



ROTARY DISTRICT 5470 EDUCATIONAL GROUP BYLAWS

ARTICLE 1

NAME AND DEFINITIONS

SECTION 1--NAME

The name of this non-profit Corporation is the Rotary District 5470 Educational Group. (Herein after "corporation".)

SECTION 2--PRINCIPAL OFFICE OF THE CORPORATION

The known place of business of the corporation shall be the same as the principal office of Rotary International District 5470 and must be in Colorado. The board of the Corporation shall appoint and continuously maintain a resident agent who resides in the State of Colorado.

SECTION 3--OTHER OFFICES

The corporation may also maintain offices at such other place or places, either within or without the State of Colorado, as may be designated from time to time by the Board of Trustees, and the business of the corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

SECTION 4—SEAL

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation but, nevertheless, if in any instance a corporate seal be used, it shall be a circle having on the circumference the name "ROTARY DISTRICT 5470 EDUCATIONAL GROUP" and in the center thereof the terms "Corporate Seal State of Colorado".

SECTION 5-- STATUS

The Corporation is a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code and will perform the duties as set forth in Article III of the Articles of Incorporation. The Corporation is organized as operated exclusively for educational purposes within the meaning of Sections 170 (c) (2) (B), 501 (c) (3), 2055 (a) (2) and 2522 (a) (2) of the Internal Revenue code (IRC). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under Section 501 (h) of the IRC of 1986.

The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public

office. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on—

- a. By an organization exempt from federal income taxation under section 501 (a) of the IRC, as an organization described in Section 501 (c) (3), of such Code, or
- b. By an organization, contributions to which are deductible under Sections 170 (c) (2), 2055 (a) (2) or 2522 (a) (2) of the IRC.

The corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, officers or other private individuals, or other organizations organized and operating for profit, except the Corporation is authorized and empowered to pay reasonable compensation for services rendered and expenses incurred.

SECTION 6--COMPENSATION

All members of the Corporation Board of Trustees shall serve without compensation from the Corporation or Rotary District 5470.

ARTICLE 11

TRUSTEES

SECTION 1-- NUMBER OF TRUSTEES

The Board of Trustees shall consist of not less than three (3). The Board of Trustees will consist of the District 5470 Governor Elect, the District 5470 Governor Nominee,—and a PDG. Additional positions may be filled in such a way as to hold an odd number of trustees. Additional board members may consist of qualifying Rotarians who are one of the following: District 5470 Club Past President, a District 5470 Past District Governor or a District 5470 Assistant Governor. They shall serve until their replacement is elected by the Governing Board of Rotary District 5470. The board will elect a chair of the board, treasurer and secretary. Board members may hold more than one position.

SECTION 2-- PLACE OF MEETINGS

The Board of Trustees of the corporation may hold meetings, in person or virtual, both regular and special, either within or without the State of Colorado.

SECTION 3-- ANNUAL MEETINGS

There shall be held an annual meeting of the Board of Trustees no later than the third Wednesday of August each year and no notice of such meeting shall be necessary to legally

hold the meeting, providing all members are present or any absent member consents thereto in writing. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Trustees, or as shall be specified in a waiver of all trustees.

SECTION 4--SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair of the Board or the Secretary on three (3) days notice to each trustee, either personally, by mail, by internet, by facsimile or by telephone; special meetings shall be called by the members in like manner and on like notices on the written request of two (2) trustees.

SECTION 5—QUORUM

A majority of the membership of the Board of Trustees shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Trustees, the trustees then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 6--ACTION WITHOUT MEETING

Unless otherwise restricted by the Articles of Incorporation or by these By-Laws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if all members of the Board or committee consent thereto in and the writing or writings are filed with the minutes of proceedings of the Board of Trustees.

SECTION 7--MEETINGS BY TELEPHONIC COMMUNICATION

Members of the Board of Trustees or of any committee of the Board of Trustees may participate in and act at any meeting of such Board of Trustees or committee using a conference telephone, internet conference call, or virtual technology by means of which all persons participating in the meeting can hear each other and/or see each other, and participation in such a meeting shall constitute presence in person at such meeting.

SECTION 8--WAIVER OF NOTICE

Attendance of a trustee at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any trustee may waive notice of any annual, regular, or special meeting of the Board by executing a written notice of waiver either before or after the time of the meeting.

SECTION 9--REMOVAL OF TRUSTEES

Any trustee may be removed for cause or without cause by a majority vote of all trustees then holding office, whenever in their judgment the best interests of the corporation will be served by such action.

SECTION 10—RESIGNATIONS

Any trustee may resign at any time by giving a written notice to the Chair or Secretary of the corporation. Such resignation shall take effect at the time specified therein (or earlier should a majority of the Board then so elect).

SECTION 11 --TERM OF OFFICE

Trustees shall serve at the pleasure of the Governing Board of Rotary District 5470. They shall serve until their replacement is elected by the Governing Board of Rotary District 5470.

