

BYLAWS

OF

THE ROTARY
D7475 SERVICE
FOUNDATION, INC.

**Bylaws of Rotary D7475 Service Foundation
Adopted Effective July 1, 2022**

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ARTICLE I – NAME, GOVERNANCE, MEMBERS

SECTION 1. NAME

The name of the corporation shall be: **The Rotary D7475 Service Self Foundation, Inc.**

SECTION 2. GOVERNANCE

The corporation shall be governed by a Board of Trustees (“Board”).

SECTION 3. MEMBER

The corporation shall have one single member which is Rotary International District 7475.

SECTION 4. NON-PROFIT PURPOSES AND CHARITABLE ENTITY RESTRICTIONS

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause, above.
2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (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 this document, 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.
3. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, and which are organized and operated exclusively for such purposes.

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SECTION 5. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to solicit, collect and otherwise raise money for charitable purposes to support projects to assist the general public in the State of New Jersey, the United States and internationally at their time of need in order to advance world understanding, goodwill and peace through the improvement of health, the support of education and the alleviation of poverty and to make distributions to organizations that qualify as exempt organizations under section 501(c)(3). The Corporation will also train and educate Rotarians to better implement our objectives.

SECTION 6. CONFLICTS OF INTEREST

The corporation shall not enter any transaction or arrangement that might benefit the private interest of any officer or trustee of this corporation, or that violates any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations. The Board shall adopt policies and procedures as appropriate and necessary to ensure the corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

SECTION 7. CORPORATE YEAR

The corporation's year shall align with the Rotary International year and shall begin on July 1 and end on June 30.

ARTICLE II – DIVERSITY, EQUITY, AND INCLUSION POLICY

The Trustees value diversity and celebrates the contributions of people of all backgrounds, regardless of their age, ethnic race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

The Trustees will cultivate a diverse, equitable and inclusive culture in which people from underrepresented groups have a greater opportunity to participate as Trustees, officers and committee leaders of the corporation.

ARTICLE III - TRUSTEES

SECTION I. NUMBER AND ELECTION

The corporation shall have seven (7) trustees, with one trustee from each of the six regions defined by the currently adopted Rotary International District 7475 Manual of Procedure (“MOP”) plus the Immediate Past District 7475 Governor. Should the District amend, modify, or change the number of regions within the MOP, the corporation shall modify its Trustee composition to be harmonious with the MOP within six (6) calendar months.

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The current Rotary International District 7475 Governor, District Governor-Elect, District Governor-Nominee, and District Governor-Nominee Designate are all ex-officio, non-voting Trustees.

SECTION 2. QUALIFICATIONS

Trustees shall be active Rotarians and members of a Rotary club in District 7475.

SECTION 3. ELECTION OF TRUSTEES BY NOMINATING COMMITTEE

Trustees will be elected by a Nominating Committee. The Nominating Committee shall be comprised of the current Rotary International District 7475 Governor, District Governor-Elect, and District Governor-Nominee. If one or more of the Nominating Committee members is unwilling or unable to serve, the Trustees shall appoint a Past District Governor who is a member of a Rotary Club in District 7475 who has served within the preceding five years to serve on the Nominating Committee. If no such Past District Governor in the preceding five years is willing or able to serve, then the Trustees shall appoint a Past District Governor of a Rotary Club in District 7475 from the five years preceding the first five years. Then, if no Past District Governor who is member of a Rotary Club in District 7475 who served as District Governor in the preceding 10 years is willing or able to serve, then the Trustees shall appoint a Past Club President of any Rotary Club in District 7475.

SECTION 4. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

SECTION 5. DUTIES

It shall be the duty of the trustees to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- Appoint and remove, employ and discharge, and except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- Meet at such times and places as required by these Bylaws; and,
- Register their physical and email addresses with the secretary of the corporation, and notices of meetings mailed or emailed or telegraphed to them at such addresses shall be valid notices thereof.

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SECTION 6. TERM OF OFFICE

The term of office of Trustees shall be staggered, except for the Immediate Past District Governor which shall be only one year.

For the fiscal year beginning July 1, 2022, two Trustees shall be elected to a three-year term, two Trustees to a two-year term, and two Trustees to a one-year term. Then, each subsequent term shall be three years.

Starting with the Trustees elected to serve July 1, 2022 or later, no Trustee shall serve for more than nine cumulative years.

SECTION 7. COMPENSATION

Trustees shall serve without compensation, except that reasonable expense reimbursement, relating to operation of the corporation, may be authorized by the Board.

SECTION 8. VACANCIES

Vacancies on the Board shall exist (a) on the death, resignation or removal of any trustee, (b) whenever the number of authorized trustees is increased, (c) when a trustee fails to qualify to be a Trustee.

