

By-Laws of the Rotary Club of Santa Rosa West Community Fund, Inc.

A California Non-Profit Public Benefit Corporation

PREAMBLE

The purpose of this non-profit corporation is to support and fund educational, welfare and community projects as identified and selected by its Board of Directors originating from or supported by the Rotary Club of Santa Rosa West.

ARTICLE I.

OFFICES

Principal Office

Section 1.01. The principal office of the Corporation for its transaction of business is located in the City of Santa Rosa and County of Sonoma, California.

Change of Address

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in City of Santa Rosa, County of Sonoma, State of California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II.

MEMBERS

Members Prohibited

Section 2.01. The Corporation shall not have any members.

Effect of Prohibition

Section 2.02. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the Directors. Page 1 of 11

ARTICLE III.

DIRECTORS

Number

Section 3.01. The Corporation shall have nine Directors, who shall be known as the Board of Directors. The Directors shall be the following persons:

1.
 1. The immediate two past presidents of the Rotary Club of Santa Rosa West;
 2. The current president of the Rotary Club of Santa Rosa West;
 3. The president-elect of the Rotary Club of Santa Rosa West;
 4. The current secretary and treasurer of the Rotary Club of Santa Rosa West;
 5. Three members-at-large, in good standing of the Rotary Club of Santa Rosa West elected by the other directors set forth above, pursuant to the provisions of paragraph 3.04 and 3.05 below.

The number of Directors of the corporation may be modified from time to time, by an amendment to this Bylaw duly adopted by approval of the Board of Directors, as that term is defined in Section 5032 of the Corporations Code.

Qualifications

Section 3.02. The Directors of the Corporation shall be residents of the State of California and members of the Rotary Club of Santa Rosa West.

Term of Office

Section 3.03. Each Director shall hold office for the term of one year, or until said director no longer qualifies to hold said position pursuant to the provisions of paragraph 3.01 above, or until a successor Director has been elected and qualified.

Nomination

Section 3.04. Any person qualified to be a Director under the provisions for the selection of a Director from the membership-at-large provisions of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 3.05. The Director(s) shall be elected at the regular November meeting of the Board of Directors. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection

without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 3.02 by these Bylaws.

Compensation

Section 3.06. The Directors shall serve without compensation.

Meetings

Call of Meetings

Section 3.07. (a) Meetings of the Board may be called by the Chairman of the Board or the Secretary or any two (2) Directors.

Place of Meetings

(b) All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changes from time to time as provided in Section 1.02 of these Bylaws or shall be held at any place designated by the person or person requesting the meeting.

Date and Time of Meetings

(c) There shall be two regular meetings of the Board of Directors each year. Each regular meeting shall be held in May and November at the Chairman of the Board's designated time. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday.

Special Meetings

(d) Special meetings of the Board may be called by the Chairman of the Board, or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or facsimile (FAX) or by e-mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

(e) A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as required by law, the Articles, or these Bylaws.

Conduct of Meetings

(g) The Chairman of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

(h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 3.08. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Removal of Directors

Removal for Cause

Section 3.09. (a) The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of court; or
2. The Director has been convicted of a felony; or
3. The Director has failed to attend three (3) consecutive meetings of the Board.

Removal Without Cause

(b) Except as provided in the Articles, any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the Corporations Code.

Resignation of Director

Section 3.10. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Vacancies in the Board

Causes

Section 3.11. (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 3.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 3.07 (d) of these Bylaws; or (3) a sole remaining Director.

Committees

Section 3.12. The Board of Directors, may, by a vote of the majority of the board, designate two or more members of the board to constitute such committees as may be necessary from time to time to carry out the purposes and to further the goals of the corporation. Any committee so formed shall act in an advisory capacity to the board of Directors. Any committee so formed shall keep written minutes of any meetings with the records of the corporation. Such committees may be formed to, among other tasks, take action with respect to:

1. a. Fill vacancies on the board or on any committee which has the authority of the board;
2. b. Amend or repeal bylaws or adopt new bylaws, subject to the action of the Board of Directors with respect to adopting any resolution with respect to the bylaws;

Any committee so formed shall establish its own procedures, set the time and place of its meetings, so long as its actions do not otherwise contradict these bylaws, the dictate of the board or any provisions of the California Corporations Code.

ARTICLE IV.

OFFICERS

Number and Titles

Section 4.01. The officers of the Corporation shall be a Chairman of the Board, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties shall be determined by the Board and as may be necessary to enable it to sign instruments. The Chairman of the Board is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer shall serve concurrently as the Chairman of the Board.

