

GROVE ROTARY FOUNDATION, INC. BY-LAWS

ARTICLE I - NAME, PURPOSE

- Section 1: The name of the organization shall be the **Grove Rotary Foundation, Inc.**
- Section 2: The **Grove Rotary Foundation, Inc.** is formed to promote educational, charitable and services as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). This consists of any lawful act or activity for which non-profit corporations may be organized under the general corporation laws of the State of Oklahoma.
- Section3: Notwithstanding any other provision of these articles, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE II - MEMBERSHIP

- Section 1: The members of the **Grove Rotary Foundation, Inc.** will consist of the current active membership of The Grove Rotary Club. A quorum will consist of 40% or more of the active membership.

ARTICLE III - MEETINGS OF MEMBERS

- Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: Special Meetings. Special meetings may be called by the President or a written request by 1/3rd of the members.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1: The Board of Directors is responsible for overall policy, day-to-day operations and direction of the **Foundation.**
- Section 2: The Board of Directors will consist of 9 members of the Grove Rotary Club which will include the President, President Elect, Past President, Secretary, and Treasurer of the Grove Rotary Club and four at large board members elected by the Grove Rotary Club. The length of office of the four at large board members will be of two years duration, with two of the at large board members elected by the membership of the Grove Rotary

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Club every year, thus providing staggered terms. The length of office of the remaining members will correspond with their length of office in the Grove Rotary Club. Board members will receive no compensation other than reasonable expenses.

Section 3: Meetings. The Board of Directors shall meet at least quarterly, at an agreed upon time and place.

Section 4: Board Officers: The officers of the **Grove Rotary Foundation, Inc.** will consist of the President, Secretary, and Treasurer, and will be elected each year at the annual meeting. The officers will each be a member of the Board of Directors of the **Grove Rotary Foundation, Inc.**

The President shall convene regularly scheduled Board of Directors meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: President Elect the Grove Rotary Club, Past President the Grove Rotary Club, Secretary and Treasurer.

The Secretary shall be responsible for keeping records of Board of Directors actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board of Directors member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board of Directors meeting and make financial information available to Board of Directors members. The Treasurer is responsible for developing and reviewing fiscal procedures and an annual budget with the assistance of other Board of Directors members.

Section 5: Committees: Committees will be appointed at the discretion of the President, or a majority of the Board of Directors members.

Section 6: Finance: The Board of Directors must approve the budget, and all expenditures must be within the budget. Any change in the budget must be approved by the Board of Directors. The fiscal year shall be from July 1 to June 30. Quarterly reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of the **Grove Rotary Foundation, Inc.** shall be available to the membership and Board of Directors members.

Section 7: Quorum. A quorum (five or greater) must be attended by the presence of a majority of the Board of Directors members before business can be transacted or motions made or passed.

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- Section 8: Notice. All regular quarterly meetings of the Board of Directors of the **Grove Rotary Foundation, Inc.** require that each member of the Board of Directors be notified at least 24 hours in advance. All special or called meeting requires one week notification.
- Section 9: Vacancies. If a vacancy of one of the at large member positions of the **Grove Rotary Foundation, Inc.** exists, nominations for a new member may be received from present Board of Director members, and voted on at the next regular scheduled Board of Directors Meeting. All vacancies will be filled only until the end of the particular Board of Directors member's term. If a vacancy of one of the Grove Rotary Club officer positions exists, this will be filled by the President of the **Grove Rotary Foundation, Inc.** with the approval of a majority of the remaining members of the **Grove Rotary Foundation, Inc.** Board of Directors.
- Section 10: Resignation, Termination and Absences. Resignation from the Board of Directors must be in writing and received by the Secretary. Termination of membership on the Board of Directors will occur by a 2/3rd vote of the Board of Directors for actions of not being in compliance within the By-Laws of the **Grove Rotary Foundation, Inc.**, for lack of attendance, or cessation of membership in Grove Rotary.
- Section 11: All votes will be voice votes unless otherwise requested by a member.

ARTICLE V - AMENDMENTS

- Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be distributed with regular Board announcements.

ARTICLE VI - DISTRIBUTION OF ASSETS

- Section 1: No part of the net earnings of the corporation shall enure to the benefit of its members, directors, officers, or any private individual, (except for that reasonable compensation which may be paid for services rendered to or for this Corporation affecting one or more of its purposes). No member, director, or officer shall be entitled to share in the distribution of any of the Corporate assets on dissolution. Upon dissolution, any Corporate assets shall be distributed to another corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and a corporation whereby contributions to it are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and any subsequent amendments thereto.
- Section 2: All distribution of assets requires a majority vote of the Board of Directors.

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ARTICLE VII – LIMITATIONS and DISSOLUTION

Section 1: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

ARTICLE VIII – LIMITATION OF LIABILITY

Section 1: Each director and member, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director and member, of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX --- ORDER OF BUSINESS

Section 1: The manner of conducting business shall follow the Roberts Rules of Order.

ARTICLE X --- NO TAXATION

The Corporation shall, in all things, act or refrain from acting so as to not subject itself to taxes imposed by Sections 4941 (self-dealing), 4942 (failure to distribute income), 4944 (investments jeopardizing charitable purposes) or 4945 (taxable expenditures) of the Internal Revenue Code or corresponding provisions of federal internal revenue laws.

ARTICLE XI

The foregoing Bylaws were duly adopted by the Board of Directors of the **Grove Rotary Foundation, Inc.** at the meeting held on the 9th day of May, 2007.

Thomas E. Riggs, Secretary