Any trustee may resign effective upon giving written notice to the President, the Secretary, or to the Board, unless the notice specifies a later time for the effectiveness of such resignation. No trustee may resign if the corporation would then be left without a duly elected trustee or trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency.

Trustees may be removed from office as permitted by and in accordance with the laws of the state, or by vote of a supermajority of the remaining trustees.

SECTION 9. NON-LIABILITY OF TRUSTEES

The trustees shall not be personally liable for debts, liabilities, or other obligations of the corporation.

SECTION 10. INDEMNIFICATION OF TRUSTEES AND OFFICERS BY CORPORATION

The Rotary International U.S. Clubs and Districts Liability Insurance Program provides the trustees and officers of the corporation with Directors & Officers and Employment Practices Liability Insurance. The terms and limitations of that insurance are available through Rotary International.

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SECTION 11. OTHER INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of other insurance on behalf of any agent of the corporation (Including a trustee, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, the Bylaws or provisions of law.

ARTICLE IV - MEETINGS

SECTION 1. PLACE AND FORM OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other places as may be determined by the Board of Trustees.

- Trustees may attend meetings in person, by computer conference or by telephone. Trustees attending by electronic means may vote.
- Trustees may also be queried by email and votes will be accepted by return email. Such virtual voting shall be ratified by the Board at the next regular meeting or shall be deemed ineffective.

SECTION 2. REGULAR MEETINGS

Regular meetings of the Board shall be held at least quarterly at such time as the Board of Trustees shall determine. The annual meeting shall normally be held in May or June and not later than June 30.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair or by any two (2) trustees. Such meetings shall be held at the principal office of the corporation or at the place designated by the person or persons calling the special meeting.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, by these Bylaws, or under any provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

- Form of Notice: Such notice may be oral or written, may be given personally, by first class mail, by telephone, electronically, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. The

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Trustee to be contacted shall acknowledge personal receipt of the notice by return message or telephone call within twenty-four (24) hours;

- Regular meetings. No notice need be given of any regular meeting of the Board except as may be required elsewhere in these Bylaws;
- Special meetings: At least one (1) week prior notice shall be given by the Secretary of the corporation to each Trustee of each special meeting of the Board; and,
- Waiver of notice: Whenever any notice of a meeting is required to be given to any Trustee of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Trustee, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

All Meeting notices shall be copied to the Rotary International District 7475 Secretary, District Webmaster and any such other person(s) as designated by the District Governor to properly inform the members of Rotary clubs in District 7475 of the meeting.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall be a majority of the voting trustees then in office. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 7. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the Chair of the Board or, in his or her absence, by a Chair *Pro Tempore* (*Pro Tem*) chosen by a majority of the trustees present at the meeting.

The Secretary of the corporation shall act as a secretary of all meetings of the board, or, in his or her absence, by a Secretary *Pro Tem* chosen by a majority of the Trustees present at the meeting.

All meetings shall be open to all members of Rotary Clubs in District 7475.

Meetings conducted via video conferencing or telephone conference shall be recorded. The recordings shall be made available within seven (7) calendar days of the meeting to the Trustees,

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the Rotary International District 7475 Secretary, the District Webmaster, and any such other person(s) as designated by the current Rotary District 7475 Governor to receive a true copy of the meeting for publication for the members of Rotary Clubs in District 7475.

Trustees may vote to have an executive session whereby the Board excludes officers and/or guests attending the meeting. An executive session can only be used to discuss litigation, potential or actual. No voting shall ever be conducted in executive session. If the Board votes to enter executive session, the Board shall not vote to act after returning to an open meeting unless it has duly noticed officers and guests in attendance it may do so prior to going into executive session, and those officers and guests have the option to return to the meeting.

ARTICLE V - OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a Trustee Chair, Secretary, and Treasurer. The Secretary and Treasurer can be the same person if the Board so chooses. All officers elected must be members of the Board.

SECTION 2. ELECTION AND TERMS OF OFFICE

The officers shall be elected by the Trustees for a term of one year at the annual meeting or anytime an officer vacancy is created. Starting with the Officers elected to serve July 1, 2022 or later, no officer shall serve more than six years cumulative as an officer in any one or more positions.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed by the Board of Trustees at any time. Any officer may resign at any time by giving written notice to the Board of Trustees or the President or the Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Trustees relating to the employment of any officer of the corporation.

SECTION 4. OFFICER VACANCIES

Any vacancies cause by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

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SECTION 5. DUTIES OF THE TRUSTEE CHAIR

The Trustee Chair shall perform such duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or that may be prescribed from time to time by the Board.

