

# **BYLAWS OF THE ROTARY DISTRICT 5170 FOUNDATION**

The Rotary District 5170 Foundation (the “Foundation”) is a California nonprofit corporation. The Foundation does not contemplate pecuniary gain or profit to the participants thereof, and is organized for nonprofit purposes.

**Mission Statement:** The mission of the Foundation is to encourage the charitable activities of its participants by providing a vehicle for the administration and distribution of charitable contributions.

The Foundation shall administer funds contributed by its participating Rotary Clubs, Interact Clubs, Rotaract Clubs (collectively, hereinafter, “Clubs”; or as to Interact Clubs, the sponsoring Rotary Club), and any other persons or groups approved by the Board of Directors, and shall distribute Foundation funds and assets to support its charitable and public purposes as the Board of Directors shall determine in accordance with the intent of the contributors.

## **I**

### **OFFICES**

- 1.1 The principal office will be the office of the then current District Governor of Rotary International District 5170.
- 1.2 The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another within District 5170.

## **II**

### **PARTICIPATION**

- 2.1 Every Club in District 5170 shall be eligible to participate in the Foundation. Participation in the Foundation's international aid and development activity may be determined by each participant as such participant chooses.
- 2.2 The rights, privileges, and obligations of participation shall be exercised by the President of each Club during his or her term of office, if the Club chooses to participate in the Foundation's activities. Each Club choosing to participate in the Foundation shall notify the Foundation by submitting to the Foundation a copy of a resolution of the Board of Directors of the Club.
- 2.3 Any Club may withdraw from participation in the Foundation at any time by written notice

to the Secretary of the Foundation.

- 2.4 Any Club may be expelled by vote of the Board of Directors of the Foundation.
- 2.5 The voting and representation rights of every Club shall be exercised by the President or such officer of the Club as the President may designate if he or she is unable to attend.

### **III**

#### **ANNUAL MEETING**

- 3.1 The annual general meeting of the Foundation shall be a part of the proceedings of the Annual Conference of the District 5170 Clubs, or may be held at such other time and location as the Board of Directors may determine.
- 3.2 A quorum shall be one-fourth of the voting participants in the Foundation.
- 3.3 Votes of any participants in the Foundation shall be given in person only. Every participant shall be allowed only one vote on any decision or resolution taken at a general or special meeting.

### **IV**

#### **OFFICERS**

- 4.1 The "District Governor" shall mean the District Governor of Rotary District 5170. "The Board" shall mean the Board of Directors of the Foundation.
- 4.2 The District Governor automatically assumes the office of President of the Foundation effective the date of his or her assumption of office as District Governor.
- 4.2 The District Governor Elect of District 5170 automatically assumes the office of Vice President of the Foundation effective the date of his or her assumption of office as District Governor Elect.
- 4.3 Should the District Governor find that his or her duties make it impracticable to undertake the duties as President of the Foundation, he or she may appoint a past District Governor to act on his or her behalf. On appointment, such past District Governor will exercise full powers of the office.
- 4.4. The District Governor may, at his or her option, appoint a member of the Board to serve as Chair of the Board.
- 4.5 The other Foundation officers, as specified in paragraph 4.7, shall be elected by the Board from among its members.
- 4.6 All financial documents to be executed on behalf of the Foundation shall be signed by any two of the following officers -- President, Treasurer, or Secretary.

- 4.7 The officers of the Foundation and the functions of the officers of the Foundation shall be:
- a) **PRESIDENT:** shall preside at meetings of the Foundation unless the President elects to appoint a Chair. The President shall be charged with the general management and supervision of the affairs and operations of the Foundation.
  - b) **CHAIR:** shall preside at meetings of the Foundation, and exercise such other duties as the President or Board shall request.
  - c) **VICE PRESIDENT:** shall preside at meetings of the Foundation in the absence of the President or Chair.
  - d) **SECRETARY:** shall be responsible for the duties specified in Articles VIII and IX hereof, including keeping of the official minutes and correspondence of the Foundation. The Secretary shall keep a record of all participants in the Foundation, and shall report regularly to the Board.
  - e) **TREASURER:** shall be responsible for keeping the accounting records of the Foundation and shall report to the Board as required and each year to the Annual Meeting of the Foundation. It is recommended that the Treasurer be a CPA .

## V

### DIRECTORS

- 5.1 The Board shall consist of no less than nine members and may not exceed 12 members. Board shall consist of elected members, plus the President, Vice President, and immediate past District Governor (or at the option of the District Governor, any past District Governor).
- 5.2 Any Rotarian in good standing in his or her Club in District 5170 shall be eligible for nomination for election to the Board.
- 5.3 Each Director shall be appointed by the District Governor in consultation with the existing Board to serve a three year term. Three new Directors will be selected each year.
- 5.4 No member of the Board shall receive any remuneration for his or her services. With the approval of the Board, travel or other similar expenses actually incurred on behalf of the Foundation by any Director may be paid or reimbursed.
- 5.5 The Board shall, subject to these Bylaws, have full control and management of the affairs of the Foundation, including the right to approve grants, or to disapprove proposed grants that

do not comply with the Bylaws and rules and regulations to which the Foundation is subject.

