

BYLAWS  
OF  
THE WOODLAND ROTARY ENDOWMENT

I. PURPOSE

This corporation is organized under the nonprofit public benefit corporation law of California for charitable, scientific and educational purposes, including, but not limited to the funding and awarding scholarships to graduating seniors of the Woodland California Joint Unified School System.

II. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation shall be fixed and located by the Board of Directors in Woodland, Yolo County, California. The Board of Directors may from time to time, change the location of the principal office of the Corporation.

III. MEMBERSHIP

Section 1. Membership.

The Corporation shall have one class of membership.

Section 2. Qualification of Members.

The Members of this Corporation shall be the persons who from time to time are members of, and entitled to a vote in, the Rotary Club of Woodland, California.

Section 3. Voting and Other Rights of Members.

Each Member of this Corporation shall be entitled to one vote at any meeting of Members.

Section 4. Annual Meeting.

The annual meeting of the Members of the Corporation shall be held on the second Tuesday of July of each year at the time and place of the regular weekly meeting of the Rotary Club of Woodland, California, or at any other time and place determined by a resolution of the Board of Directors. Written notice of the time and place of the annual meeting of members must be sent to each Member, addressed to him or her. Any notice must be mailed by first class mail, or included in the weekly newsletter to Members of the Woodland Rotary Club or delivered personally at least ten (10) days before the date of the meeting, but not more than ninety (90) days before such meeting.

Section 5. Special Meetings.

Special meetings of the Members of the Corporation for any purpose or purposes may be called at any time by the President of the Corporation or by any three Directors.

Written notice of the time and place of special meetings of the Members must be given in the same manner as for annual meetings of the Members.

Section 6. Quorum.

A quorum for any meeting of the Members is one-third (1/3) of the Members.

Section 7. Liabilities of Members.

No person who is now, or who later becomes, a Member of this Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this

Corporation must look only to the assets of this Corporation for payment.

#### IV. BOARD OF DIRECTORS

##### Section 1. Number of Directors.

The number of Directors of the Corporation shall be nine (9).

##### Section 2. Qualification, Appointment and Term of Office of Directors.

Only a Member in good standing of the Rotary Club of Woodland, California, may be a Director of this Corporation.

Directors shall be elected by the Members of the Corporation at the Regular Annual Meeting of Members of the Corporation. The Treasurer and at least one other member of the Board of directors of the Rotary Club of Woodland, California must be members of the Board of Directors of this Corporation and shall act as liaison between the Rotary Club of Woodland and this Corporation. Any vacancy on the Board of Directors may be filled with approval of the Board of Directors except that a vacancy due to removal of a Director may only be filled with the approval of a majority of members in attendance at a meeting of members in which a quorum is present.

Each Director shall hold office for two (2) years; provided that one-half (1/2) of the initial Directors shall serve for one (1) year, and the remaining one-half (1/2) of the initial Directors shall serve for two (2) years.

Any Director may be removed from the Board without cause by an affirmative vote of a majority of all Members of the Corporation.

Section 3. Quorum.

A majority of the Directors is a quorum for the transaction of business.

Section 4. Powers of Directors.

Subject to limitations of the Articles of Incorporation, these Bylaws, policies established by a majority of a quorum at a meeting of the Members, and of California law, the Directors shall exercise all corporate powers of the Corporation, including but not limited to the following powers:

(a) to appoint and remove all the other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as are not inconsistent with law, the Articles of Incorporation, or the Bylaws, fix their compensation, and require them to post a bond;

(b) to conduct, manage, and control the affairs of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, and the Bylaws.

Regular meetings of the Board of Directors shall be held at any place, within Yolo County, California, that has been designated from time to time by resolution of the Directors or by written consent of all the Directors. Special meetings of the

Directors may be held at a place designated in the notice for the special meeting.

Section 6. Time of Meeting.

The regular meetings of the Directors shall be held quarter-annually on a day, time and place determined by the Directors, provided that this day, time or place may be changed by the Directors one week in advance for good cause.

The President, Vice-President, or Secretary may call special meetings of the Directors whenever deemed necessary or upon the request of two (2) Directors. Notice of a special meeting shall be given at least:

(a) four (4) days in advance if such notice is mailed by first class mail, or

(b) forty-eight (48) hours in advance if delivered personally or by telephone.

Any meeting is valid if a quorum is present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes.

Section 7. Action Without a Meeting.

Any action by the Directors may be taken without a meeting if all directors individually or collectively, consent in writing to the action.

Section 8. Compensation.

The Directors shall receive no compensation for their services as Directors.

Section 9. Honorary Member of Board of Directors.

The Board of Directors may select, at its discretion, as many Honorary Directors as it desires. Honorary Directors are not entitled to vote, hold office, or exercise any of the powers of the Directors, but may be advisory to the Board of Directors.

V. OFFICERS

Section 1. Officers.

The officers of this Corporation shall be a President, Vice-President, Treasurer, and Secretary, who are Directors, elected for one (1) year terms by a majority of the Board of Directors.

Section 2. President.

The President shall have general supervision, direction, and control of the business of the corporation. The President shall preside at all meetings of the Members and Directors, and shall have other powers and duties as are prescribed from time to time by the Directors.

Section 3. Vice-President.

In the absence or disability of the President, the Vice-President shall perform all the duties of the President. The Vice-President shall have other powers and duties as are prescribed by the Directors.

Section 4. Treasurer. Treasurer of Rotary Club.

