in fulfilling his or her responsibilities as a director.

Section 5. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, or by a sole remaining director. A director so elected shall hold office until the normal term of the vacated directorship has expired. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, incapacity, resignation or removal of any director, or if the authorized number of directors be increased, or if the member at any annual or special meeting of members at which any director or directors are elected, to elect the minimum number of authorized directors.

Section 6. Place of Meetings. Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place so designated or at the principal office.

Section 7. Organization Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of both such meetings is hereby dispensed with.

Section 8. Regular Meetings. Other regular meetings of the Board of Directors shall be held as determined from time to time by resolution duly adopted by the Board of Directors. Notice of such regular meetings is not required.

Section 9. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at anytime by the President or by any two directors.

Section 10. Notice of Special Meetings. Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to the director at his or her address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. Such notice shall be mailed at least five (5) days prior to the time of the holding of the meeting. In the alternative, such notices may be delivered to the directors' email address as shown on the records of the corporation at least (5) days prior to the time of the holding of the meeting.

Section 11. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be a valid as though they had occurred at a meeting duly held after regular call and notice, if a majority of directors be present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Quorum. A majority of the authorized and elected number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. 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 shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. The directors 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 directors to leave less than a quorum.

Section 13. Adjournment. A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned.

Section 14. Action by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

Section 15. Removal. A director may be removed from office, for cause, by the vote of a majority of the directors.

Section 16. Compensation. The directors shall receive no compensation for their services as such.

#### ARTICLE IV

##### OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, one or more Vice Presidents, Secretary, and Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more additional Executive Secretaries, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person may hold more than one of these offices. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine. Officers other than the President need not be members of the Board of Directors.

Section 2. Election. Subject to Section 8 of this Article IV, The Board of Directors shall elect all officers of the corporation for terms of one year, or until their successors are elected and qualified.

Section 3. Vacancies. A vacancy in any office because of the death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors.

Section 4. President. Subject to the control by the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. He or she shall preside at all meetings of the members and directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. Vice President. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so action shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 6. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, make service of such notices as may be necessary or proper, supervise the keeping of the books of the corporation, and discharge such other duties as pertained to the office or as prescribed by the Board of Directors.

Section 7. Treasurer. The Treasurer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. Such funds as may be paid shall be paid out only on the check of the corporation signed by the President, Executive Secretary, Treasurer, or Secretary or by such officers as may be designated by the Board of Directors as

authorized to sign the same. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 8. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, or except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE V

### AMENDMENT OF BYLAWS

Except as otherwise required by law or by the Articles of Incorporation, these bylaws may be amended or repealed and new bylaws adopted at a meeting specially called and noticed for the purpose of such amendment, repeal, or adoption, by a vote of a majority of the members of the corporation or a majority of the Board of Directors. Such amendment, repeal, or adoption of the bylaws may also be accomplished by the unanimous written consent of the members or the Board of Directors. Notwithstanding the foregoing, Section 4 of Article III of these bylaws shall not be amended without the consent of the Board of Directors of the ROTARY CLUB OF CARLSBAD, HI-NOON .

## ARTICLE VI

### MISCELLANEOUS

Section 1. Checks, Drafts. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by the Board of Directors.

Section 2. Execution of Instruments. The Board of Directors, 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 of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, 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 for any purpose or to any amount.

Section 3. Inspection of Bylaws. The corporation shall keep in its principal office the original or a copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.



Section 4. Rules of Order. The rules contained in Robert's Rules of Order, revised, shall govern all members' meetings and directors' meetings, except in instances of conflict between Robert's Rules of Order and these Bylaws or provisions of law.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

Section 6. Dissolution and Distribution of Assets. In the event dissolution of the corporation the assets, remaining after payment of, or provision for payment of, all debts and liabilities of the corporation shall be distributed as is set forth; in the Articles of Incorporation to such qualified nonprofit fund, foundation or corporation as may be selected by the Board of Directors.

Section 7. Policy of Non-Discrimination. The corporation shall not discriminate on the basis of race, religion, sex, or national origin, or sexual orientation with respect to any function of the corporation including, but not limited to, the selection of its members or directors, officers or employees, or with respect to the persons who may be the beneficiaries of donations from the corporation, utilize its facilities or avail themselves of its services.

CERTIFICATE OF SECRETARY

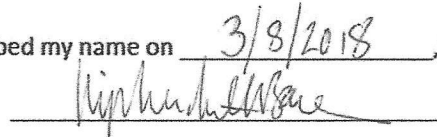
OF

CARLSBAD HI-NOON ROTARY CLUB FOUNDATION

The undersigned certifies:

1. I am the duly elected and acting Secretary of CARLSBAD HI-NOON ROTARY CLUB FOUNDATION, a California nonprofit corporation; and
2. The foregoing Bylaws constitute the Bylaws of that corporation as duly adopted on February 12, 2018. As required by Article V, the amendment to Section 4 of Article III of the Bylaws was consented to by the Board of Directors of the ROTARY CLUB OF CARLSBAD, HI-NOON on March 1, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name on 3/8/2018, 2018.



Kip McBane