

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**VISALIA ROTARY COMMUNITY FOUNDATION**

The VISALIA ROTARY COMMUNITY FOUNDATION is a non-profit Corporation, hereinafter referred to as the "Foundation".

The original Bylaws of the Foundation were adopted on November 7, 1991, and were completely amended and restated on September 24, 2001. Subsequently there was an amendment dated May 19, 2003, and an amendment dated May 21, 2007. The Bylaws were completely amended and restated on November 17, 2011, on February 2014, on November 9, 2017, and on March 23, 2021.

The purpose of this Amendment and Restatement is to amend and restate the bylaws in full as follows:

A primary objective of said Foundation is the promotion of the welfare of humanity in all of its aspects; and

The VISALIA ROTARY COMMUNITY FOUNDATION desires to establish a vehicle to achieve these objectives more effectively and to permit broader financial contributions to assist in achieving these objectives.

The VISALIA ROTARY COMMUNITY FOUNDATION is hereby established, subject to the objectives, powers and restrictions set forth below.

**ARTICLE I. NAME**

The name of this Foundation is the VISALIA ROTARY COMMUNITY FOUNDATION.

## ARTICLE II. PURPOSES AND OBJECTIVES

**2.1 Purpose.** The purposes and objectives of the VISALIA ROTARY COMMUNITY FOUNDATION are promotion of the welfare of all aspects of humanity and the monies in this fund may be used, within the sound discretion of the Directors, for any charitable project or purpose.

**2.2 Classes.** There shall be two classes of membership, both shall be a rotary club dually constituted and recognized by Rotary International which has a presence in the city of Visalia in the State of California. Class one shall be a voting class that has met the obligations of membership and has paid their annual dues pursuant to paragraph 2.3 below and class two shall be a non-voting class who has not paid their annual dues pursuant to paragraph 2.3 below.

**2.3 Qualifications.** Memberships may be granted to any Rotary Club within the City of Visalia which supports the missions and purposes of the organization and who pays the annual dues as set by the Board of Directors by no later than September 1 of each respective year. As of this writing, there are 4 qualifying clubs. As outlined in Article 6.1, each will appoint a director to represent their club on the foundation board.

**2.4 Termination of Membership.** The Board of Directors by affirmative vote of two-thirds (2/3) of all members of the Board of Directors may suspend or expel a member club and; by a majority vote of those present at any regularly constituted meeting, terminate the membership of any Rotary Club, or suspend or expel any member club that becomes in default of their payment of their annual dues.

**2.5 Resignation.** Any membership club may resign by filing a written resignation with the secretary. However, such resignation shall not relieve the membership club so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

**2.6 Dues.** Dues for members shall be established by the Board of Directors and initially shall be a minimum of Fifty Dollars (\$50) per active member of each club per year. The

Treasurer of this Foundation shall bill each member club according to the Rotary International Roster for each member club shown as of July 1 of each year.

**2.7 Annual Membership Meeting.** The annual membership meeting shall be held annually at a time set by the Board of Directors. A minimum of fifty-one percent (51%) of the member clubs present through their designated representative to this Foundation shall constitute a quorum for transaction of business at a membership meeting. Meetings may be called by the President or at the request of fifty percent (50%) of the member Rotary clubs, through each of their Presidents, by notice mailed, emailed, telephoned or faxed to each member not less than thirty (30) days before such meeting.

### **ARTICLE III. SOURCE OF FUNDS**

**3.1 Capitalization.** The initial capitalization of the Foundation are monies that the Visalia Rotary Club contributed to the Foundation. The Visalia County Center Rotary Club, the Visalia Breakfast Rotary Club, and the Visalia Sunset Rotary Club have contributed funds to the Foundation and are members.

**3.2 Gifts.** The Directors may thereafter accept any gift, grant, devise or bequest made for the purpose of furthering the objectives of the VISALIA ROTARY COMMUNITY FOUNDATION. Unless otherwise specified by the contributor to the fund, such gifts, grants, devises or bequests may be used, at the discretion of the Directors, for any purpose encompassed within the objectives of the Foundation.

**3.3 Restricted Gifts.** Acceptance of restricted gifts must comply with the Directors' established guidelines for restricted gifts. The Directors can refuse gifts that do not comply with these guidelines.

**3.4 Intent of Gifts.** Any contribution to the Foundation may be made with the express direction that the gift shall be used for one or more specific purposes encompassed within the

objectives of the Foundation. However, if and when it appears to the Directors that circumstances have so changed that it is unnecessary, undesirable, impractical or impossible to comply literally with such direction, the Directors by an affirmative vote of fifty-one percent (51%) of the Directors may direct the application of such contribution to such other charitable purposes as will most effectively accomplish the general objectives of the Foundation.

#### **ARTICLE IV. USE OF FUNDS**

##### **4.1 Use of Funds.**

(a) It is the intention that only funds earned from unrestricted gifts to the Foundation will be used for supporting charitable activities. These earned funds shall be determined as a unitrust amount between 3-5% of the net asset value of said unrestricted funds as of January 1 of each year. Any change in the unitrust amount for this purpose shall require a majority vote of a quorum of the Directors.

(b) The Foundation may set up an emergency fund that can be used at the discretion of the Board on an annual basis that may include both principal and income from said emergency fund up to the whole thereof.

**4.2 Invasion of Principal.** Power is granted to the Directors to invade the principal of the fund if special and unusual circumstances make it appear desirable to do so. Any such expenditure from the principal of the fund shall be made only on an eighty percent (80%) vote of the Directors.

#### **ARTICLE V. DIRECTORS**

**5.1 Board of Directors.** The fund shall be administered by a Board of Directors,

(a) Each of the Rotary Clubs in good standing shall appoint a director with the preference being that the president elect of each representative club be that appointee, subject to Section 2.3 above

(b) The Executive Secretary, Executive Director, Treasurer, Vice President and Secretary elected by the previous year's board of this Foundation shall be on-going Directors.

(c) The previous Board of Directors shall elect a Past President of one of the member Rotary Clubs as a Director who shall also serve as President of this Foundation.

(d) The immediate Past President of the Board of Directors shall be a Director for the following year.

(e) Eight (8) directors shall be appointed by the Board of Directors of this Foundation by the previous year's Board of Directors. These Directors shall be assigned the following Committees:

- i) Director of Public Relations/Marketing
- ii) Director of Scholarship Selection
- iii) Director of Scholarship Administration
- iv) Director of Grants
- v) Director of Long-Range Fund Raising/Planned Giving
- vi) Director of Finance and Fellowships
- vii) Director of Gift Recognition
- viii) Director of Fund Raising/ Events

Each of the above eight (8) Directors shall serve on each Committee for the

following terms:

Directors i) through iii) shall initially serve a two-year term from July 1, 2012, and thereafter a three-year term;

Directors iv) through viii) shall serve a three-year term from July 1, 2012, and three years thereafter.

(f) Directors holding more than one position shall have but one vote.

**5.1.1 Responsibilities of Officers**

(a) President: Subject to the control of the board, the president shall be the general manager of the \_\_\_\_\_ and shall supervise, direct and control the \_\_\_\_\_'s activities, affairs and officers. The president shall preside at all board meetings and shall have such other powers and duties as the board or the bylaws may prescribe.

(b) President Elect:

(c) Secretary:

(1) Book of Minutes: The secretary shall keep or cause to be kept, at the \_\_\_\_\_'s principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, special, and if special, how authorized, the notice given and the

names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws as amended to date.

(2) Notices. Seal. and other duties: The secretary shall give, or cause to be given, notice of all meetings of the board and committees of the board required in these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws prescribe.

( ) Executive Director

(1) The Executive Director is responsible for keeping the Visalia Rotary Community Foundation Seal and the original documentation.

(2) The Executive Director will conduct meetings in the absence of the Visalia Rotary Community Foundation board President.

(3) The Executive Director will administer the meetings for and communicate with the executive committee

(4) The Executive Director will coordinate with the administrative assistant to ensure tasks are reviewed and completed

(5) The Executive Director will review/approve all incoming mail and oversee the delivery to the Secretary-Treasurer of the Visalia Rotary Community Foundation board.

(6) The Executive Director will work with the administrative assistant to ensure all billings, correspondence and other information will be first given to the Executive Director for



review/approval are then scanned to a network drive solely for the Visalia Rotary Community Foundation for transparency and is available at the Executive Directors office to anyone who would like to view them.

(7) The Executive Director will have signing authority to sign checks for the financial institution. He will sign along with one other member of the Visalia Rotary Community Foundation board.

( ) Executive Secretary

(1) Member of Board and Executive Committee.

(2) Assists Executive Director in operation of Foundation.

(3) Needs to have working understanding of assets and liabilities, each fund, where it came from, what and how it disburses grants or scholarships, overview of investment policy and control system.

