

**BYLAWS**

**OF**

**ROTARY INTERNATIONAL DISTRICT 5650 FOUNDATION**  
**A Nebraska Nonprofit Corporation**

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**ARTICLE 1.  
BOARD OF TRUSTEES**

**Section 1.1 Number, Qualification and Election:** The business and affairs of the corporation shall be mandated by a Board of Trustees consisting of 9 members. The trustees of the corporation shall be active members of RID 5650 in good standing as defined by Rotary International. Although the number and qualifications of the trustees may be changed from time to time by amendment to these Bylaws, no change shall affect the incumbent trustees during the terms for which they were elected.

**Section 1.2 Terms of Office:** The trustees shall serve staggered 3- year terms with enough trustees elected each year to maintain 9 members of the Board of Trustees. The terms shall expire after the annual meeting of the Board of Trustees, but each trustee shall continue to serve after the expiration of his or her term until his or her successor shall have qualified and accepted the trustee position.

**Section 1.3 Vacancies:** Vacancies shall be filled by the affirmative vote of a majority of the remaining trustees, even though this may be less than a quorum of the Board of Trustees. If a vacancy is occurring because of an expired term, the trustees holding office whose terms are expiring may vote to fill the expiring positions. A vacancy occurring as a result of an unexpired term shall be filled for the balance of that unexpired term.

**Section 1.4 Removal of Trustees by Board:** At a meeting of the Board for which the notice of the meeting expressly states that it called expressly for the purpose of the removal of one or more trustees, trustees may be removed by the remainder of the Board. Any trustee may be removed by a vote of 75% of the other members of the Board of Trustees. Removal of a trustee may be with or without cause.

**Section 1.5 Quorum:** A majority of the number of trustees then in office, shall be a quorum for the transaction of any business at any meeting of the Board of Trustees. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. A trustee whose term has expired, but whose replacement has not yet qualified and accepted the position as trustee is in office for quorum purposes unless he or she has submitted his or her resignation as a trustee to the secretary.

**Section 1.6 Annual Meeting:** The annual meeting of the Board of Trustees shall be held on the second Monday in December or such other date as may be determined by the Chairman of the Corporation. Notice of the date, time and place of the annual meeting shall be sent by the secretary at least 30 days prior to the annual meeting.

**Section 1.7 Special Meetings:** Special meetings of the Board of Trustees may be called by the Chairman or 30% of the trustees then in office, and shall be held at the principal office of the corporation or at such other place, either within or without the State of Nebraska, either in person or by other electronic means, and at such date and time, as the notice may state.

**Section 1.8 Notice:** Notice of the date, time and place of special meetings shall be mailed or emailed to each trustee at his or her last known address at least 10 days prior to the date of holding these meetings. Any trustee may waive notice of any meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

**Section 1.9 Action Without a Meeting:** Any action required to be taken at a meeting of the Board of Trustees, or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees, or all of the members of the committee, as the case may be. This type of consent shall have the same effect as a unanimous vote. The consent maybe executed by the trustees in counterparts.

**Section 1.10 Voting:** At all meetings of the Board of Trustees, each trustee shall have one vote.

**Section 1.11 Presumption of Assent:** A trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

**Section 1.12 No Compensation for Trustees:** By resolution of the Board of Trustees, the trustees shall serve on a voluntary basis.

**Section 1.13 Committees:** The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, appoint an executive committee and one or more other committees; each committee to consist of two or more trustees of the corporation, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Trustees in the management of the business and affairs of the corporation as shall be delegated to them.

**Section 1.14 Telephonic Meeting:** Members of the Board of Trustees or any committee appointed by the Board of Trustees may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall be the same as presence in person at a meeting.

**Section 1.15 Effect of Repeated Absence from Meetings:** If a trustee is absent, except for reasons of ill health or absence from the country, from 3 consecutive meetings of the board of trustees, including regularly scheduled meetings and special meetings duly called and noticed, the board of trustees may in its discretion declare the office of such trustee vacated by reason of neglect, and a successor shall be appointed as provided in these bylaws.

**Section 1.16 Attendance by Trustee Is Waiver of Notice of Meeting:** The attendance of a trustee at any meeting shall constitute a waiver of the notice of the meeting, except where the trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convenient.

## ARTICLE 2. OFFICERS

**Section 2.1 Number and Qualification:** The officers of the corporation shall be a Chairman, one or more Vice Chairmans (as the Board of Trustees shall determine), a Secretary and a Treasurer and such other officers and agents as may be deemed necessary by the Board of Trustees. Any two or more offices may be held by the same person.

**Section 2.2 Election and Tenure:** The officers of the corporation shall be elected by the Board of Trustees at its annual meeting. Each officer shall hold office for a term of 3 years or until his or her successor shall have been duly elected and shall have become qualified, unless his or her service is terminated sooner because of death, resignation or otherwise.

**Section 2.3 Removal:** Any officer or agent of the corporation, elected or appointed by the Board of Trustees, may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. The Chairman may remove any other officer, but the removed officer shall have the chance to appeal the removal to

the Board. The Chairman may be removed upon the agreement of the Vice-Chairman (if more than one, then a majority of the Vice-Chairmans are needed), the Secretary and the Treasurer. Upon removal of the Chairman, the Vice-Chairman shall call an emergency special meeting of the Board.

