

**BYLAWS
OF
DISTRICT 5520 ROTARY YOUTH LEADERSHIP AWARDS, INC.**

A New Mexico Non-Profit Corporation

**ARTICLE I
NAME, SEAL AND OFFICES**

Section 1. Name: The name of this corporation is DISTRICT 5520 ROTARY YOUTH LEADERSHIP AWARDS, INC.

Section 2. Seal: The Board of Directors may adopt a seal for the corporation in such form as it deems proper, but the corporation shall not be required to have a seal.

Section 3. Offices: The principal offices of the corporation shall be at 1711 Quail Run Ct. NE, Albuquerque, NM 87122. The Corporation may have such other offices, either within or without the State of New Mexico, as the business of the Corporation may require from time to time.

**ARTICLE II
OBJECT AND PURPOSES**

Section 1. The corporation is formed exclusively for purposes for which a corporation may be formed under the Nonprofit Corporation Act of the State of New Mexico, and shall be operated exclusively for charitable nonprofit purposes within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, as follows:

To receive and administer funds for educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, and property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal of the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto;

Without limiting the generality of the foregoing, one of the principal purposes of the Corporation is to provide Support for District 5520's annual training camp that brings

together youth and adults to develop character and leadership skills, to promote friendship and fellowship and to learn more about Rotary.

In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New Mexico for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which the Corporation is organized shall be confined to those which are strictly educational and charitable.

The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including publishing or distributing of statement) any political campaign on behalf of any candidate for public office, or any unlawful activity.

ARTICLE III POWERS

Section 1. The corporation shall have all powers expressly or impliedly authorized and granted under the laws of the State of New Mexico and the United States.

Section 2. The corporation shall have the power and authority to do everything necessary, proper, advisable or convenient for the accomplishment of the objectives and purposes of the corporation, and to do all other things incidental thereto, or connected therewith, which are not forbidden by law or the Articles of Incorporation of this corporation.

Section 3. The corporation shall have the power and authority to carry out its purposes in any state, territory, district or possession of the United States, or in any foreign country to the extent that such purposes are not forbidden by law of such state, territory, district or possession of the United States, or by any such foreign country; and to hold, purchase, mortgage and convey real and personal property within or outside of the State of New Mexico.

ARTICLE IV MEMBERSHIP

In accordance with 53-8-11 of the New Mexico Nonprofit Corporation Act, the Corporation shall have no members.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Management by Board of Directors: The Board of Directors shall have the general management and control of the activities and the affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation under the laws of the State of New Mexico and the United States, the Articles of Incorporation, and these bylaws. All Board members shall be District 5520 Rotarians in good standing.

Section 2. Number and Term of Directors: The Board of Directors shall consist of nine (9) persons, including the Immediate Past District Governor, the District Governor and the District Governor Elect, the Chair of RYLA and Directors of Boys' Camp and Girls' Camp and three members at large. No reduction in the number of directors shall have the effect of removing any Director from office, but the reduction shall be achieved by voluntary resignation or other attrition. Directors shall serve for one three-year term and may be elected to no more than one additional three-year term. Directors shall take office immediately following their election.

Section 3. Election of Directors: All elections for expiring terms of Board members shall be held at the annual business meeting of District 5520. Directors serve for a term of three years plus one additional term unless they fill a designated position. Directors shall be nominated by and approved by the District.

Section 4. Removal of Directors: Any Director may be removed, with or without cause, by a majority vote of the Board of Directors at any special or annual meeting.

Section 5. Replacement of Board Members: Should it be necessary to replace a member of the Board of Directors during that member's term due to death, disability, removal or resignation, a new member may be nominated by the President and approved by the Board of Directors at the next regular Board of Director meeting. The director shall serve out the remaining term of the new director's predecessor.

Section 6. Compensation: The Directors shall not receive compensation for their services, however the Board of Directors may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties.

**ARTICLE VI.
MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Annual Meeting: There shall be an annual meeting of the Board of Directors of the corporation, to be held at the principal office of the corporation or at such other place as may be designated by the President or any Executive Committee. The Annual Meeting shall be held on a date of each year to be designated by the Board. The annual meeting shall be held for the purpose of electing directors and officers, and for the transaction of such other business as may properly come before the meeting.

