

BY-LAWS of the ROTARY CLUB OF PEORIA-NORTH FOUNDATION

Bylaw 1: Definitions.

- a. Corporation: The Rotary Club of Peoria-North Foundation, as incorporated on January 22, 1998, under the laws of the State of Illinois as provided by the General Not For Profit Corporation Act of Illinois. Also referred to in these bylaws as “the Foundation.”
- b. Member: A member, other than an honorary member, of the Rotary Club of Peoria North. Members are both members of the club and of the foundation.
- c. Club board: The Board of Directors of the Rotary Club of Peoria North.
- d. Foundation board: The Board of Directors of the Rotary Club of Peoria-North Foundation.
- e. Foundation officer: the president, vice-president, secretary, or treasurer of the Foundation board. Any foundation officer must be a member of the Foundation board.
- f. Rotary year or year: The twelve-month period from 1 July to 30 June.
- g. Foundation tax year: the calendar year, January 1 to December 31.

Bylaw 2: Offices of the Corporation.

The principal office of the corporation shall be located in the City of Peoria, County of Peoria, and State of Illinois, but may be changed from time to time by resolution of the Foundation board. The corporation may have such other offices as the business of the corporation may require from time to time. Registered office of the corporation required by the “General Not For Profit Corporation Act” to be maintained in the State of Illinois may be, but need not be identical with the principal office in the State of Illinois, and the registered office may be changed from time to time by the Foundation board.

Bylaw 3: Membership of the Foundation.

All members of the Rotary Club of Peoria-North shall be members of the Foundation. Membership in this corporation is nontransferable and non-assignable. All members of the Foundation board shall be members of the Rotary Club of Peoria North. The Foundation is under the full control of the Rotary Club of Peoria North.

Bylaw 4: Board of Directors of the Foundation.

4.1. Appointment and General Powers: The business and affairs of the corporation (i.e. the Foundation) shall be managed by its Board of Directors (hereinafter “Foundation board”). The Foundation board shall be elected by the Club Board of Directors of the Rotary Club of Peoria North. Newly elected or appointed members of the Foundation board shall be announced at the Annual Meeting of the Corporation.

4.2. Number of Foundation Board members: There shall be 9 members of the Foundation Board. Each member of the Foundation Board shall hold office for three years, except that the first elected board shall be constituted of three terms each of one, two, and three years to be drawn by lottery after the election. All members of the Foundation Board shall be members of the Rotary Club of Peoria North.

Bylaw 5: Officers of and Duties of the Foundation board.

5.1. The governing officers of the Foundation board shall be elected by the Foundation board. Those positions and responsibilities are as follows:

- a. President: It shall be the duty of the President to preside at all meetings of Foundation board and shall be the principal executive officer of the corporation, and in general supervise and control all business and affairs of the corporation, and in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Foundation Board from time to time.

b. Vice-president: It shall be the duty of the Vice-president to perform the duties of the President in the absence of the President, or in the event of his/her inability or refusal to act, and when so acting shall have all the powers of and be subject to all restrictions upon the President.

c. Secretary: It shall be the duty of the Secretary to (1) keep the minutes of the Foundation board meetings; (2) see that all notices are given in accordance with the provisions of these bylaws and as required by law; (3) be custodian of the corporate records and seal of the corporation and to see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; (4) keep a record of the post office addresses of each member which shall be furnished to the Secretary by such member; and (5) in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him/her by the President or by the Foundation Board.

d. Treasurer: It shall be the duty of the Treasurer to (1) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any sources whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Foundation Board; (2) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Foundation Board; (3) shall make available upon request to any member a copy of any report of the corporation.

e. Assistants to the officers: any assistants to these officer positions as may be elected or appointed by the Foundation Board: assistant treasurers and assistant secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary respectively, or by the President or the Foundation Board.

f. Any two or more offices may be held by the same person except the offices of President and Secretary.

5.2. Election and Term of Officers: The officers of the Foundation board shall be elected annually at the annual meeting of the Foundation Board. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Foundation Board. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until he/she shall resign or shall have been removed in the manner hereinafter provided.

5.3. Removal: Any officer elected or appointed by the Foundation Board may be removed by the Foundation Board when in its judgment the best interest of the Foundation board would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

5.4. Vacancies: A vacancy in any officer position or on the Foundation board because of death, resignation, removal, or otherwise, may be filled by the Club Board for the unexpired portion of the term.

5.5. Committees: The Foundation Board may, by resolution, designate not less than three of their number to constitute a Committee of the Foundation board. Said Committee may meet at stated times or on notice to all by any of their number. During the intervals between the meetings of the Foundation Board, such Committee shall perform such duties and exercise such power as may be directed or delegated by the Foundation Board from time to time. The Committee shall report its activities to the Foundation Board when requested so to do.

5.6. Bonds. The Foundation Board may, by resolution, require any and all officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices and to comply with all other conditions as may from time to time be required by the Foundation Board.

Bylaw 6: Meetings of the Foundation and of the Foundation Board.

