**Article I: The** mission of the Rotary Foundation of Whidbey Westside is to implement the charitable activities as directed by the Rotary Club of Whidbey Westside.

**Article II: Location**

 The principal office of the Rotary Foundation of Whidbey Westside on South Whidbey Island is designated by the Board of Trustees.

**Article III: Membership**

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.

**Article IV: Board of Trustees**

**Section 1.**

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

a. The immediate past three Presidents, President Elect, Treasurer, one Member at Large and the Club President. The current RCWW President serves as a non-voting member of the Board.

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

c. Each Trustee (with the exception of the current RCWW President) shall have one vote in matters before the Foundation. A simple majority of the Board shall carry motions before the Board.

d. All Trustees must be a member of the Club during their term as Trustee. If any Trustee becomes 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.

e. 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:

1. Determine from time to time the investment policy to be followed in the investment of the assets of the Foundation. The Board follows the directives of the club on Projects, but has the authority to invest monies if there are excess funds.
2. Inform the Board of the Club at least quarterly the amount of funds the Foundation has available for disbursement for charitable purposes.

c. Request a financial audit be conducted at a maximum of a three-year interval.

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

1.    The investment policy of the Foundation (if any)

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

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

 e. Share responsibility for education of club members about the Foundation, providing

 programs on the Foundation as necessary.

 f. Work together to organize and hold an annual Paul Harris Celebration.

**Section 3.** **Meetings:**

1. The Trustees shall meet quarterly. There shall be an annual budget meeting of the Foundation in May of each year to approve the budget for the upcoming year. Notice of annual, regular or special meetings shall be given as may from time to time be required.
2. A special meeting of the Board of Trustees may be held at any time upon determination of the President 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 person(s) calling the meeting by mail, by personal communication over the telephone, 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 present at a meeting shall approve all acts of the Board of Trustees.

**Article V: Officers**

**Section 1.**

The Officers of the Foundation shall be President, Vice-President, Secretary and Treasurer.

**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. The 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 Club Past President three years removed and act for and have all of the powers conferred upon the President during the President’s 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 Foundation President. The Secretary may sign official documents as authorized by the Board.

**Section 5.**

The Immediate Past President of the Club shall serve as Director of Foundation for the Club as the liaison between the Club and Foundation Board, with only one vote. The Director shall perform other duties at the direction of the Foundation President.

**Section 6.**

The Treasurer of the Club also serves as the Treasurer for the Foundation, and shall be appointed by the Rotary Club of Whidbey Westside (RCWW) President, President-Elect, President-Nominee and the incoming President of the Rotary Foundation of Whidbey Westside (RFWW) and be approved by both RCWW and RFWW Boards of Trustees. The term of this position is one year, renewable annually by both Boards up to a maximum of three (3) years. All moneys shall be delivered to the Treasurer as custodian of the funds and be deposited in the bank(s) selected by the Board. The Treasurer shall also have other duties as may be specified by the Board.

**Section 7.**

The Member-at-Large is a voting member of the Foundation Board, appointed by a majority of the Foundation Board for a term of one year, renewable annually up to a maximum of three years.

**Article VI: 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 or Treasurer of the Foundation, or as designated by the Board. Two signing officers of the Foundation must sign for any expenditure in excess of $1,500.00.

**Article VII : 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 by 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.**

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: Salaries**

No salaries or other compensation will be paid to Officers, Directors or Trustees of the Foundation.

**ARTICLE X: Seal**

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

**Article XI: 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.