Section 2. Regular Meetings: The Board of Directors may provide for periodic regular meetings of the Board. At any regular meeting, the Board of Directors may consider and transact any business presented to it.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or by one-fourth of the Board of Directors. A notice of a special meeting shall state the purposes for which the meeting is called.

Section 4. Notice of Meetings: Notice of every annual meeting, regular meeting and special meeting of the Board of Directors shall be served personally, by mail, by courier, by telecopier, or by e-mail on each Director not less than five nor more than thirty days before the meeting. If mailed, a notice shall be directed to the Director at his address as it appears from the records of the corporation, unless the recipient has specified another address in writing. If mailed, the notice shall be deemed to be delivered three days after it is deposited in the United States mail, with postage prepaid. If notice is given by courier, the notice shall be deemed to be delivered at the time the courier service guarantees delivery. If notice is given by telecopier, the notice must be sent to a number known to be the personal or business telecopier number of the recipient, or to the number given by the recipient for the receipt of telecopies, and shall be deemed to be delivered when the copy is accepted by the receiving telecopier or computer. Notice may be given by e-mail to the email address supplied to the Corporation by a Director. Notice given by e-mail is deemed given when sent, unless the sender receives notice that the message could not be delivered.

Notice of a meeting is waived by any Director who attends the meeting, or who waives notice in writing, either before or after the holding of the meeting.

Section 5. Quorum: At any meeting of the Board of Directors, the presence of two-thirds of the Directors shall constitute a quorum for all purposes, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the full Board of Directors. Once a quorum is established it shall be deemed to remain until the meeting is adjourned. With or

without a quorum present, a meeting may be adjourned by the vote of a majority of the Directors present without giving notice of the adjourned meeting other than by the notice received by attendance at the meeting voting the adjournment, and without further notice to any absent Director. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted for which notice was originally given.

Section 6. Electronic meetings: Any director -- or all directors--may attend any meeting by electronic means, as long as those attending by such means may hear and be heard by all other directors in attendance at the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at the meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE VII OFFICERS

Section 1. Officers: The officers of the corporation and the Board shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may elect. All officers shall take office immediately following their election. One person may serve in multiple capacities except President.

Section 2. Election of Officers: The President, Vice President, Secretary, Treasurer, and any other officers shall be elected by the Directors at the annual meeting of the Board of Directors and each shall serve a term of one year or until his or her successor shall be elected and qualified.

Section 3. Vacancies: Any vacancy which may occur in an office shall be filled by election by the Board of Directors and the newly-elected officer shall serve until the next annual meeting or until his or her successor shall have been duly elected and qualified.

Section 4. Duties of Officers:

A. President: The President shall be the chief executive officer of the corporation and shall have general supervision and authority over its affairs and property and shall generally do and perform all acts usually incident to the office of President. The President shall have such additional powers and duties as may from time to time be assigned to him or her by the Board of Directors. The President shall preside at all meetings of the Board of Directors.

The President shall be an *ex officio* member of all committees except the Nominating of Officers Committee. The President, or designee, shall be accountable for presenting an annual report of the Corporation, including financial statements and the results of an annual financial review, to District 5520 at the Rotary District 5520 District Conference.

B. Vice-President: At the request of the President, or in his or her absence or disability, the Vice President shall perform all the duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned by the Board or the President.

C. Treasurer: The Treasurer shall perform all of the duties usually incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board or the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties, in such sum, and with such surety or sureties, as the Board shall determine. The expense of any such bond shall be paid by the corporation.

D. Secretary: The Secretary shall act as Secretary of the Board and shall keep, or cause to be kept, minutes of all meetings of the Board in one or more books provided for that purpose. In the absence of the Secretary, the President may designate any person to act as Secretary for Board meetings. The Secretary shall ensure that all notices are duly given in accordance with these bylaws and as required by law. The Secretary shall have charge of the books, records, and other papers of the corporation and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer or some other designee of the Board. In general, the Secretary shall perform all duties usually incident to the office of Secretary and other such duties as may from time to time be assigned to him or her by the Board or by the President.

