

Amended and Restated Bylaws
of
Rotary District 5180 Charitable Foundation

ARTICLE I – PRINCIPAL OFFICE

Section 1.01. Principal Office. The principal office of this corporation shall initially be located in the County of Sacramento. The board of directors may from time to time change the principal office from one location to another, and the principal office shall be as stated in the Company's most recent Statement of Information filed with the Secretary of State pursuant to Section 6210 of the Nonprofit Public Benefit Corporation Law.

ARTICLE II - DIRECTORS

Section 2.01. Number of Directors.

(a) The authorized number of directors of this corporation is five (5).

(b) The current District Governor and the current Disaster Relief Coordinator, or the person having a corresponding title, from Rotary International District 5180 may attend all meetings of the board of directors. However, these two persons shall have no voting rights and are not directors of this corporation.

Section 2.02. Term and Election of Directors. (a) Directors are elected for a term of three (3) years. One-third ($\frac{1}{3}$) of the directors, as nearly as may be, shall be elected each year.

(b) Directors shall be elected by the board of directors.

(c) Each elected director shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 2.03. Meetings of the Board of Directors. (a) Meetings of the board of directors shall be held at the principal office of the corporation unless another place is stated in the notice of the meeting.

(b) Regular meetings of the board of directors shall be held at least quarterly at the time and place specified by the secretary. Meetings may be held more frequently as provided in a resolution adopted by the board of directors, at the time and place specified in such resolution.

(c) The president or the secretary, or any two (2) directors, may call a special meeting of the board of directors.

(d) Notice of all regular and special meetings of the board of directors shall be given. A notice need not include the purpose or agenda for the meeting. Special meetings of the board of directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally, by electronic transmission by the corporation, or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means.

(e) Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(f) Members of the board of directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if all of the following apply:

- (1) Each member participating in the meeting can communicate with all other members concurrently; and
- (2) Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (3) The corporation adopts and implements some means of verifying (i) each person participating in the meeting is a member or other person entitled to participate in the meeting and (ii) all actions of, or votes by, the board are taken or cast only by members and not by persons who are not members of the board of directors.

(g) A majority of the authorized number of directors constitutes a quorum of the board of directors for the transaction of business.

Section 2.04. Required Vote of Directors. (a) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 2.05. Written Consent of Directors. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all directors consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. All members of the board of directors" as used in this section does not include any "interested director" as defined in Section 5233 of the California Corporations Code.

Section 2.06. Interested Persons. (a) Not more than forty-nine percent (49%) of the persons serving on the board of directors may be "interested persons" as defined in Section 5233 of the California Corporations Code.

(b) For purposes of this section, an "interested person" includes either:

- (1) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

(c) The provisions of this section shall not affect the validity or enforceability of any transaction entered into by this corporation.

ARTICLE III - OFFICERS

Section 3.01. Officers and Duties. (a) The officers of this corporation are the president, the secretary, and the treasurer.

(b) The president is the chief executive officer and general manager of the corporation. The president shall, subject to the control of the board of directors, have general supervision, direction and control of the business and affairs of the corporation, except where such matters are prescribed in the bylaws or by the board of directors. The president shall preside at all meetings of the board of directors. The president is authorized to sign all contracts, notes, conveyances and other papers, documents and instruments in writing in the name of the corporation.

(c) The secretary shall keep or cause to be kept the minute book of the corporation as prescribed by these bylaws. The secretary shall sign in the name of the corporation, either alone or with one or more officers, all documents authorized or required to be signed by the secretary. The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by these bylaws to be given. The secretary shall have such other duties as may be prescribed by the board of directors or these bylaws. The board of directors may by resolution authorize one or more assistant secretaries to perform, under the direction of the secretary, some or all of the duties of the secretary.

(d) The treasurer is the chief financial officer of the corporation, and, where appropriate, may be designated by the alternate title "chief financial officer."

- (1) The treasurer is responsible for the receipt, maintenance and disbursement of all funds of the corporation and for the safekeeping of all securities of the corporation.
- (2) The treasurer shall keep or cause to be kept books and records of account and records of all properties of the corporation.

