**Article 1: Location**

The principal office of the Whidbey Westside Rotary Foundation (Foundation) shall be at PO Box 862, Freeland, Island County, Washington; provided, however, that the place of such present office may be changed at any time by action of the Board of Trustees.

**Article II: Membership**

**Section 1.**

All members in good standing of the Rotary Club of Whidbey Westside (Club) shall be members in good standing of the Foundation. Termination of membership in the Club shall likewise terminate membership in the Foundation. No member of the Foundation shall have any interest in its property of any kind.

**Section 2.**

The Trustees shall meet quarterly. There shall be an annual Club Budget meeting of Foundation in May of each year. Notice of annual, regular or special meetings shall be given as may from time to time be required

**Article III : Board of Trustees**

**Section 1.**

The business affairs and property of the Foundation shall be managed by a Board of Trustees consisting of five members from the active membership of the Club as follows:

a. The immediate past three presidents, current president, and president elect.

b. The positions shall be as follows:

President: Club President twice removed

Vice President: Club President three times removed

Secretary: Club President Elect

Treasurer: Immediate Past President (also serves as Club Foundation Chair)

Board Member: Current Club President

c. Each Trustee shall have one vote in matters before the Foundation. A simple majority of the Board shall carry motions before the Board.

d. The terms for all Trustees shall be Rotary Calendar Year from July 1 to June 30.

e. All Trustees must be a member of the Club during their term as Trustee. If any Trustee becomes so disqualified or for any other reason is unable to continue to serve, the remaining Trustees shall elect a successor for the balance of the Rotary year.

f. Should a potential Trustee qualify for Trustee under multiple positions in the Club, that Trustee shall hold only one position on the Board of Trustees and other positions potentially held by that member shall be declared vacant. Vacant position(s) shall be filled by majority vote of the Board of Trustees of the Foundation.

**Section 2.**

The Board of Trustees shall:

a. Determine from time to time the investment policy to be followed in the investment of the assets of the Foundation.

b. Inform the Board of the Club annually, in May of each year, (or after the operations budget is approved by the membership) the amount of funds of the Foundation available for disbursement during the next year (July 1-June 30) for charitable purposes.

1. Recommendation to the Club of how the funds shall be disbursed.

2. Approve preliminary Club Budget for recommendation to the club membership for vote of approval.

c. Conduct a financial audit at maximum three year intervals.

d. Submit to the Club a written report by September 1 of each year for the previous year (July 1-June 30) setting forth:

1.    The investment policy of the Foundation

2.      The income, expenses, and charitable disbursements of the Foundation.

3. The assets and liabilities of the Foundation on June 30.

**Section 3.**

Special meeting of the Board of Trustees may be held at any time upon determination of the Chair or two Trustees.

**Section 4.**

Notice of the time and place of all meetings of the Board of Trustees shall be given by the Secretary or by the persons calling the meeting by mail, by personal communication over the telephone or electronically or by email at least three (3) days prior to the day upon which the meeting is to be held.

**Section 5~~.~~**

A majority of the Board of Trustees shall be necessary to constitute a quorum for the transaction of business. The majority of the Trustees t shall approve all acts of the Board of Trustees.

**Article IV: Officers**

**Section 1.**

The officers of the Foundation shall be President, Vice-President, Secretary, and Treasurer. Officers of the Club shall be officers of the Foundation as follows:

**Section 2.**

The Club past president two years removed shall be President of the Foundation and preside at all meetings of the Foundation. The President shall be the chief executive of the Foundation and shall carry out to the best of their ability the general policy formulated and authorized by the Board of Trustees. President shall perform such other duties as are incident to the office, or are required by said Board of Trustees.

**Section 3.**

The Vice- President shall be the immediate past president of the Club and act for and have all of the powers conferred upon the President during their absence or inability to act and shall perform such other duties as the Board of Trustees may from time to time require.