ARTICLE VIII COMMITTEES

Section 1. The Executive Committee: By a majority vote of the entire Board of Directors, the Board may, but shall not be required to, establish an Executive Committee which shall be governed by the following provisions:

A. Appointment and Authority: The Executive Committee shall consist of the President who shall serve as Chairman of the Executive Committee, all other officers of the corporation, and as many other members as may be required to ensure that no fewer than three members of the Board of

Directors serve on the Executive Committee at any time. Those members, if required, shall be appointed by the President from the Board of Directors. The appointments made by the President must be confirmed by a majority vote of the Board of Directors. The Executive Committee shall, during the intervals between meetings of the Board of Directors, be vested with the authority of the Board of Directors, except as limited by law.

B. Quorum: A Quorum of the Executive Committee shall consist of two-thirds of the entire membership of the Committee.

C. Minutes of Meetings: Minutes of the Executive Committee meetings shall be kept. These minutes shall be available for inspection by any member of the Board of Directors at any reasonable time, and all actions of the Executive Committee shall be reported at the next succeeding meeting of the Board of Directors.

D. Notice of Meetings: Meetings of the Executive Committee may be called by the President or any two members of the Committee. Notice of each Executive Committee meeting shall be served, not less than one nor more than thirty days before the meeting in the same manner as service of a notice of a meeting of the full Board of Directors. Notice of a meeting is waived by any member who attends the meeting or who waives notice in writing, either before or after the holding of the meeting.

Section 2. The Investment Committee: The membership of the Investment Committee shall consist of the Board President, Vice President and Treasurer and shall be governed by the following provisions:

- A. The purpose of the investment committee is to administer and to operate the portfolio. The members of the investment committee are fiduciaries of the portfolio, with responsibility for overseeing investment policies, general policies, guidelines, investment performance and related risk management. Committee members will fulfill their duties solely on behalf of the RYLA mission.
- B. The committee may retain independent counsel or other advisors as it deems necessary to conduct investigations into matters within the committee's scope of responsibilities at the RYLA Foundation's expense.
- C. All investment decisions must be approved by a majority Board vote.
- D. Quorum: A Quorum of the Investment Committee shall consist of two-thirds of the entire membership of the Committee.
- E. Minutes of Meetings: Minutes of the Investment Committee meetings shall be kept. These minutes shall be available for inspection by any member of the Board of Directors at any

reasonable time, and all actions of the Investment Committee shall be reported at the next succeeding meeting of the Board of Directors.

Section 3. Other Committees: The President shall have the authority to establish other committees and appoint committee members and committee chairmen, as the President may deem appropriate. The chairman of each committee shall appoint a secretary to keep suitable records of committee actions.

ARTICLE IX PROHIBITIONS AND DISSOLUTION

Section 1. Prohibition of Personal Benefit: No part of the capital or net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 contributions in furtherance of the purposes of the corporation. 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). The corporation shall not engage in any activity or transact its business in any way that would cause it to be ruled a private foundation as defined in Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Prohibited Activities. No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. No discrimination or harassment will be allowed for pregnancy, childbirth or related medical conditions, race, religious creed, color, national origin or ancestry, physical or mental disability, medical condition, marital status, age, sexual orientation or any other basis protected by federal, state, or local law or ordinance or regulation.

Section 3. Dissolution: In the event of the dissolution of the corporation, all of its assets, property, resources and funds shall be distributed to and paid over to such educational or charitable institution or institutions as the Board of Directors may determine are most capable of carrying out the objectives and purposes of this corporation as set forth in its Articles of Incorporation. Any organization to which distribution is made shall be an organization or institution which is exempt from federal income tax under Section 501(c), and is a organization, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law). The organization may not be a private foundation as defined in Section 509 of the Internal Revenue Code.

ARTICLE X MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year: The fiscal year of the corporation shall commence on January 1 and terminate on December 31.

