

BY-LAWS

AMENDED AND EFFECTIVE ON JULY 27, 2017

OF

ROTARY DISTRICT 7090 YOUTH EXCHANGE PROGRAM, INC.

ARTICLE I – OFFICES

The office of the Corporation shall be located in the City of Buffalo, County of Erie, and State of New York. The Corporation may also maintain offices at such other places in the State as the Board of Directors may from time to time approve.

ARTICLE II – MEMBERS

The Corporation shall have no members. Exclusive authority to manage the affairs of the Corporation shall be vested in the Board of Directors and its President as described hereinafter.

ARTICLE III BOARD OF DIRECTORS

1. The Corporation shall be managed by its Board of Directors. Each Director shall be at least 18 years of age. The total number of Directors constituting the entire Board shall not be less than three nor more than the number required so that a majority of the entire Board of Directors are United States citizens. Subject to the foregoing, Board of Directors may, from time to time, fix the number of directors by majority vote.
2. Directors shall be elected to hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his prior death, resignation or removal. Directors, who shall be elected at the Annual Meeting of the Board of Directors during June immediately prior to each July 1 when their two-year term of office begins. The board of directors shall have a majority who are active members of Rotary International.
3. Any Director, may be removed with or without cause by a majority vote of the Board of Directors.
4. A Director may resign from office at any time by delivering a written resignation to the Board of Directors. The resignation may also be sent by electronic mail and if so, it shall set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by such Director. Unless otherwise specified in the notice, the

resignation shall take effect upon receipt thereof by the Corporation. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

5. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor. Newly-created directorships and vacancies shall be created and filled so that a majority of the entire Board of Directors shall be citizens of the United States.
6. (a) Meetings of the Board shall be held at any place within or without the State of New York as the Board may from time to time fix or as shall be specified in the notice, or waiver of notice thereof. An Annual Meeting of the Board of Directors shall be held in June of each fiscal year at such time and place as shall be fixed by the Board of Directors from time to time or by the person or persons calling the meeting. Meetings may be held via video or phone conferencing technology in lieu of in-person meetings.

(b) No notice shall be required for Annual Meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Board President, or by a majority of the directors then in office.

(c) Notice of time and place of each special meeting of the Board of Directors shall be mailed or sent by electronic mail to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business, or at such other address as he or she may have designated in a written request filed with the Secretary of the Corporation at least eight days before the day on which the meeting is to be held, provided, however, that if such notice is for a special meeting requiring prompt action, such notice may be sent to him or her at such address by telegram or cablegram or facsimile transmission or by telephone or electronic mail, not less than forty-eight hours before the time at which such meeting is to be held. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or to her.
7. (a) Except as otherwise stated by law, the Certificate of Incorporation of this Corporation or these By-laws, a majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. At any meeting held to remove one or more Directors a quorum shall consist of a majority of the Directors present, in person or via teleconference, at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Director present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise stated by law or these By-laws, the vote of a majority of the Directors present at the time of vote, if a quorum is present at such time, shall be the act of the Board.

(b) Any one or more members of the Board or any Committee thereof may participate in all matters in a meeting of the Board members or in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment or by electronic video screen communication allowing all persons in the meeting to hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee. Any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or the Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. Any such resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or Committee

(c) Any one or more members of the Board or a committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

8. The Chairperson of the Board, if any, shall be the President who shall preside at all meetings of the Board of Directors. If there be no Chairperson, or in his absence, any other Director chosen by the Board, shall preside.
9. Whenever the Board of Directors shall consist of 3 or more persons, the Board of Directors may designate from their number an executive committee and other Committees of the Board. Such committees shall be composed of 3 or more Directors and shall have such authority as the Board may delegate, except to the extent prohibited by law.
10. Notwithstanding anything herein contained, no action may be made by the Board of Directors without participation therein by the current Rotary District 7090 Governor or his or her written consent.
11. In addition to the Youth Exchange Program Committee as provided for herein, the Board of Directors may establish Committees of the corporation for any lawful purpose. Members of the committee shall be appointed by the President with the consent of the Board of Directors and shall serve at the pleasure of the President. The Committee Chair shall submit a list of recommended Committee members to the President for his or her consideration. The Committee Chair shall be a member of the Board of Directors. No Committee of the corporation shall have authority to bind the Board.

ARTICLE IV
OFFICERS

1. The Board of Directors, at its Annual Meeting in June of each fiscal year, shall elect or appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer, and may appoint one or more Assistant Secretaries or Assistant Treasurers, or such other officers as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one officer may hold the offices of President and Secretary. A majority of officers must be citizens of the United States.
2. Each officer shall hold office for one year beginning July 1 after election through to June 30th, and until his successor has been duly elected and qualifies.
3. Any officer, excluding those then occupying any of the first three Rotary District 7090 positions set forth in Article III 2.(B) above, may be removed with or without cause by a vote of the majority of the Board of Directors.
4. (a) The President shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized whether generally or specifically by the Board.