(4) Controls deposits and disbursements.

(5) Responsible for the preparation and filing of Federal Return of Exempt Organization, Form 990, California Exempt Organization Annual Information Return, Form 199, California Registration Fee report to the Attorney General, Form RRF-1, Federal and California Quarterly Payroll tax returns, California Secretary of State Statement of Information, Tulare County Claim for Welfare Exemption, Forms BOE-267-A and BOE-267-0, Annual Financial Statements, Monthly financial reports for the Board and projected annual grants by fund to be presented to the Board at each January meeting.

**5.2 Emeritus Directors.**

Definition: There shall be a category of Board Member known as a Board Member

Emeritus who is nominated and elected by the Board of Directors. Board Members Emeritus shall be selected from those Board Members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve three (3) year renewable terms for as long as they remain active in the work of the Foundation and may end their term at any time. Emeritus member candidates will have served the Board with distinction and considered deserving of same for outstanding service.

A Board Member Emeritus shall be entitled to receive all written notices and information which are provided by the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and are encouraged to attend all other events conducted by the Foundation. A Board Member Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office or entitled to vote at any board meeting.

Eligibility: In order to be considered for designation as a Board Member Emeritus, a person must be a current or former member of the Foundation Board of Directors who:

1. Has served the Foundation Board of Directors with distinction;
2. Held an important leadership role and made, or continues to make, significant contributions;
3. Engaged in major volunteer or advocacy activities in his or her service on the Board;
4. Completed the term(s) for which he or she was appointed; and
5. Participates in one (1) or more Foundation activities (e.g. events, volunteerism, fundraising, government relations, networking, etc.)

Election: Annually, with the recommendation of the Board nomination committee, the

Executive Committee will consider potential candidates and may nominate one (1) or more individuals for a Board Emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Board of Directors for its consideration. A simple majority vote of Directors present, at a meeting at which a quorum is present, is sufficient to approve an appointment.

**5.3 Term/Election of Directors.** The term of office of Directors shall commence on July 1. Immediately thereafter, the Board of Directors shall hold a meeting for organizational purposes. They shall elect a President, Vice President, Treasurer, Secretary, Executive Director and Executive Secretary, along with such other officers as is deemed desirable by the Board of Directors. The Board of Directors shall hold such other meetings as deemed necessary at the call of any of the officers or two (2) of the Directors.

**5.4 Quorum.** A quorum shall consist of thirty three and one third (33 1/3%) of all Directors. At any meeting when a quorum is present, a majority vote shall be sufficient to constitute action by the Board of Directors except for those instances in which a larger vote is called for under the terms of these Bylaws.

**5.5 Property.** The Board of Directors shall be entitled to exercise all rights of absolute ownership with respect to the property of this Foundation, subject to the necessity that the Foundation be administered and handled in accordance with the conditions and requirements of these Bylaws. The Directors shall have, among other things, the power:

(1) To invest and reinvest any monies received in cash or in securities or in property as the Directors may deem best unless the donor thereof directs otherwise.

(2) To retain any and all property, real or personal, which comes into the fund in

the form and condition in which it is received, notwithstanding the same may not be a legal investment for corporate funds under the laws of the State of California or, if it is deemed advisable, to sell or exchange any or all of such property.

(3) To sell, lease, convey, transfer, exchange, deliver and dispose of all or any part of the assets of the Foundation at such prices and upon such terms and conditions as deemed expedient and proper. No purchaser or any securities or property sold by the Directors shall be bound to ascertain or inquire into the necessity or propriety of any such sale or be bound to see to the application of the purchase monies paid therefor.

(4) To consent to the extension, refunding or renewal or any securities and to the extension or renewal of any mortgage or lien securing same.

(5) To make, execute and deliver all proper receipts, bills of sale, advances, assignments, transfers, proxies, powers of attorney and agreements as deemed best in the management and control of the securities and property constituting the assets of the Foundation.

(6) To apportion any losses to principal or income as deemed appropriate.

(7) To make or join in any plan of reorganization in respect to any Foundation of which any of the shares of stocks, bonds, or other securities or obligations at any time constitute part of the assets of the Foundation, and to accept and hold any property or new securities in exchange for securities surrendered in accordance with any such plan.

(8) To vote on all stocks held by it; to unite with other owners of the securities of any Foundation in carrying out any plan for the reorganization thereof; to exchange the securities of any Foundation for others issued by the same or by any other Foundation on such terms as shall be deemed proper; to assent to consolidation or merger of any Foundation whose

securities are held; to assent to the lease by such Foundation of its property or any portion thereof to another Foundation; or to the lease by any other Foundation of its property to said Foundation; and to pay such assessments, expenses and other sums of money as deemed expedient for the protection of the Foundation as holder of the stocks, bonds, or other securities of any Foundation.

**5.6 Restrictions.** The powers conferred upon the Board of Directors shall be subject to the following limitations and restrictions.

(1) The Directors in making investments or reinvestments for the Foundation shall not be permitted to purchase securities or properties from themselves or from any of them.

(2) All securities and property held by the Foundation shall be devoted exclusively to charitable purposes.

(3) The Directors shall not have power to mortgage or pledge securities or property, except with a majority vote of a quorum of the directors and a limitation on such pledge or mortgage to be thirty-five percent (35%) of the asset value fund as of the date of such pledge or mortgage.

(4) The Directors shall not make any contract or agreement to use funds of the Foundation which are not yet available for use nor for expenditure of money that is expected to be received, but has not yet actually been received. Any contract or agreement contrary to this provision shall be invalid and ineffectual to bind the Foundation.

**5.7 Compensation.** No Director shall receive any compensation for serving as the Director.

**5.8 Employees.** The Board of Directors may select and employ attorneys, agents or

servants and may pay proper compensation for the services and expenses of such attorneys, agents or servants.

## **ARTICLE VI EXECUTIVE COMMITTEE**

**6.1 Executive Committee.** There shall be an Executive Committee composed of the Foundation's President, Immediate Past President, Executive Director, Executive Secretary, Secretary, and other directors designated by the board. Each person serving on the Executive Committee shall be elected at the Annual Meeting and shall serve, at the pleasure of the Board, until the next Annual Meeting and until his or her successor has been elected and qualified. Without limiting the powers and authority of the Executive Committee granted herein, the Executive Committee shall evaluate the Foundation's performance and effectiveness towards fulfilling its mission, goals and objectives no less than once every fiscal year. The Executive Committee shall have the authority of the Board, except that the Executive Committee, regardless of any resolution of the Board, may not:

- a. Take any final action on any matter that, under the California Nonprofit Corporation Law, also requires approval of all or majority of the Directors;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Establish or fix compensation, if any, of the Directors for serving on the Board or on any committee;
- d. Amend or repeal these Bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- f. Create any other committees of the Board or appoint the members of committees of

the Board;

- g. Approve any Self-Dealing Transaction, of the California Corporations Code.

**6.2 Meeting and Actions of Executive Committee.** Meeting and actions of the Executive Committee shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other actions of the Board, except that the time for regular meetings of the Executive Committee and the calling of special meetings of the Executive Committee may be determined either by a resolution of the Board or, if there is none, by resolution of the Executive Committee. Minutes of each meeting of the Executive Committee shall be kept and filed with the \_\_\_\_\_'s record. The Board may adopt rules for the government of the Executive Committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Executive Committee may adopt such rules.

**6.3 Policies.** The Executive Committee shall adopt a manual of policies for operations of the various committees of the Board including grants, scholarships, donations and such other things as the Board directs.

## **ARTICLE VII. LIMITATION OF LIABILITY**

**7.1 Liability.** No Director shall be liable for the acts, neglects or defaults of any of the other Directors or any person employed by the Board of Directors and selected with reasonable care. No Director shall be liable for any error of judgment or for any act done or omitted under advice from attorneys, agents or servants.

**7.2 Insurance.** All members of the Board of Directors shall be included under a general blanket fidelity bond from an institutional insurer and may obtain any other insurance as the Board directs.

**7.3 Other Rules.** Except as otherwise provided in this Article VI, meetings and

actions of committee of the board shall be governed by, held, and taken I accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee. Minutes of each meeting of committee of the Board shall be kept.

## **ARTICLE VIII. FINANCIAL MATTERS**

**8.1 Fiscal Year.** The fiscal year of this Foundation shall be from July 1 until June 30 of the following year.

**8.2 Accounts.** The Board of Directors may establish one or more deposit accounts with commercial banks, savings and loan associations and other similar depositories. No withdrawals from any accounts so established shall be made without the signature of two (2) members of the Board of Directors.