SECTION 7. DUTIES OF THE SECRETARY

In general, the Secretary shall perform all duties incident to the office of the secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board. The Secretary shall:

- Certify and keep the original or a copy of these Bylaws as amended or otherwise altered to date;
- Keep a book of minutes of all meetings of the trustees, and, if applicable, meetings of committees of trustees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding thereof;
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation; and,
- Exhibit at all reasonable times to any trustee of the corporation, or to his or her or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the trustees of the corporation.
- Transfer all records to his/her successor within fourteen (14) calendar days.

SECTION 8. DUTIES OF THE TREASURER

In general, the Treasurer shall perform all duties incident to the office of the treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board. The Treasurer shall:

- Have charged custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board;
- Receive and give receipt for moneys due and payable to the corporation from any source whatsoever;
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements;

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- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- Exhibit at all reasonable times the books of account and financial records to any trustee of the corporation, or to his or her agent or attorney on request therefore;
- Render to the Board, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation;
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, as well as all required annual tax filings; and.
- Transfer all records to his/her successor within fourteen (14) calendar days.

SECTION 9. COMPENSATION

The trustees and officers shall serve without compensation except that reasonable expense reimbursement, relating to operation of the corporation, may be authorized by the Board of Trustees.

ARTICLE VI – CONTRACTS, INSTRUMENTS, DEPOSITS AND FUNDS

SECTION I. EXECUTION

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Unless so authorized, no officer, agent or employee shall have any authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. Use of the Foundation is confirmed by the completion of the foundation's *Project Acceptance Agreement*. All contracts for which the Foundation has liability shall be signed by the Chair or, in the Chair's absence, any officer and, where applicable, the event chair. For events where the foundation handles only the funding, the organization running the event must sign an agreement whereby the foundation is held harmless.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, or in the Treasurer's absence, by the Trustee Chair. Checks of more than \$3,000.00 require two signatures from among the three officer positions.

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SECTION 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 may select.

SECTION 4. GIFTS

The Board may accept on behalf of the corporation any contributions, gifts, bequest, or devise for the nonprofit purpose of this corporation.

ARTICLE VII - CORPORATE RECORDS

SECTION I. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office, which is designated in the Articles of Incorporation:

- Minutes of all meetings of trustees indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and,
- A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

SECTION 2. INSPECTION RIGHTS

Every member of a Rotary Club in District 7475 shall have the absolute right at any reasonable time to inspection and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. Any costs associated with this section shall be borne by the member making the request and paid to the Corporation in advance.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 4. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state within the time limits set by law.

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The Board shall submit a written report on or before September 1 of each year to Rotary International District 7475 District Governor and District Secretary that details the preceding fiscal years':

- Projects accepted along with the current status; and,
- Financial statements.

The first report is due on or before September 1, 2023 for the fiscal year ending June 30, 2022.

Should the Board fail to submit a written report as outlined herein within thirty (30) calendar days of notice by the Rotary International District 7475 Governor that the corporation is in default of its obligations under this section, then the Corporation shall be prohibited from accepting any new projects until the required periodic report has been submitted.

ARTICLE VIII - AMENDMENT OF BYLAWS

The corporation may amend its bylaws from time to time with the majority approval of a majority of the delegates at either the Rotary International District 7475 District Training Assembly or District Conference by a vote of two-thirds (2/3) of those delegates present and voting. The delegates will be the Presidents-Elect.

Proposals for amendments shall be presented to the delegates no less than thirty (30) calendar days before the scheduled vote.

Any change(s) to the Bylaws approved shall be incorporated in the Bylaws by the Secretary or by such other officer as designated by the Board and distributed to the Board, the Rotary International District 7475 Secretary, District Webmaster and any other such person designated by the District Governor within thirty days of adoption of the amendment(s).

The Bylaws shall bear the date of all approved amendments in the form "As Amended by the Board of Trustees on (date)", with the oldest entry appearing first and the remaining approved amendments appearing in chronological order following that first entry.

ARTICLE IX - CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

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All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an officer of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE X – DISSOLUTION

This corporation shall automatically dissolve on the last day following six calendar months of:

- (a) Rotary International District 7475 ceasing to exist;
- (b) Rotary International District 7475 becoming a 501(c) public charity; or,
- (c) upon formal notice from Rotary International District 7475 that the relationship between the corporation and Rotary International District 7475 has been terminated.

Then, in the forgoing paragraph:

Section (a), the corporation shall distribute all assets to the successor District Foundation or District if such District is a public charity;

Section (b), the corporation shall distribute all assets to the District as a public charity; or,

Section (c), the corporation shall distribute all assets to the successor approved District Foundation or the Annual Fund-Share of The Rotary Foundation of Rotary International if no successor public charity has been adopted by Rotary District International 7475.

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As adopted by the Board of Trustees on June 22, 2022