6.1. Annual meeting of the Foundation: The annual meeting of the Foundation may be held simultaneously with any annual meeting of the Rotary Club of Peoria North, as required or as necessary. The following rules apply to annual meetings of the Foundation:

- a. Place of Meeting. A majority of the full Foundation Board may designate any location within Peoria County as the place of meeting for the annual meeting of the Foundation.
- b. Quorum.: A majority of the Members represented in person or by proxy shall constitute a quorum at any meeting of the Members of the Foundation; provided, that if less than a majority are present or represented at such meeting, a majority of the Members so present or represented, may adjourn the meeting from time to time upon giving not less than ten days notice of the time and place of such adjourned meeting.
- c. Proxies. At all meetings of Members, a Member may vote by proxy executed in writing by the Member or by his duly authorized Attorney in fact. Such Proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.
- d. No cumulative Voting. At every meeting of the Members, each such Member entitled to vote at the meeting shall have, as to each matter submitted to vote, one vote in person or by proxy. There shall be no cumulative voting. No proxy shall be valid after one month from date of execution unless otherwise provided in the proxy.
- e. Matters for Membership Vote. Members shall be presented such matters for a vote as the Foundation board shall certify, and such other matters as are presented to the Foundation board by a petition signed by at least one-third of the membership.

6.2. Annual meeting of the Foundation board. The annual meeting of the Foundation board may be held immediately following the annual meeting of the Foundation, or as required or necessary at the beginning of the Rotary year.

6.3. Special Meetings: Special Meetings of the Foundation board may be called by or at the request of (a) the President of the Foundation board, (b) a majority of the Foundation board, or (c) a majority of the members of the Foundation. The entity calling for a special meeting of the Foundation board may fix any place within Peoria County as the place for holding any special meeting of the Foundation board called by that entity.

6.4. Regular meetings: regular meetings of the Foundation board may be held as determined by the officers of the Foundation board. The following rules apply to regular meetings of the Foundation board:

- a. Place of meeting: A majority of the full Foundation Board may designate any location within Peoria County as the place of a regular meeting.
- b. Quorum: A majority of the Foundation board shall constitute a quorum for the transaction of business, but if less than a majority of the Foundation board are present, a majority of those present may adjourn the meeting from time to time without further notice.
- c. Voting: voting on any question or any election may be by voice unless the presiding officer or any member of the Foundation board shall demand that voting be by ballot.

d. Manner of Acting: The act of the majority of the Foundation board present at a meeting at which a quorum is present shall be the act of the Foundation Board.

e. Presumption of Assent: A member of the Foundation board who is present at a meeting of the Foundation board at which action on any corporate matter is taken shall be conclusively presumed to have assented to action taken unless his/her dissent or in case of not voting his/her non-vote shall be entered in the minutes of the meeting of unless he/she shall file his written dissent to such action or statement of non-voting with the person acting as Secretary of the meeting before adjournment thereof or shall forward such dissent or statement of non-voting by registered mail to the Secretary of the Corporation within ten days after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

6.5. Information as to Matters to be Considered at Meetings: Upon notice of any member of the Foundation board, the Secretary shall forthwith communicate to such member of the Foundation board at his/her address as it appears on the records of the corporation, by mail, fax, or email, a statement of all matters known to the Secretary to be considered and voted upon at any regular or special meeting of the Foundation Board; provided, that no Director shall be required to communicate to the Secretary any matter which such Director elects to present to any regular or special meeting of the Foundation Board for consideration and disposition.

6.6. Notice of Meetings.

a. Regular meetings, the Annual meeting of the Foundation, and the Annual meeting of the Foundation board: Notice of all regular meetings, the Annual meeting of the Foundation, and the annual meeting of the Foundation board shall be provided to all members not less than ten nor more than forty days before the meeting, and shall state the place, day, and hour of the meeting.

b. Special meetings: Notice of all special meetings shall be provided to all members not less than ten days nor more than forty days before the special meeting, and shall state the place, day, and hour of the meeting, and the purpose or purposes for which the meeting is called.

6.7. Manner of Notice.

a. Providing of notice: whenever any notice whatsoever is required to be given under the provisions of these Bylaws, said notice shall be given by the Foundation board or by a person so designated by the Foundation to provide members with notice, to each member entitled to vote at such meeting personally or by mail, fax, or email. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Member at his/her address as it appears on the records of the corporation with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when transmitted to the last known email address of each member. Any notice shall also be provided through electronic postings on the Club website and in the Club newsletter.

b. Waiver: whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the "General Not for Profit Corporation Act" of the State of Illinois, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

c. Waiver of notice required to a member of the Foundation board: a member of the Foundation board may waive notice of any meeting. The attendance of a member of the Foundation board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Foundation

board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Foundation Board need be specified in the notice or waiver of notice of such meeting.

Bylaw 7: Contracts and property.

7.1. Contracts: The Foundation board may authorize any officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or be confined to specific instances.

7.2. Loans: No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Foundation Board. Such authority shall be confined to specific instances.

7.3. Checks, etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by the Foundation board.

7.4. Deposits. All funds of the corporation not otherwise employed, shall be deposited from time to time in the financial institution or with the depository organization as the Foundation board may select.

Bylaw 8: Amendments.

These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Members of the Foundation present at any meeting of the Members of the Foundation. The manner of notice setting forth the proposed alteration, amendment, or repeal shall be given to each Member as required by Bylaw 6.7. The notice shall include the content of any alteration, amendment, or repeal of these bylaws to be considered or acted upon. This notice shall be provided not less than thirty days prior to the date of the meeting at which such alteration, amendment, or repeal is to be considered or acted upon.