

BYLAWS
OF THE
ROTARY D7475 SERVICE FOUNDATION INC.

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ARTICLE I - NAME AND PURPOSE

1.1 – Name.

The name of the corporation shall be the Rotary D7475 Service Foundation, Inc., hereafter the “Foundation.”

1.2 – Purpose.

The purpose of the Foundation is to support the educational, philanthropic and charitable efforts of Rotary International District 7475 and the clubs therein, and such terms shall mean any successor District and/or clubs.

1.3 – 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 of the District and/or its clubs 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.

ARTICLE II - MEMBERSHIP

2.1 – Membership.

The members of the Foundation shall be the Board of Trustees (hereafter the “Board”).

ARTICLE III - DIVERSITY, EQUITY AND INCLUSION

3.1 – Diversity.

The Trustees value diversity and celebrate the contributions of people of all backgrounds, and will not discriminate regardless of their age, ethnic race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

ARTICLE IV - BOARD OF TRUSTEES

4.1 General Powers.

The Trustees shall manage the business of the Foundation, consistent with the laws governing a 501(c)(3) corporation.

4.2 – Number, Appointment, Term.

The number of Trustees shall be up to seven (7) with a minimum of five (5) serving at any time. The members shall be appointed by the Chair with the agreement of a majority of the Board. The Term of office shall be 3 years. Trustees may be reappointed for multiple terms.

4.3 – Qualifications.

Each trustee must be a current member of a Rotary club in RI District 7475.

4.4 – District Governor.

The District Governor of RI District 7475 shall automatically be appointed a trustee commencing with his/her term and shall serve for an initial one-year term.

4.5 – Resignation.

A trustee may resign by providing notice to the Chair, preferably in writing by mail or email, and the resignation shall take place on the date designated in the communication, without formal acceptance by the Board.

4.6 – Removal.

Any trustee who is unable to fulfill his duties through death, disability, or otherwise, may be removed by majority vote of the remaining Trustees.

4.7 – Vacancies.

Vacancies may be filled by the procedure in section 4.2 for the balance of the unexpired term.

4.8 – Chair.

The Chair shall be elected to that position by the Board for a three-year term. If unable to complete the term, the Vice Chair shall serve for the balance of the unexpired term.

4.9 – Compensation.

The members of the Board will serve without compensation.

ARTICLE V - MEETINGS OF THE BOARD OF TRUSTEES

5.1 – Annual Meeting.

There shall be an annual meeting of the Board of Trustees held within 30 days of the beginning of the RI District 7475 year.

5.2 – Other meetings.

Other meetings may be called as necessary by either the Chair or by a majority of the Trustees.

5.3 – Location.

The location of all meetings shall be determined by the Chair with the approval of a majority of the Board.

5.4 – Notice of Meetings.

Notice of the Annual Meeting shall be sent to each trustee thirty days before that meeting. Any other meetings shall have a minimum six-day advanced notice.

5.5 – Quorum.

A majority of the Trustees shall constitute a quorum. Any matter requiring action by the Trustees may be decided by a majority of the Trustees present at the meeting.

5.6 – Electronic meetings.

Trustees may participate, and the Board may act, in a meeting through telephone conference calls, email, Skype, or other electronic media, provided that the Trustees have been present for the entire discussion of the matter requiring action by the Board.

5.7 – Conduct of meetings.

Meetings of the Board shall be presided over by the Chair of the Board, the Vice Chair, or, in their absence, by a Chair *Pro Tempore* (*Pro Tem*) chosen by a majority of the Trustees present at the meeting. With the approval of the Board, guests may be invited to attend any 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.

5.8 – Executive Sessions

Trustees may vote to have an executive session whereby the Board excludes 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 VI - OFFICERS OF THE CORPORATION

6.1 – Titles.

The officers of the corporation shall be the Chair, Vice Chair, Secretary and the Treasurer.

6.2 – Election, Term.

The election of the officers shall take place at the first Annual meeting. The officers shall be selected from among the Trustees. The terms of office shall be 3 years or as determined by the

Board, with the term commencing July 1st. In the case of filling a vacancy, the person appointed shall fill the Trustee's unexpired term.

6.3 – Chair.

The duties of the Chair are to serve as the chief executive officer of the Foundation and to be the chief spokesperson of the Foundation. The Chair shall preside over all of the meetings, manage the business of the corporation, and see that all orders and resolutions of the Board are put into effect. The Chair shall have the authority to appoint the members of the committees authorized by the Board of Trustees, subject to confirmation by the Board. The Chair shall be an ex officio member of all committees. The Chair may act in emergency situations on behalf of the Board in a way consistent with the intentions of the Board, and shall report to the Board any actions taken within 10 days.

6.4 – Vice Chair.

The duties of the Vice Chair shall be to act on behalf of the Chair when delegated by the Chair, or when the Chair is unable to perform any duties, and shall perform such other duties as may be delegated by the Board.

6.5 – Secretary.

The duties of the Secretary shall be to attend all meetings of the Board, take minutes of those meetings, preserve the minutes, give all notices required, handle all of the correspondence of the Board, keep and preserve all official records of the corporation, perform other duties delegated by the Board, and, at the end of the term of office, shall transfer all records and instruments to the successor secretary within 14 days.

6.6 – Treasurer.

The duties of the Treasurer shall be to have custody of all funds, shall keep the books, deposit all monies in accounts previously approved by the Board, disburse needed funds taking proper vouchers, shall render to the Board financial reports of all transactions, shall keep and preserve records of and documentation of all financial transactions and instruments, shall have the books reviewed annually, and supervise the filing of all tax returns as required by law. Any distribution of funds greater than five thousand dollars (\$5,000) must be cosigned by the Treasurer and another designated officer as selected by the Board of Trustees at the annual meeting, and, at the end of the term of office, shall transfer all records and instruments to the successor treasurer within 14 days.