**Section 4.**

The President Elect of the Club shall act as Foundation Secretary and maintain the official records of the Foundation and perform other duties at the direction of the Chair. The Secretary may sign official documents as authorized by the Board.

**Section 5.**

The Director of Foundation for the Club shall act as Treasurer of the Foundation and shall be custodian of the funds of the Foundation. All moneys shall be delivered to the Treasurer for deposit or shall be deposited in the bank at such banking depository as shall be selected by the Board of Trustees. The Treasurer shall also have such other duties as may be specified by the Board of Trustees.

**Article V: Deeds and Checks**

**Section 1.**

Deeds, mortgages, contracts and other instruments effecting real property or purporting to convey or encumber any interest therein may be signed by any two officers of the Foundation when authorized by the Board of Trustees and when so signed shall be binding on the Foundation.

**Section 2.**

All funds received by this Foundation in the course of its business shall be deposited in a banking account of the Foundation and disbursed for the purposes and requirements of the Foundation.

**Section 3.**

Checks, drafts, promissory notes, bills of exchange, acceptances and other instruments for the payment of money shall be signed by one of the following signers on the account, President, Secretary and Treasurer of the Foundation. Two signing officers of the Foundation must sign for any expenditure in excess of $1000.

**Article V : Use of Funds**

**Section 1.**

All gifts of whatsoever form received by the Foundation shall provide funding for the charitable work of the Club.

**Section 2.**

Upon dissolution of the Foundation, any funds held at time of dissolution must be used for charitable work.

**Article VIII: Indemnification**

**Section 1.**

Officers and Trustees. Each trustee or officer now or hereafter serving the Foundation and each person who, at the request of or on behalf of the Foundation is now serving or hereafter serves as a Trustee or officer of the Foundation, whether for profit or not for profit, and the respective heirs, executors and administrators of each of them, shall be indemnified by the corporation against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he or she is or may be made a party of reason of his or her being or having been such trustee or officer, or by reason of any action alleged to have been taken or omitted by him or her as such trustee or officer, or by reason of any action alleged to have been taken or omitted by him or her as such trustee or officer, whether or not he or she is a trustee or officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which he or she shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in performance of his or her duties as such trustee or officer. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises, provided such settlement or compromise shall have been approved by the trustee. The foregoing right of indemnification shall not be exclusive of other rights to which such trustee or officer may be entitled as a matter of law or by contract.

**Section 2.**

Other Persons. The Board of trustees may, with the concurrence of the members, at any time approve indemnification of any person which the corporation has the power to indemnify under the Washington Non-Profit Corporation Act.

**Article IX : Projects**

The Foundation shall concern itself with serving the community and international charitable activities through support of the Club.

**Article X : Salaries**

No salaries or other compensation will be paid to officers, directors or Trustees of the foundation.

**ARTICLE XI : Seal**

The seal of the Foundation shall consist of the name of the Foundation, namely: “Whidbey Westside Rotary Foundation", the state wherein it is incorporated, and the year of its incorporation.

**Article XII : Amendement**

**Section 1.**

The power to alter, amend or repeal the Bylaws or adopt Bylaws shall be vested in the membership at any regular or special meeting of the membership of the Foundation pursuant to advance notice of any proposed change or changes given to the membership at least two weeks in advance of said meeting and shall require a majority vote of the membership present.

**Section 2.**

The power to alter, amend or repeal Sections of the Articles of Incorporation shall be pursuant to a resolution adopted by the Board of Trustees setting forth the proposed action and directing that it be submitted to a vote at a meeting of the members. Advance notice of any proposed action shall be given to the membership at least two weeks in advance of said meeting and shall require at least two-thirds of the votes of members present at such meeting.

 WHIDBEY WESTSIDE ROTARY FOUNDATION

 Amended this 13th day of September, 2017, at a meeting of the membership of the Whidbey Westside Rotary Foundation.

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President

Attest: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary