

BY-LAWS OF THE FOUNDATION OF THE ROTARY CLUB OF PITTSFORD, NY, INC.

ARTICLE I – PURPOSE OF THE CORPORATION

Section 1.1 - *Purpose*. The purpose of the corporation is to receive and dispense funds for the charitable service of the Rotary Club of Pittsford.

Section 1.2 – *Mission*. The mission of the corporation is to:

- (a) encourage and recognize outstanding achievements of citizens and their contributions to the community;
- (b) aid and assist individuals with handicaps, as well as distressed and elderly residents through the appropriate service agencies;
- (c) grant scholarships that benefit children, youth and adults to further their educational development; and;
- (d) do other lawful acts, alone or in cooperation with other persons or organizations, which may be necessary, appropriate or incidental to accomplishing the foregoing purposes.

ARTICLE II - MEMBERSHIP

Section 2.1 - *Members*. The membership of the corporation shall consist of all active members of the Rotary Club of Pittsford.

Section 2.2 – *Responsibilities of Members*. Members shall have the following responsibilities:

- (a) To encourage the Board of Directors of the Rotary Club of Pittsford and all of its members to support the programs, projects, and activities of the Foundation through personal involvement and financial contributions.
- (b) To propose to the Board of Directors of the Rotary Club of Pittsford and the Foundation Trustees new programs, projects or activities.

Section 2.3 – *Member Rights*. The rights and interests of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the corporation.

ARTICLE III – BOARD OF TRUSTEES

Section 3.1 – *General Powers*. The board members of this corporation shall be known as trustees. All business of the corporation shall be managed by the trustees. In managing the affairs of the corporation, the trustees shall be authorized to exercise all powers in accordance with the Certificate of Incorporation and the laws of the State of New York. Such powers may be exercised only in furtherance of the purposes of the corporation as stated in its articles of incorporation and consistent with its status as a corporation described in Section 501(c)(3) of the United States Internal Revenue Code. The trustees shall have the following specific responsibilities:

- (a) To invest and reinvest the funds of the Foundation as they deem suitable and appropriate;
- (b) To determine whether money or property coming into their possession shall be held as unrestricted funds for the accomplishment of the general purposes of the Foundation or shall be held as restricted or endowment funds for the accomplishment of specific purposes;
- (c) To select and employ suitable agents and attorneys, including the employment of investment managers to whom may be delegated such powers in managing and investing the funds of the corporation as the trustees may deem advisable, and the laws of the jurisdiction may permit, and to pay their reasonable compensation and expenses;

(d) To adopt budgets and appropriate funds for programs, projects and activities of the Foundation.

Section 3.2 – *Number, Election, and Term.* The number of elected trustees shall be six. The Board of Trustees shall nominate at least two members of the Rotary Club of Pittsford each year for election as trustees for the next term. The trustees of the corporation shall vote in January to elect two trustees for the following year. The terms of trustees shall be three (3) years. The term of office shall begin on July 1 following election. Barring death, resignation, removal or failure of qualification, each trustee shall hold office for the term for which the Trustee is selected or until the selection and qualification of a successor.

Section 3.3 – *Qualifications.* Each trustee shall be a member, other than honorary member, of the Rotary Club of Pittsford and be experienced in business, finance or law.

Section 3.4 - *Resignation.* A trustee may resign verbally at a trustee meeting or by letter addressed to the corporation's secretary, and such trustee's resignation shall take effect when indicated and without formal acceptance.

Section 3.5 – *Removal.* Any trustee may be removed with cause by a vote of two-thirds (2/3) of the entire Board at any regular or special meeting of the Board called for that purpose.

Section 3.6 – *Vacancies.* Any vacancy among the trustees caused by death, resignation, failure of qualification, disability or removal may be filled for the balance of the term by a vote of the majority of the remaining trustees then in office, even though such majority may be less than a quorum or majority of the entire Board. Each trustee elected or appointed to fill a vacancy shall have all the powers and discretions and shall be charged with duties identical to those conferred upon the original trustees.

Section 3.7 – *Chairman.* The trustees shall annually elect one of the trustees as chairman-elect for the following year. The chairman-elect shall serve as chairman in the year following his or her year as chairman-elect. In the case of death, resignation, disability, or removal of the chairman, the chairman-elect shall serve for the unexpired term.

Section 3.8 – *President.* The President of the Rotary Club of Pittsford shall participate as an "ex officio" and voting member of the Board of Trustees

Section 3.9 - *Compensation.* The trustees shall serve without compensation.

ARTICLE IV – MEETINGS

Section 4.1 - *Annual Meeting.* The annual meeting of the Foundation trustees shall be held during the month of June of each year. Election of the officers shall be held at the annual meeting in addition to the transaction of other necessary business, including the giving of the annual report required by Section 519 of the Not-for-Profit Corporation Law.

Section 4.2 - *Regular Meetings.* Regular meetings of the trustees shall be held at such places and time as the Board may by resolution determine. Written notice of such regular meetings need not be given if the place, date and hour have been previously scheduled by the Board at a regular or special meeting.

Section 4.3 - *Special Meetings.* A special meeting of the Board may be called by chairman at any time and shall be called upon the written request of three (3) trustees to the chairman. Such meeting shall be held no later than ten (10) days after receipt of such request by the chairman. Notice of such special meeting shall be given in writing or orally in person or by

telephone to each trustee at least three (3) days before the meeting. Written or oral notice of any special meeting shall specify the place, date and hours of such meeting and the business to be transacted at such meeting.

Section 4.4 - *Waiver of Notice*. The notice requirement for any meeting of the Board, whether annual, regular or special, shall be deemed waived by any trustee by his or her attendance at the meeting, unless such trustee openly objects to the lack of notice at the earliest possible time at the meeting and does not otherwise participate in the meeting. Notice may also be waived in writing at any time before or after such meeting.

Section 4.5 - *Quorum*. A majority of the trustees then qualified and acting shall constitute a quorum for the transaction of business at any Board meeting, and any matter requiring action by the trustees may be decided by a majority vote of the trustees present, unless otherwise provided by statute or in these bylaws. In the absence of a quorum, a majority of the trustees present may, without further notice, adjourn the meeting until such time as a quorum is present. No notice of any adjourned meeting need be given.

Section 4.6 - *Action by Proxy*. Every member of the Board may authorize another person to act for him or her by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. No proxy shall be valid after the expiration of eleven months from its date.

Section 4.7 - *Actions Without Meeting*. Any action required or permitted to be taken by the trustees or of any committee thereof may be taken without a meeting if a majority of the members of the board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the Board or applicable committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.8 - *Records*. The trustees and each committee shall maintain a complete record of all business transactions, minutes and acts. The Board shall also present at the annual meeting an annual report required by Section 519 of the New York Not-for-Profit Corporation Law.

Section 4.9 – *Presiding Officer*. The chairman of the Board of Trustees will preside at all meetings of the trustees. In the absence of the chairman and the chairman-elect, the trustees will select a chairman *pro tem* from among their members.

ARTICLE V – OFFICERS OF THE CORPORATION

Section 5.1 – *Titles*. The officers of the corporation shall be a President, a chairman of the Board of Trustees, a chairman-elect, a secretary and a treasurer.

Section 5.2 – *Election, Term, and Compensation*. The President of the Rotary Club of Pittsford shall also serve as President of the corporation. The chairman-elect shall be annually elected by the trustees. The term of office of the chairman-elect shall begin on July 1 following election. The trustee elected as chairman-elect shall serve for a term of one year, following which he or she shall serve for a term of one year as chairman. The secretary and treasurer may be elected or appointed by the trustees. The trustees may also choose to appoint an assistant-treasurer. The term of these offices shall begin on July 1 following election and extend for a term of one year. Barring death, resignation, disability, failure of qualification, or removal, each officer shall serve for the term of election or until a successor is selected and qualified. All officers shall serve without compensation.

Section 5.3 – *Resignation*. Any officer may resign by letter addressed to the chairman and such resignation shall take effect when indicated and without formal acceptance.

Section 5.4 – *Removal*. The chairman, chairman-elect, secretary or treasurer may be removed, with or without cause, by the trustees at any meeting of the trustees.

Section 5.5 – *Vacancies*. In the event of a vacancy in the office of chairman, the chairman-elect shall succeed to the office of chairman. Any vacancy in any other office may be filled for the balance of the term by a successor elected or appointed by the persons authorized to elect or appoint such officer.

Section 5.6 – *Chairman*. The chairman shall be the highest officer of the corporation. As such, the chairman shall:

- (a) be the principal person to speak on behalf of the Foundation;
- (b) preside at all meetings of the trustees;
- (c) counsel the secretary, treasurer and assistant treasurer;
- (d) perform such other duties as pertain to the office.