**8.3 Reports and Audits.** The Board of Directors shall submit to the Board of Directors of each member Rotary Club, the Rotary Club of Visalia, Visalia County Center Rotary Club, Visalia Breakfast Rotary Club and Visalia Sunset Club, at least annually, a financial report on the Foundation, including all sums received and expended since the previous report. The Board of Directors may have an audit made of said Foundation and its receipts and disbursements at the expense of the Foundation. Upon demand in writing by the Board of Directors of three of the Visalia Rotary Clubs in good standing, such an audit must be made and shall be made by a Certified Public Accountant. Such demand for an audit may not be made more often than once a year.

## **ARTICLE IX. AMENDMENTS**



**9.1 Amendments.** Any amendment to these Bylaws shall require a majority vote of a quorum of the Board of Directors of each of the member Rotary Clubs in good standing and a majority vote of a quorum of the Board of Directors of the Visalia Rotary Community Foundation. A copy of a proposed amendment shall be submitted in writing to all members of the Board of Directors of the member Rotary Clubs in good standing and to the Board of Directors of the VISALIA ROTARY COMMUNITY FOUNDATION.

#### **ARTICLE X. DISSOLUTION**

**10.1 Distribution of Assets.** The property and assets of the VISALIA ROTARY COMMUNITY FOUNDATION are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual. On dissolution of the Foundation, all properties and assets and obligations shall be distributed and paid over to an organization or organizations dedicated to charitable purposes, provided that such organization or organizations continue to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

**10.2 Dissolution Plan.** Upon a decision to dissolve this Foundation, the Directors shall submit a plan for dissolution to the member Rotary Clubs in Visalia. Such plan shall be approved by the membership of said Club in the same manner as amendments to the Bylaws of this Foundation.

**10.3 Court Approval.** After approval of a plan of dissolution, a court of proper jurisdiction may be petitioned to approve such plan. Upon approval of the court, the Directors shall be discharged from their duties and any and all liabilities arising as a result of their serving as Directors.

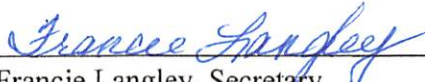
**ARTICLE XI. COUNTERPARTS**

**11.1 Counterparts.** This Amendment may be executed in any number of counterparts with the same effect as if all parties hereto had all signed the same documents. All counterparts shall be construed together and shall constitute one Amendment.

**CERTIFICATE OF ADOPTION OF BYLAWS**

The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on October 25, 2022, by a majority vote of a quorum of the Board of Directors of the Visalia Rotary Community Foundation.

Dated: 10-25-22

  
Francie Langley, Secretary  
Visalia Rotary Community Foundation


The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on October 25, 2022, by a majority vote of a quorum of the Board of Directors of the Rotary Club of Visalia.

Dated: 1/27/2023

  
Secretary, Rotary Club of Visalia

The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on October 25, 2022, by a majority vote of a quorum of the Board of Directors of the Visalia County Center Rotary Club.

Dated: 02/06/2023

  
Blank (Feb 6, 2023 17:12 PST)  
Secretary, Visalia County Center Rotary Club

The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on \_\_\_\_\_, 2022, by a majority vote of a quorum of the Board of Directors of the Visalia Breakfast Rotary Club.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary, Visalia Breakfast Rotary Club

The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on October 25, 2022, by a majority vote of a quorum of the Board of Directors of the Visalia Sunset Rotary Club.

Dated: 01/31/2023

Consuelo Romo  
Consuelo Romo (Jan 31, 2023 09:57 PST)

Secretary, Visalia Sunset Rotary Club

**CERTIFICATE OF ADOPTION OF BYLAWS**

The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on \_\_\_\_\_, 2022, by a majority vote of a quorum of the Board of Directors of the Visalia Rotary Community Foundation.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Francie Langley, Secretary  
Visalia Rotary Community Foundation

The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on \_\_\_\_\_, 2022, by a majority vote of a quorum of the Board of Directors of the Rotary Club of Visalia.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary, Rotary Club of Visalia

The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on \_\_\_\_\_, 2022, by a majority vote of a quorum of the Board of Directors of the Visalia County Center Rotary Club.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary, Visalia County Center Rotary Club

The above Amended and Restated Bylaws of the Visalia Rotary Community Foundation was approved on October 25, 2022, by a majority vote of a quorum of the Board of Directors of the Visalia Breakfast Rotary Club.

Dated: 01/26/2023

Daniel L Evans  
Daniel L Evans (Jan 26, 2023 21:58 PST)  
\_\_\_\_\_  
Secretary, Visalia Breakfast Rotary Club