The Treasurer shall receive and shall safely keep all funds of the Corporation and deposit them in the bank or banks

as authorized. Funds shall be paid out only on checks of the Corporation signed by any two authorized officers. The Treasurer shall have other powers and duties as are prescribed by the Directors. The Treasurer shall be the Treasurer of the Rotary Club of Woodland, California. The Treasurer may also serve as Secretary of the Corporation.

Section 5. Secretary.

The Secretary shall keep a complete record of the proceedings of the Board of Directors, keep the seal of the corporation and affix it to such papers and instruments as are required in the regular course of business, serve such notices as may be necessary or proper, supervise the keeping of the records of the corporation, and shall have other powers and duties as are prescribed by the Directors. The Secretary may also be the Treasurer of the Corporation.

Section 6. Election of Officers.

The officers of the Corporation shall be elected annually by the Board of Directors at the regular quarterly meeting immediately following the annual meeting of Members. Each officer shall hold office until his successor has been duly elected and qualified. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

VI. COMMITTEES

Section 1. Appointment of Committees.

The President of the Board of Directors, subject to the consent of a majority of the Board of Directors shall appoint

the following committees and any special committees established by the Board of Directors from the members in good standing of the Rotary club of Woodland, California:

(a) Finance. The Finance Committee members shall consist of the Treasurer and at least two (2) other persons. The Treasurer shall be the committee Chairman. The Finance Committee shall advise and assist the Treasurer in performing his or her duties.

(b) Gifts and Bequests. The Gifts and Bequests Committee shall have not less than three (3) members. The committee shall respond to inquiries concerning gifts and bequests to the Corporation, and shall report to the Board of Directors regarding gifts and bequests.

(c) Scholarship Awards. The Scholarship Awards Committee shall have not less than three (3) members. The committee shall make recommendations to the Board of Directors regarding the Corporation's scholarship program. The Scholarship Committee shall select scholarship recipients under general policies established by a majority of a quorum at a meeting of the Members of the Corporation.

Section 2. Appointment of Chairmen.

The President of the Board of Directors shall appoint one (1) member of each committee as chairman, unless otherwise provided in these Bylaws.



Section 3. Removal.

The President of the Board of Directors may remove any members of any committee without cause subject to the consent of a majority of the Board of Directors.

Section 4. Quorum.

A majority of the members of a committee is a quorum.

Section 5. Rules of Committees.

Each committee may adopt rules for its own operation not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

VII. RESTRICTED AND GENERAL FUND ACCOUNTS

Section 1. Establishment of Accounts.

The Board of Directors shall establish a restricted fund account for the funding of scholarships to graduating seniors of the Woodland California Joint Unified School system. The Board of Directors shall establish at least one general fund account and such other restricted and general fund accounts as they determine.

Section 2. Restricted Scholarship Fund Account.

The Board of Directors shall set a minimum balance for the restricted scholarship fund account for graduating seniors which minimum shall be no less than the amount necessary to fund for a one year period the scholarships awarded by the Board of Directors. In the event the balance in such restricted fund falls below the minimum set by the Board of Directors, all new revenues received by the Corporation by way of donations or fund raising

activities shall be deposited in the restricted fund account until the minimum balance is replenished. The Board may, but shall not be obligated to use funds from the general fund account or accounts to replenish the minimum balance in the restricted scholarship fund account.

VIII. FISCAL YEAR

The fiscal year of the Corporation is from the first day of July to the last day of June in each year.

IX. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed by a majority of the Directors at any Director's meeting, except that a Bylaw changing the number or methods of selection of Directors may be adopted, amended, or repealed only by a majority of a quorum at a meeting of the Members called for that purpose.

X. MISCELLANEOUS

The Board of Directors may authorize certain officers of the Board to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporation standing in the name of this Corporation, either by the officers in person, proxy, or by power of attorney executed by the officers.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of The Woodland Rotary Endowment and that the foregoing bylaws comprising eleven (11) pages, including this page signed by me as Secretary, constitute the Bylaws of the Corporation as duly adopted at a meeting of the Board of Directors, thereof duly held on October 29, 1992.

*Robert N. Allen*

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SECRETARY

AMENDMENT TO BY-LAWS OF  
WOODLAND ROTARY ENDOWMENT

At a meeting of the members of the Rotary Club of Woodland on November 5, 2002 the following amendment to the Bylaws of the Woodland Rotary Endowment was duly adopted:

IV. BOARD OF DIRECTORS

Section 2. Qualification, Appointment and Term of Office of Directors.

Only a Member in good standing of the Rotary Club of Woodland, California, may be a Director of this Corporation.

Directors shall be elected by the Members of the Corporation at the Regular Annual Meeting of Members of the Corporation, being the first meeting in July of each year. The immediate past President of the Rotary Club of Woodland and the Treasurer of the Rotary Club of Woodland must be members of the Board of Directors of this Corporation. The Treasurer of the Rotary Club of Woodland shall act as Treasurer of the Woodland Rotary Endowment. The immediate past President of the Rotary Club of Woodland shall act as President of the Woodland Rotary Endowment and shall act as liaison between the Rotary Club of Woodland and this Corporation. Any vacancy on this Board of Directors may be filled with approval of the Board of Directors except that a vacancy due to removal of a Director may only be filled with the approval of a majority of members in attendance at a meeting of members in which a quorum is present.

Each Director shall hold office for two (2) years; provided that one-half (1/2) of the initial Directors shall serve for one (1) year, and the remaining one-half (1/2) of the initial Directors shall serve for two (2) years.

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