ARTICLE 111

OFFICERS

SECTION 1 --DESIGNATION OF TITLES

The officers of the corporation shall be chosen by the Board of Trustees and may include a Chair of the Board, a Secretary, and a Treasurer. All officers shall be Rotarians in good standing. The Board of Trustees may also choose such additional officers as the Board as they may, from time to time, determine. Any number of offices, except the offices of Chair of the Board and Secretary, may be held by the same person, unless the Articles of Incorporation or these By-Laws otherwise provide.

SECTION 2--APPOINTMENT OF OFFICERS

The Board of Trustees may at any time appoint such other officers and agents as it shall deem necessary to hold offices at the pleasure of the Board of Trustees and to exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 3—VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees at any time.

SECTION 4--CHAIR OF THE BOARD

The Chair of the Board, if one shall have been elected and be serving, shall preside at all meetings of the Board of Trustees and shall perform such other duties as from time to time may be assigned to him or her.

SECTION 5—SECRETARY

The Secretary shall see that the minutes of all meetings of the Board of Trustees, and of any standing committees are kept. He or she shall have charge of all the books and records of the corporation except the books of account, and in general shall perform all duties incident to the office of Secretary of a corporation and such other duties as may be assigned to him or her.

SECTION 6—TREASURER

The Treasurer shall have general custody of all the funds and securities of the corporation except such as may be required by law to be deposited with any state official. He or she shall see to the deposit of the funds of the corporation in such bank or banks as the Board of Trustees may designate. Regular books of account shall be kept under his or her direction and supervision, and he or she shall render financial statements to the Chair of the Board and Trustees at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements, and tax or other returns as may be required by law. He or she shall give to the corporation such fidelity bond as may be required, by the Board or Executive Director, and the premium therefore shall be paid by the corporation as an operating expense. The Treasurer may be the Treasurer of Rotary District 5470.

ARTICLE IV

FINANCES AND PROPERTY

SECTION 1--FINANCIAL INSTRUMENTS

Only those persons specifically designated by the Board of Trustees shall endorse all checks and deposit the funds of the Corporation to its credit in such bank or banks as the Board of Trustees shall designate. All persons so designated may be required by the Board of Trustees to furnish Surety Bonds in such amounts as the Board of Trustees shall deem necessary, the cost to be paid by the Corporation.

SECTION 2-- FUNDS

All monies, funds, pledges, properties, and other assets belonging to this Corporation shall be held in the name of the Corporation and shall be subject to the control and direction of the

Board of Trustees. The Board of Trustees shall cause annual reports of the accounts to be made, and full and correct books and records to be always maintained.

SECTION 3--METHOD OF PAYMENT

All funds of this Corporation shall be disbursed by means of checks, credit card or electronic transfer as directed by the Board of Trustees, excepting petty cash funds, the form of which shall be approved by the Board of Trustees, and all checks or electronic transfers shall be signed or approved only by the individual(s) designated for that purpose by the Board of Trustees.

SECTION 4--FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1 and terminate on June 30 of the following year.

SECTION 5--INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

Every trustee, officer or employee of the Corporation and such others as specified from time to time by the Board of Trustees shall be indemnified by the Corporation against all expenses and liabilities including counsel fees reasonably incurred or imposed on them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason or being or having been a trustee, officer or employee of the Corporation, or any settlement thereof, whether the person is a trustee, officer or employee at the time such expenses are incurred, except in such cases wherein the trustee, officer or employee is adjudged guilty of misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which indemnified may be entitled, to include but not limited to C.R.S. sections 7-22-101.5.

ARTICLE V

MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI

PARLIAMENTARY AUTHORITY

The rules contained in the current editions of Robert's Rules of Order, Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt.

ARTICLE VII

REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered, or amended, or substitute By-Laws may be adopted at any time only by a majority of the Board of Trustees.

ARTICLE VIII

DISSOLUTION

On dissolution or final liquidation, the Board of Trustees shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories or recipients as the Governing Board of Rotary District 5470 shall determine:

- a. A nonprofit organization or organizations, which may have been created to succeed the Corporation, as long as such organization shall then qualify as a governmental unit under section 170 (c) of the IRC or as an organization exempt from federal income taxation under section 5 01 (a) of such code as an organization described in Section 170 (c) (2) and 501 (c) (3) of such Code : or
- b. A nonprofit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 501 (a) of such code as an organization described in Section 170 (c) and 501 (c) (2) of the IRC or as an organization exempt from federal income taxation under section 5 01 (a) of such code as an organization described in Section 170 (c) (2) and 501 (c) (3) of such Code.

CERTIFICATE OF THE CHAIR OF THE BOARD OF TRUSTEES

I, the undersigned, do hereby certify:

- a. That I am the duly elected Chair of the Board of Trustees of ROTARY DISTRICT 5470 EDUCATIONAL GROUP.

- b. That the foregoing Bylaws constitute the Bylaws of said corporation as duly amended and adopted by the Board of Trustees which was duly called and held on the 24th day of May 2024.

- c. That all the Trustees of said corporation were present or accounted for at said meeting and voted unanimously in favor of the adoption of said Bylaws.

IN WIINESS WHEREOF, I have hereunto subscribed my name as of the 14th day of October 2024.

_____ Chair of the Board of Trustees