- 5.6 Meetings of the Board shall be held as often as may be required, and shall be called by the President. A special meeting may be called on the instructions of any two Board members thereof provided they request the President, in writing, to call such meeting and state the business to be brought before the meeting. Meetings of the Board shall be called by notice in writing mailed to each member or by three days' notice by email, fax, or telephone. Any matters that require a vote of the Board may be voted on video conference when such a vote is authorized by the President or any two Board members.
- 5.7 Any five members shall constitute a quorum. Board meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transactions at such meeting shall be ratified at the next regularly called and duly noticed meeting of the Board; otherwise they shall be null and void.
- 5.8 The Board shall be empowered to establish such standing or ad hoc Committees as it deems necessary. Participation on such Committees shall be at the discretion of the Board, but participants must be Rotarians in good standing in any Club in the District and the Chair of any ad hoc or standing Committee must be a Board member.
- 5.9 Subject to paragraph 5.7, Board members shall be given fourteen (14) days' notice of a meeting. They may transact any business at such meeting. Minutes of Board meetings shall be sent to all Board members.
- 5.10 Should any member of the Board of Directors cease to be a member in good standing of a District 5170 Rotary Club, he or she will automatically cease to be a member of the Board.

## VI

### **FINANCIAL REPORTS**

- 6.1 Compiled financial statements of the Foundation shall be prepared annually by the Treasurer. Copies shall be available to the participants at the Annual Meeting held after the close of the Foundation's fiscal year.
- 6.2 The fiscal year-end of the Foundation shall be the 30th of June.

## VII

## **CUSTODY AND USE OF THE SEAL OF THE FOUNDATION**

- 7.1 The Board may adopt a seal which shall be the common seal of the Foundation.
- 7.2 The common seal of the Foundation shall be under the control of the Board, and the responsibility for its custody shall be with the Secretary.

## **VIII**

### **AMENDMENTS**

- 8.1 The bylaws of the Foundation may be amended by a majority vote of the Board of Directors, which may, at its option, provide for any amendment to be ratified by a majority of the voting participants at the Annual Meeting as a condition to such amendment becoming effective. Any Bylaw amendment shall be reported at the Annual Meeting.
- 8.2 Proposals for change may be made by any Rotary Club in District 5170.

## **IX**

### **CUSTODY OF DOCUMENTS**

- 9.1 The Secretary shall be responsible for the preparation and safe custody of all records, documents, and minutes of proceedings of the Foundation, Board, and of any appointed Committee.

## **X**

### **INSPECTION**

- 10.1 All records, documents or books of account of the Foundation shall be open to inspection by the members of the Foundation on one week's notice at the place designated as the registered office of the Foundation.

## **XI**

## **CONFLICT OF INTEREST POLICY**

- 11.1 The purpose of this Conflict of Interest Policy is to protect the interests of the Foundation. Each Board member shall act in the best interest of the Foundation and disclose any conflicts of interest.
- 11.2 A conflict of interest exists when board members have a direct or indirect business, professional or personal situation or relationship that may influence or be perceived to influence the judgment or action of the board member when serving the Foundation. Such conflicts of interest include, but are not limited to: personal and professional affiliations and business dealings.
- 11.3 All real or perceived conflicts of interest will be disclosed to the appropriate level of authority necessary for consideration, resolution, and direction.
- 11.4 Board members will be required to annually sign a conflict of interest form approved by the Board.

## **XII**

### **CLOSED OR INACTIVE ACCOUNTS**

- 2.1 An account shall be considered inactive if no deposits have been made thereto and no withdrawals have been made therefrom for a continuous period of three years.
- 12.2 The Board shall have the authority to make provision for the funds in any inactive account, or any donation to an account that has been closed, by returning the funds to the donor, if known and available, or to the contributing Club, or by channeling the funds to any existing or new account, the purpose of which is consistent with the mission of the Foundation, in each case, at the option of the Board of Directors.

## **XIII**

### **DISSOLUTION**

- 13.1 The Foundation shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to any member of the Board of Directors. Upon dissolution of the Foundation, any funds remaining shall be distributed by returning the funds to the donor, if known and available, or if the donor is not known and available, to the contributing Club, or by channeling the funds to any existing or new account, the purpose of which is consistent with the mission of the Foundation, in each case, at the option of the Board of Directors.

**XIV**

**NONDISCRIMINATION POLICY**

- 14.1 It is the policy of the District Foundation that it shall, in every respect, be free from discrimination in any of its activities, operations, and opportunity because of race, color, religion, creed, national origin, ancestry, disability, gender, sexual orientation, age, or any other basis prohibited by California state or federal nondiscrimination laws respectively.

**CERTIFICATE OF SECRETARY  
OF  
ROTARY DISTRICT 5170 FOUNDATION**

*a California Nonprofit Corporation*

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising six pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on June 4, 2015.

DATED: \_\_\_\_\_

SIGNED

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