6.7 – Appointments.

The Board of Trustees has the authority to appoint other officers or agents as necessary, and may fill any vacant officer position at any time in the same manner as Section 6.2 above.

ARTICLE VII - CONTRACTS, INSTRUMENTS, DEPOSITS AND FUNDS

7.1 – 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.

7.2 – Authority

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.

7.3 – Gifts.

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

ARTICLE VIII - COMMITTEES

8.1 – Committees.

The Board may appoint any committees as needed, and designate which Trustees will be members of each committee.

8.2 – Committee Authority to Act.

The committees will report their recommendations to the Board of Trustees, which has the final vote to implement any actions. Committees may act if the Board delegated such authority to the committee so it may act in a timely manner.

ARTICLE IX - FINANCIAL REPORTS

9.1 – Books and Financial Records.

The Trustees shall provide for the keeping of accurate records of all of the receipts, expenditures, investments, property, and all other assets of the Foundation to the end that all property received by the Foundation be devoted exclusively to the purposes set forth in the articles of incorporation.

9.2 – Reports.

The treasurer shall periodically notify the Trustees of the status of the amount of money available to further the purposes of the Foundation.

9.3 – Audit and Taxes.

The Foundation shall determine whether an outside auditor is necessary, and if so, annually engage outside auditors to review the accounts of the Foundation, and ensure that the proper tax returns are filed.

ARTICLE X - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

10.1 – Charitable Purpose; Procedure upon dissolution.

No trustee, officer, employee, committee member, or other person connected with the Foundation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the Foundation at any time, provided, however, that this shall not prevent the payment to any such person of reasonable compensation, as determined by the Board of Trustees, for services rendered to or for the Foundation and/or for reimbursement of reasonable expenses incurred in connection with such services. None of the persons enumerated above at the beginning of this section shall be entitled to share in the distribution of any of the Foundation assets upon the dissolution of the Foundation.

10.2 – Disposition of Assets

All Trustees of the Foundation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation remaining in the hands of the Board of Trustees after all debts have been satisfied shall be distributed, transferred, conveyed, delivered and paid over to one or more organizations that are exempt from federal income tax for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI - INVESTMENTS

11.1 – Reinvestment.

The Foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction. However, no action shall be taken by or on behalf of the Foundation if such action would result in denial of the Foundation's income tax exemption under section 501(c) (3) of the Code and the regulations thereunder.

11.2 – Commingling.

The Board of Trustees shall incorporate as assets of the Foundation all property received and accepted by the Foundation and, subject to any limitations, conditions, or requirements which may be part of any gift, may commingle any assets of the Foundation with any other of the Foundation's assets, or maintain any asset or assets in segregated funds or accounts whenever in their sole discretion they shall determine such segregation to be in the best interest of the Foundation or when the conditions, limitations, or instructions of any gift, grant, bequest or devise shall require such segregation.

ARTICLE XII - PROHIBITED ACTIVITIES

12.1 – Preservation of Exempt Status.

Notwithstanding any other provision of these Bylaws, no trustee, officer, employee, or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation which is not permitted to be taken or carried on (a) by an organization exempt from Federal Income tax under section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or (b) by an organization contributions to which are deductible under section 170(c)(2), section 2055(a)(2), or section 2522(a)(2) of the Code and the regulations thereunder as they may now exist or as they may hereunder be amended.

12.2 – Political Prohibition

Specifically, but not by way of limitation, no substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE XIII - INSURANCE AND INDEMNIFICATION

13.1 – Insurance.

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.

13.2 – Other Insurance.

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.

13.3 – Indemnification by Foundation.

Each present and future member of the Board of Trustees and each present and future officer of the Foundation and each present and future member of any committee of the Board of Trustees, and the legal representatives of such persons, shall be indemnified by the Foundation against (i) amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties and (ii) reasonable costs, expenses, and counsel fees paid or incurred (including, to the extent permitted by applicable law, any amounts paid by any person to the Foundation in settlement of the Foundation's claims against that person) in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her being or having been a member or officer, provided that (a) said action, suit or proceeding shall be prosecuted against such member or officer, or against his or her legal representatives, to final determination, and no final adjudication shall have been made in said action, suit, or proceeding that he or she was derelict in the performance of his or her duties as such member or officer; or (b) said action, suit, or proceeding shall be settled or otherwise terminated as against such member or officer, or his or her legal representatives, without a final determination on the merits, and it shall be determined by the Board of Trustees, or by a committee specifically authorized by the Board of Trustees to make such a determination that said member or officer was not derelict in any way substantial way in the performance of his or her duties as charged in such action, suit, or proceeding.

13.4 – Indemnification Not in Restriction of Other Privileges.

The right of indemnification described in section 11.1 above shall be in addition to, and not in restriction or limitation of, any other privilege or power with respect to indemnification or reimbursement which the Foundation or the individual seeking indemnification may have, pursuant to N.J.S.A. 15A:3-4 or any other source.

ARTICLE XIV - AMENDMENTS

14.1 – Amendments to Bylaws.

Revisions to these bylaws may be made by approval of a 4/5 majority vote by the Board of Trustees. They should be made in compliance with of the bylaws of the Rotary District 7475 and the Rotary International bylaws, and the New Jersey and Federal laws governing 501(c)(3) corporations.

Bylaws adopted at the January 25, 2023 meeting of the Board