- (3) The treasurer shall prepare or cause to be prepared annually, or more often if so directed by the board of directors or president, financial statements of the corporation.
- (4) The board of directors may by resolution authorize one or more assistant treasurers to perform, under the direction of the treasurer, some or all of the duties of the treasurer.
- (5) If required by the board of directors, the treasurer shall give the corporation a bond in the amount and with the surety specified by the board for the faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

Section 3.02. Appointment and Removal of Officers. (a) The officers provided for in Section 3.01(a) above shall be appointed by the board of directors. Other officers shall be appointed as prescribed in the resolution of the board of directors establishing the office.

(b) Any officer appointed by the board of directors may be removed from office at any time by the board of directors, with or without cause or prior notice.

(c) Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Such resignation is effective upon receipt of the written notice by the corporation unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

ARTICLE IV - INDEMNIFICATION

Section 4.01. Indemnification of directors and officers.

(a) The corporation may indemnify a director or officer under the provisions of Section 5238 of the California Corporations Code.

(b) Expenses incurred in defending any proceeding may be advanced by the corporation as authorized in Section 5238 of the California Corporations Code prior to the final disposition of such proceeding, upon receipt of any undertaking by or on behalf of such director or officer to repay such amount unless it shall be determined ultimately that the director or officer is entitled to be indemnified.

(c) The corporation may purchase and maintain insurance on behalf of any director or officer of the corporation against any liability asserted against or incurred by the director, officer or employee in such capacity or arising out of the director's or officer's status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under the provisions of Section 5238 of the California Corporations Code.

ARTICLE V – NO MEMBERS

Section 5.01 No Members. (a) The corporation shall have no members.

(b) This corporation may refer to persons who are not directors or entities associated with it who may have representatives attend meetings of the board of directors, or otherwise, but those persons or entities are not members within the meaning of Section 5056 of the California Corporations Code.

Section 5.02. Actions Requiring Member Approval Under the California Corporations Code. Any action that would otherwise require approval by a majority of all members (as defined in Section 5033) shall require approval by a majority of the authorized directors. Any action that would otherwise require approval by the members (as defined in Section 5034) shall require approval of the directors as specified in Section 2.04 of these bylaws. These approval provisions shall apply notwithstanding any provision of the Nonprofit Corporation Law or the articles to the contrary.

ARTICLE VI - RECORDS

Section 6.01. Minute Book. The corporation shall keep or cause to be kept a minute book which shall contain:

(a) The record of all meetings of the board of directors including the date, place, those attending and the proceedings thereof.

(b) A copy of the articles of incorporation and all amendments thereof, and a copy of all certificates filed with the Secretary of State.

(c) A copy of the bylaws, as amended, duly certified by the secretary.

Section 6.02. Annual Report. (a) Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:

- (1) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year; and
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year; and
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(b) Any report furnished to directors of the corporation which includes the financial statements prescribed by subparagraph (a) above shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 6.03. Report of Transactions and Indemnifications. The corporation shall deliver to all directors a statement of any transaction between the corporation and one of its officers or directors of any indemnification paid to any officer or director if, and to the extent, required by Section 6322 of the California Corporations Code. The statement may be included in the annual report pursuant to Section 6.02 above. If an annual report is not delivered to directors, the statement shall be delivered within one hundred twenty (120) days after the close of the fiscal year.

Section 6.04 Document and Message Media. Unless otherwise provided in these bylaws, and subject to any guidelines and procedures that the board may adopt from time to time, the terms "written" and "in writing" as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means. The term "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. For purposes of these bylaws, a recorded message may include electronic transmissions, provided (i) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE VII - AMENDMENTS

Section 7.01. Amendment of Articles. (a) The amendment of articles of incorporation is provided for by state law and in general requires the approval of the board of directors pursuant to Section 2.04 of these bylaws and the filing of a certificate of amendment in the Office of the Secretary of State.

Section 7.02. Amendment of Bylaws. An amendment of the bylaws must be approved by the board of directors.

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CERTIFICATE OF SECRETARY

I certify that I am the presently elected and acting secretary of **Rotary District 5180 Charitable Foundation**, a California nonprofit public benefit corporation, and the foregoing bylaws (the "Bylaws"), consisting of 6 pages, are the true and correct, duly adopted bylaws of this corporation and that the Bylaws include all amendments (if any) to the date of this certificate.

Executed at Sacramento, California, this 30 of September, 2021.


Sandra Sava, Secretary