Appointment

Section 4.02. The officers of the Corporation shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Duties of Officers

Chairman of the Board

Section 4.03 (a) The Chairman of the Board, who shall be the immediate Past President of the Rotary Club of Santa Rosa West, shall be the general manager and chief executive of the Corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation. Such officer shall preside at all meetings of the Board of Directors. Such officer shall perform all duties incident to the office of the Chairman of the Board and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Chairman of the Board is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporations owned or possessed by the Corporation.

Secretary

(b) The Secretary, who shall be the current Secretary of the Rotary Club of Santa Rosa West, shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed from time to time by the Board of Directors.

Chief Financial Officer

(d) The Chief Financial Officer of the Corporation, who shall be the current Treasurer/Chief Financial Officer of the Rotary Club of Santa Rosa West, shall keep and maintain in written form (or in any other form capable of being converted into written form) adequate and correct books and records of the accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Chief Financial Officer shall deposit all moneys and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to either the President or Chairman of the Board and the Directors, on request, an account of all such officer's transactions as Chief Financial Officer, and of the financial condition of the Corporation. The Chief Financial Officer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Resignation and Removal of Officers

Section 4.04. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all the Directors.

ARTICLE V.

INDEMNIFICATION

Indemnification of Directors, Officers and Agents

Section 5.01 To the fullest extent possible by law, whether set forth in California Corporation Code Sections 5047.5, 5238, 5239, or elsewhere, the corporation shall have the power to fully defend and indemnify the directors, officers and qualified agents of the corporation against all claims that may be brought against said directors, officers and qualified agents arising out of acts performed while said persons were acting in the authorized capacity of directors, officers or qualified agents of the corporation.

Section 5.02. To the extent that a person who is, or was, a director, officer or other qualified agent of the corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that said person is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against such person, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by this corporation to the extent allowed by Section 5238 of the California Corporation Code.

Insurance for Corporate Agents

Section 5.03 The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation, including directors, officers, employees or other qualified agents against any liability other than violating provisions of the law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of said Section 5238 of the California Corporation Code.

ARTICLE VI.

CORPORATE RECORDS, REPORTS AND SEAL

Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.02. The Board shall cause an annual report to be sent to all the members of the Community Fund Board not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statement was prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnifications

Section 6.03. The Corporation shall furnish annually to the board of directors a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Corporate Seal

Section 6.04. The Board of Directors may adopt, use or alter a corporate seal. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VII.

EXECUTION OF INSTRUMENTS, CHECKS AND NOTES, DEPOSITS, GIFTS, RESTRICTED ACCOUNT AND WITHDRAWALS

Execution of Instruments

Section 7.01. The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instance. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Checks and Notes

Section 7.02. Except as specifically determined by a resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by two officers of the corporation.

Deposits

Section 7.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in checking accounts, savings accounts, time deposit accounts and investment accounts in such banks, trust companies or other depositories as the Board of Directors may select. These accounts, or some of them, may be restricted such that withdrawals are subject to limitations and the funds are usable only for specific purposes.

Gifts

Section 7.04. The Board of Directors may accept on behalf of the corporation any gift, contribution, bequest or devise for the charitable or public purpose of the corporation.

Restricted Account

Section 7.05. The Board of Directors shall maintain a restricted account and shall at all times strive to maintain therein a minimum balance of \$150,000. This minimum balance is subject to increase if additional restricted funds are deposited in the account. If market conditions cause the balance to fall below \$150,000, no withdrawal may be made by the Board of Directors, except upon an affirmative vote of at least six (6) of the nine (9) directors.

Withdrawals

Section 7.06. The Board of Directors may, once annually, withdraw funds from the restricted account up to four (4) percent of the quarter-ending account balances averaged over the preceding twelve (12) quarters for the sole purpose of funding scholarships, provided such withdrawal does not diminish the account balance below \$150,000, except upon affirmative vote of at least six (6) of the nine (9) directors.

ARTICLE VIII.

AMENDMENTS

Bylaws

Section 8.01. Subject to any applicable provisions of the Corporations Code, as the same relate to Non Profit Benefit Corporations, these bylaws may be amended, altered, or repealed and new bylaws approved by a majority of the Board of Directors.

CERTIFICATE OF SECRETARY

ROTARY CLUB OF SANTA ROSA WEST COMMUNITY FUND, INC. a California Nonprofit Public Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising ten pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on _____, 2011.

Dated: _____, 20_____

James Hinton, Secretary