The chairman may delegate any powers of the office to other trustees or officers of the corporation. The chairman shall appoint members of all standing and temporary committees, and shall be a member of all committees, voting only in the event of a tie. The chairman may act in emergency matters for the trustees when the trustees are not in session or cannot be easily called into session, so long as such action is in harmony with the constitution and bylaws of the Rotary Club of Pittsford, the articles of incorporation of the Foundation and these bylaws. Any emergency action taken pursuant to this section must be reported to the trustees within 10 days of any such action.

Section 5.7 – *Chairman-Elect*. The chairman-elect shall:

- (a) plan and prepare for the following year's term as trustee chairman;
- (b) perform such other duties as assigned by the chairman or trustees;
- (c) preside over meetings of the trustees in the absence of the chairman

Section 5.8 – *Secretary*. The secretary shall attend all meetings of the trustees and shall cause the minutes and all votes in such proceedings to be recorded in books to be maintained for such purposes. The secretary shall give or cause to be given the required notice of all meetings of the trustees, shall be the custodian of the seal of the corporation, shall affix the seal to any instrument so authorized by the board and shall cause to be kept all of the documents and records of the corporation, as required by law or otherwise, in a proper and safe manner. The secretary shall have such other powers and duties as may from time to time be properly prescribed by the chairman. Should the secretary be appointed rather than elected from among the board of trustees then the secretary is not a voting member.

Section 5.9 – *Treasurer*. The treasurer shall be responsible for the keeping of correct and complete books and records of account for the corporation and for the furnishing of periodic reports to the trustees setting forth the corporation's financial status. Subject to the control and direction of the trustees and such officers as they may designate, the treasurer shall be responsible for the establishment and execution of programs and plans for the provision of funds required by the corporation. The treasurer shall be responsible for maintaining banking arrangements to receive, hold and disburse funds of the corporation. The treasurer shall, as required, cause the funds of the corporation to be invested and establish and coordinate policies for investment in appropriate accounts. The treasurer shall have such other powers and duties as may from time to time be properly prescribed by the board. Should the treasurer be appointed rather than elected from among the board of trustees then the treasurer is not a voting member.

Section 5.10 – *Assistant-Treasurer* – The assistant-treasurer shall assume the responsibilities of the treasurer in his or absence.

ARTICLE VI - COMMITTEES

Section 6.1 - *General Powers*. The trustees may, in their discretion, establish such committees as they may see fit from time to time for the purpose of accomplishing tasks consistent with the corporation's purposes. Such committees shall carry out assignments as may be approved by the board and shall report periodically to the board on the nature and progress of their work. Each such committee shall have the powers granted to it by the board, except that no committee shall have authority as to the following matters:

- (a) The election of officers;
- (b) The filling of vacancies on the Board or on any committee;
- (c) The amendment or repeal of these bylaws, the Certificate of Incorporation or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its terms shall not be so amenable or repealable.

Each committee shall serve at the pleasure of the Board and the Board, subject to the applicable provisions of these bylaws, shall have the authority at any time to change the membership of any committee, to fill vacancies on it, or to dissolve it. All committees shall report to the Board whenever requested by the Board to do so and shall keep regular minutes of their meetings. At any meeting of a committee, a majority of all members of the committee shall constitute a quorum for the transaction of any business at such meeting, and a vote of the majority of the members present and voting at the time of the vote shall be the act of the committee. The President shall be a member, ex officio, of all committees.

ARTICLE VII – MISCELLANEOUS

Section 7.1 – *Seal*. The seal of the corporation shall be in such form as may from time to time be adopted by the trustees.

Section 7.2 – *Grant Policy*. The trustees shall review all requests for funds from other organizations. The Board shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, it shall authorize payment of such funds to the approved grantee. The Board of Trustees may require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise tender financial assistance to or for any or all the purposes for which funds are requested. After the Board of Trustees has approved a grant to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Trustees shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.

Section 7.3 - *Exempt Activities*. Notwithstanding any other provision of these bylaws, no trustee, officer, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

Section 7.4 – *Bylaws Amendments*. These bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the entire Board at any regular, annual or special meeting called for such purpose.

Section 7.5 - *Amendment of Certificate of Incorporation.* The Certificate of Incorporation may be amended in the same manner as amendments to the bylaws may be effected.

The By-laws of the Foundation of the Rotary Club of Pittsford, NY, Inc. contained in this document were reviewed and approved by the Board of Trustees on April 14, 2009.

Chairman of the Board of Trustees: _____
James Murphy