

THE ROTARY CLUB OF PRINCE GEORGE COUNTY
CHARITABLE FOUNDATION, INC.
BY-LAWS

ARTICLE I: PURPOSE

The purpose of the Foundation is to support the charitable activities identified and supported by the Rotary Club of Prince George County. The Foundation shall be and remain a non-stock, not-for-profit corporation without members and its functions and affairs shall be conducted solely for the charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code (the "Code").

ARTICLE II: DEFINITIONS

As used in these by-laws the following terms and meanings shall be:

(A) "Foundation" shall mean The Rotary Club of Prince George County Charitable Foundation, Inc. It may also be known as the Prince George Rotary Foundation.

(B) "Trustee" shall mean a trustee of the Rotary Club of Prince George County Charitable Foundation, Inc.

(C) "Trustee" (singular or plural) shall mean a member or members of Board of Trustees of the Foundation.

(D) Trustees (as in "the Trustees") shall mean the Board of Trustees of the Foundation.

(E) "Club" shall mean the Rotary Club of Prince George County.

ARTICLE III: BOARD OF TRUSTEES

The number of members constituting the board of trustees shall be seven. The Board of Trustees shall be comprised of the following members:

Club President
Club Immediate Past President – (Who shall be the Chair of the Trustees)
Club President-Elect
Club Secretary
Club Treasurer

Two Club members appointed by the Club President to serve on the Board of Trustees during that Club President's year.

The term of each Trustee shall be for one year from July 1 of each year until June 30 of the following year. In the event any designated trustee cannot serve, the remaining trustees shall serve and govern the Foundation.

ARTICLE IV: MEETINGS

The Trustees of the Foundation shall hold all meetings at a time, place and regularity approved by the Trustees. Such meetings shall be held at least once each six months on the call of the Chair of the Trustees, or at such other times to which such meetings may be adjourned. The Chair of the Trustees may schedule special meetings of the Trustees, provided reasonable notice is given and the proposed agenda items of such special meeting are communicated to the other trustees. An Annual Meeting shall be held in the 4th quarter of each fiscal year (April, May or June) and one of the required meetings above may be scheduled and serve as the Annual Meeting. A majority of the Trustees (four Trustees) shall constitute a quorum of the Trustees at any meeting, but less than a quorum may adjourn any meeting from time to time until a quorum can be present. The affirmative vote of the majority of those in attendance when a quorum is present shall be sufficient for the transaction of any business by the Trustees unless the by-laws specifically provide otherwise.

ARTICLE V: OFFICERS

The officers of the Foundation shall be a Chair, Vice-Chair, a Secretary and a Treasurer.

The Chair of the Trustees will be the immediate Past President of the Club. The duties of the Chair shall be to preside at all meetings of the Trustees, to execute all contracts entered into by the Trustees in accordance with the resolutions or orders properly adopted by the Trustees, and to execute and acknowledge all gifts or conveyances authorized by the Trustees.

The Vice-Chair of the Trustees shall act in the place of the Chair during the absence of the Chair or upon the disqualification of the Chair, or inability of the Chair to perform the duties of the Chair and, during such period shall do and perform all the duties that the Chair might do if present and acting. The Vice-Chair shall be appointed by the Chair of the Trustees.

The Secretary of the Trustees shall perform such duties as are ordinarily performed by the secretary of a corporation. These duties include, but not limited to the keeping of the minutes, responsible for the corporate seal and affixing and attesting the corporate seal, responsible for preparing annual reporting documents for the State and or Federal government. The Secretary shall be appointed by the Chair of the Trustees.

The Treasurer of the Trustees shall, under the supervision and direction of the Trustees, have custody of and be responsible for the funds, money and accounts of the Foundation and the Treasurer shall keep and maintain the financial records of the Foundation. The Treasurer shall sign all checks or drafts upon the funds of the Foundation, and the Treasurer shall perform such other acts as are ordinarily performed by the Treasurer of a corporation including arranging for the completion of any necessary tax filings. The Treasurer of the Foundation shall be bonded at no expense to the treasurer. The Treasurer shall be appointed by the Chair of the Trustees.

ARTICE VI: COMMITTEES

The Chair of the Trustees may appoint any committees from time to time which may be needed. Any such committees shall have a Trustee appointed as the chair of that committee. The Chair of the Trustees may appoint other Trustees to serve on the committee or, with the consent and assistance of the President of the Club, may request appointment of any such committee members from the Club membership. Any committee members from the Club membership at large shall be appointed by the Club President. Said committee members from the Club shall serve at the discretion of the Trustees. These committee members shall not have a voting role on the board.

ARTICLE VII: BOOKS AND RECORDS

The Foundation shall provide for a system of books and records designated to have a clear, accurate, full and detailed account of all of the properties and dealings of the Foundation. Such records shall be kept on file at all times in the office of the Treasurer of the Foundation or at such place designated by the Trustees and such records shall be open for inspection at all reasonable times by any Trustee of the Foundation. Records required to be available for public inspection by the Internal Revenue Service shall be made available for such inspection during regular hours and may be made available for review on the internet when such resource is available to the Foundation.

ARTICLE VIII: GIFTS AND BEQUESTS

It shall be the duty of the Trustees to solicit gifts and contributions in the name of the Foundation, to support the fundraising activities of the Club which are conducted for charitable purposes, and to make and distribute charitable gifts in the name of the Foundation for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or other corresponding code section of any future Federal Tax Code.

ARTICLE IX: EMPLOYEES

The Trustees may employ all necessary managers and assistants, and other professionals reasonable required to manage, administrate and protect the Foundation

property, and shall fix their compensation and their terms of service, and may require such bonds as it deems necessary.

ARTICLE X: FINANCIAL REVIEW

The Trustees shall have a financial review of books and records of the Foundation made by certified public accountant within 90 days of the end of each fiscal year. Such financial review shall be filed in the office of the Treasurer or in such place as designated by the Trustees and shall be available for inspection by the Trustees of the Foundation.

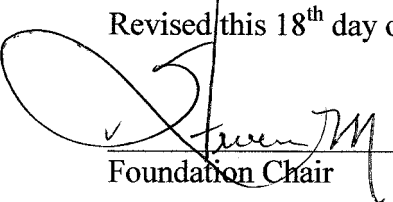
ARTICLE XI: FISCAL YEAR

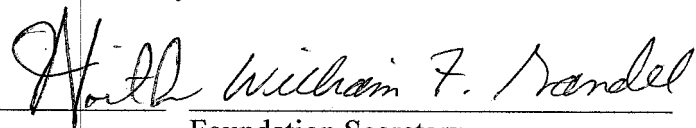
The fiscal year of the foundation will be July 1 through June 30.

ARTICLE XII: AMENDMENTS

These by-laws may be amended by 2/3 majority of the trustees at any regular meeting or at any meeting called for that purpose.

Revised this 18th day of June, 2009 by action of the Trustees.


Foundation Chair


Foundation Secretary