Section 2.4 Vacancies: Vacancies occurring in any office by reason of death, resignation or otherwise may be filled by the Board of Trustees at any meeting.

Section 2.5 Duties and Authority of Officers: The officers of the corporation are listed below. Each officer shall have the listed duties and authority. The assistant secretary and the assistant treasurer offices are not required, but may be filled from time to time at the board's discretion.

Chairman. The Chairman shall be the principal executive officer of the corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the corporation. The Chairman shall, when present, preside at all meetings of the members and of the Board of Trustees. The Chairman may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees, deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Trustees from time to time.

Vice Chairman. In the absence of the Chairman or in the event of his or her death, inability or refusal to act, the Vice Chairman (or in the event there shall be more than one Vice Chairman, the Vice Chairmans in the order designated at the time of their election, or the absence of any such designation then in the order of their election) shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice Chairman may sign and shall perform such other duties as from time to time may be assigned by the Chairman or by the Board of its Trustees.

Secretary. The Secretary shall attend and keep minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, have general charge of the corporate minute books of the corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the Board of Trustees.

**Treasurer.** The Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation, receive and give receipts for all securities and monies due and payable to the corporation from any source whatsoever, deposit all such monies in the name of the corporation in such banks, trust companies, or in other depositories as shall be collected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

**Assistant Secretary and Assistant Treasurer.** The Assistant Secretary shall, in the absence of the Secretary or in the event of his or her death, inability or refusal to act, perform the duties of Secretary and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Treasurer shall, in the absence of the Treasurer or in the event of his or her death, inability or refusal to act, perform the duties of Treasurer and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Assistant Treasurer shall, if required by the Board of Trustees, give bonds for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Secretary and Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the Chairman or the Board of Trustees.

### ARTICLE 3. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

**Section 3.1 Contracts:** The board of trustees may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation, and such authority may be general or may be confined to specific instances.

**Section 3.2 Checks, Drafts, or Orders:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation as shall from time to time be determined by resolution of the board of trustees. In the absence of such determination by the board of trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chairman or a vice chairman of the corporation.

**Section 3.3 Deposits:** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of trustees may select.

**Section 3.4 Gifts:** The board of trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation. The board of trustees may delegate to the officers the authority to accept gifts of the values and types as determined by the board of trustees. The corporation shall not accept any gifts of real property or illiquid assets.

#### ARTICLE 4.

#### INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS

**Section 4.1 Indemnification:** To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

**Section 4.2 Insurance to Indemnify:** To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

**Section 4.3 Right to Indemnity Not Limited:** The indemnity provided for by this Article IV shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article IV be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

#### ARTICLE 5.

#### MISCELLANEOUS

**Section 5.1 No Private Inurement:** No Trustee, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation. This provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

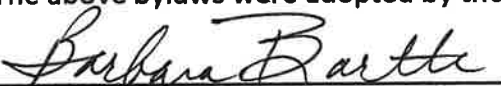
Section 5.2 Fiscal year: The fiscal year of the corporation shall be the calendar year.

Section 5.3 No Corporate Seal: The board of trustees has determined at this time that there shall be no corporate seal. The board reserves the right to establish a corporate seal at any time.

Section 5.4 Meaning of Waiver of Notice: Whenever any notice is required to be given to any member or trustee of the corporation under the provisions of the Articles of Incorporation, these Bylaws or the Nebraska Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 5.5 Amendments to Bylaws: Except as otherwise provided by law or by specific provisions of these Bylaws, the Bylaws may be amended or repealed by the Board of Trustees or by the members at any annual, regular or special meeting of the Board of Trustees or of the members.

The above bylaws were adopted by the incorporator of the corporation on 5-20 2024.



Barbara Bartle



**ARTICLES OF INCORPORATION  
OF  
ROTARY INTERNATIONAL DISTRICT 5650 FOUNDATION  
A Nonprofit Corporation**

The undersigned acting as the incorporator of a nonprofit corporation under the Nebraska Nonprofit Corporation Act, adopts the following Articles of Incorporation.

**Article 1**

The name of the corporation is the Rotary International District 5650 Foundation.

**Article 2**

This corporation is a public benefit corporation.

**Article 3**

**Initial Registered Agent: Frank Goldberg**

**Initial Registered Office Street Address: 13031 Marinda St, Omaha, NE, 68144**

**Article 4**

**Name of Incorporator: Barbara Bartle**

**Street Address of Incorporator: 3000 Sheridan Blvd, Lincoln, NE, 68502**

**Article 5**

The corporation shall not have members.

**Article 6**

The corporation is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code. The purpose of the corporation is to help ensure the success of District 5650 Rotary clubs' service projects by retaining, managing, and disbursing grant funds provided to the Rotary 5650 Foundation by the clubs and other donated funds according to the funding guidelines of Rotary International and District 5650.

## Article 7

The assets of the corporation are irrevocably dedicated to religious, educational, and charitable purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene (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 of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## Article 8

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all assets of the corporation to selected organizations which are described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, and which at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and which have the same or a similar purpose as the corporation. If there are no such organizations determined by the Board to be so organized, operated and qualified at the time of the dissolution of this corporation, then the assets remaining after paying or making provisions for the payment of liabilities of the corporation shall be distributed as directed by the board, exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

## Article 9

The corporation shall have perpetual duration.

Dated: May 20, 2024

  
Barbara Bartle