(b) The Vice-President shall perform such duties as may be prescribed by the President from time to time.

(c) The Secretary shall attend all meetings of the members and the Board of Directors, and of the executive committee, and shall preserve in the books of the Corporation true minutes of the proceedings of all meetings. He or she shall safely keep in his or her custody the seal of the Corporation and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by statute, by these By-laws, or resolution and shall perform any other duties as may be delegated by the Board of Directors or by the executive committee.

(d) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation. He or she shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit or cause to be deposited said funds in the name and to the credit of the Corporation in such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall authorize the disbursement of funds of the Corporation as may be ordered by the Board, including the President, taking proper vouchers for the disbursements, and shall render to the President and Directors at the annual meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the Corporation. If required by the Board, he or she shall deliver to the President of the

Corporation, and shall keep in force, a bond in form, amount and with a surety or securities satisfactory to the board, conditioned for faithful performance of the duties of the office,, and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in the possession or control of the Treasurer and belonging to the Corporation.

(e) The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

ARTICLE V – YOUTH EXCHANGE PROGRAM

There shall be established a committee of the corporation known as the Youth Exchange Program Special Committee which shall supervise the daily operations of the Youth Exchange Program (the Program) including, but not limited to developing and implementing the Program, coordinating the recruitment, selection, orientation and placement of students, working with hosting and sponsoring clubs to ensure the integrity of the Program, and that all requirements are met, and to promote the Program in Rotary clubs within District 7090.

1. All members of the Committee shall be appointed by the President with the consent of the Board of Directors and shall serve at the pleasure of the President. The Committee Chair shall submit a list of recommended Committee Members to the President for his/her consideration.
2. The Committee Chair shall be a member of the Board of Directors.
3. The Committee shall consider, investigate and act as determined by a majority of its members, such majority to include the Committee Chair, at meetings called upon such notice as is applicable to the Board of Directors.
4. A quorum for business shall be such as is applicable to the Board of Directors.
5. The Committee Chair shall report, either orally or in writing, to the Board of Directors no less than every six (6) months following the commencement of the Corporation's fiscal year on July 1. Minutes of the Committee's meetings shall be delivered to the Board of Directors at such time, or as requested by the Board of Directors. The Committee shall abide by all directions and requests of the Board of Directors and/or President

ARTICLE VI – CONFLICT OF INTEREST

The Corporation hereby adopts the conflict of interest policy attached hereto as Appendix A which may be amended from time to time by majority vote of the Board of Directors at a regular or special meeting thereof, without amending these bylaws.

ARTICLE VII
MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, or any other place designated by the President, complete and correct records and books of account of the Corporation, including a minute book, which shall contain a copy of the Corporation's Certificate of Incorporation, a copy of these By-laws and all minutes of meetings of the Boards of Directors, or any committee thereof.
2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.
3. The fiscal year of the Corporation shall be July 1 through June 30, or as fixed by the Board of Directors from time to time, subject to applicable law.
4. These By-laws may be amended, altered, or repealed, or new By-laws may be made, by a majority of the Directors at a special meeting called for the purpose of amending these By-laws provided that any notice of such meeting include the proposed amendment, alteration or repeal of these By-laws.

ARTICLE VIII
CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

1. The Board of Directors, is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.
2. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE IX
INDEMNIFICATION

The indemnification of Directors, officers, employees and agents shall be subject to the following provisions:

1. The Corporation shall indemnify to the fullest extent authorized or permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or

investigative by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

2. For purposes of Section 1, the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of guilty or *nolo contendere* or its equivalent, shall not, of itself, create a presumption that any person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

3. Any indemnification under Section 1 shall be made by the Corporation unless a determination is made that indemnification of the Director, officer, employee or agent is not proper in the circumstances because he has not met the applicable standard of conduct set forth in Section 1. Such determination may be made in the discretion of the Board (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent, to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation under this Article IX; provided, however, that no such indemnification shall be made if a determination is made in the manner provided in Section 3 that indemnification is not proper in the circumstances because he has not met the applicable standard of conduct set forth in Section 1.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those who are required to be, or who may be, indemnified under this Article might be entitled under any other by-law, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the

Corporation would be required, or permitted, to indemnify him against such liability under the provisions of this Article IX.

7. The provisions of this Article IX shall cover claims, actions, suits and proceedings, civil or criminal, whether now pending or hereafter commenced and shall be retroactive to cover acts or omissions or alleged acts or omissions which heretofore have taken place. If any part of this Article IX should be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining provisions shall not be affected.

8. Notwithstanding anything to the contrary contained herein, if any Federal or state law applicable to the Corporation or any person seeking indemnification hereunder prohibits, restricts or limits in any manner the authority of the Corporation to indemnify such person, the right of such person to be so indemnified, or any other rights or obligations provided by this Article IX, the Corporation shall indemnify such person to the fullest extent permitted by such law.