Section 2. Execution of Contracts: The Board of Directors may authorize any officer, employee or agent, in the name of and on behalf of the corporation, to enter into any contract or execute and deliver any instrument necessary to the fulfillment of the Corporation's purpose, and such authority may be general or confined to specific instances. Unless authorized by these bylaws or by the Board, no officer, director, employee or agent shall have any power to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 3. Loans: No loan shall be contracted on behalf of the corporation unless authorized by the Board of Directors.

Section 4. Commercial Paper: All checks, drafts and other orders for the payment of money out of the funds of the corporation, and all notes or evidences of indebtedness of the corporation shall be executed on behalf of the corporation by such officer or officers, or employee or employees, as the Board of Directors may, by resolution, from time to time determine.

Section 5. Deposits and Temporary Investments: All funds of the corporation not otherwise employed shall be deposited promptly to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select; and for the purpose of such deposit, any officer, or any employee to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the corporation. Funds not needed for current use may be invested in short term

obligations of the United States and bank certificates of deposit, and not to exceed \$50,000.00 in money market funds, by such persons as may be authorized by the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Third Party and Derivative Actions: 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 suit, proceeding or claim, whether civil, criminal, administrative, or investigative (including an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent, against expenses (including attorney's fees), judgments, fines and amounts paid or necessarily incurred, in settlement or otherwise, by the person in connection with the suit, proceeding or claim. This right does not extend to matters as to which the person is adjudged in the suit, proceeding or claim to be liable for willful, wanton or malicious misconduct, or reckless disregard of the rights or feelings of the complainant, except that the court or other body in which such suit, proceeding or claim was brought may determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to full or partial indemnification for such expenses which such court or other body shall deem proper.

Section 2. Determination: Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. The determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the suit, proceeding or claim; or (b) if such a quorum is not obtainable, or even if obtainable if a quorum of the disinterested directors so directs, by independent legal counsel in a written opinion; nevertheless, if a director, officer, employee or agent is ultimately successful on the merits or otherwise in defense of the suit, proceeding or claim, or in defense of any separable matter involved in the suit, proceeding or claim, he or she shall automatically be indemnified against expenses (including attorneys' fees) actually and necessarily incurred by him or her in connection the matter on which he or she prevailed, without the necessity of any determination that he or she has met the standard set forth in Section 1 of this Article.

Section 3. Payment in Advance: Expenses incurred in defending a suit, proceeding or claim may be paid in advance of the final disposition of the suit, proceeding or claim if authorized by the Board of Directors (in the same manner as provided in Section 2 of this Article) if the corporation receives a written agreement by or on behalf of the director, officer, employee or agent, obligating

him or her to repay such amount if and when it should ultimately be determined that he or she is not entitled to be indemnified.

Section 4. Insurance: General Liability Insurance and Directors and Officers Insurance shall be under the Rotary International insurance umbrella. No action shall be taken by the Board of Directors which may violate coverage under the Rotary International insurance umbrella. The Board of Directors may purchase and maintain additional insurance, on behalf of any person who is or was serving as a director, officer, employee or agent, against any liability asserted against him or her and incurred by him or her and arising out of his or her status as director, officer, employee or agent, whether or not the corporation would have the power to indemnify him or her under Section 1.

Section 5. Other Coverage: The indemnification provided by this Article is in addition to any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, under the bylaws of the corporation, by agreement with the corporation, by vote of disinterested directors, by law, or otherwise. The right of indemnification shall inure to the benefit of the successors of an indemnitee.

**ARTICLE XII
AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, or by the members at a meeting called for that purpose. Any changes to the bylaws will not become effective until approved by District 5520 at the annual business meeting. Amendments shall be signed by the President and the Secretary.

**ARTICLE XIII
INSPECTION**

Pursuant to the New Mexico Non-Profit Corporation Act, the current bylaws of the corporation shall be maintained at the corporation’s principal place of business and shall be available for inspection and copying by the public on reasonable request. The corporation may charge a reasonable fee for copies of the bylaws.

Adopted by the Board of Directors on the ____ day of _____,
20__.

President

Secretary

Adopted by the membership of Rotary District 5520 on the ____ day of _____, 20__.

District Governor _____