BY-LAWS

OF

RICHLAND ROTARY FOUNDATION

MISSION

The Mission of The Richland Rotary Foundation is to support the efforts of the Richland Rotary Club in the fulfillment of the Objects of Rotary, Rotary's mission, and the achievement of world understanding and peace through local, national, and international humanitarian, educational, and cultural programs. The Foundation is the funding source for the charitable work of the Richland Rotary Club.  That is to say that ALL of the charitable work of the club is funded by the Foundation.

ARTICLE I

MEMBERS OF THE FOUNDATION

The members of the Foundation shall consist of all of the members in every category of the Rotary Club of Richland, Washington.

ARTICLE II

BOARD OF TRUSTEES

The governing body of this Foundation shall be a Board of Trustees consisting of the board of directors of the Rotary Club of Richland and a Foundation Treasurer.

ARTICLE III

ELECTION OF TRUSTEES AND OFFICERS

Section 1. The officers and directors elected to serve the Rotary Club of Richland shall ipso facto be the officers and trustees of this Foundation, with the exception that a Treasurer shall be elected in accordance with Article V who shall serve only the Foundation.

# Section 2. Vacancy in the Board of Trustees or any office shall be filled temporarily by the remaining members of the Board and permanently at the next annual meeting of the Foundation.

ARTICLE IV

DUTIES OF OFFICERS

Section 1. President: It shall be the duty of the President to preside at meetings of the Foundation and of the Board of Trustees, and to perform such other duties as ordinarily pertain to the office.

Section 2. President Elect: It shall be the duty of the President Elect to preside at meetings of the Foundation or the Board of Trustees in the absence of the President and to perform such other duties as ordinarily pertain to the office.

Section 3. Secretary: It shall be the duty of the Secretary to keep the records of the Foundation, to send out notices of meetings of the Foundation and the Board of Trustees, and to perform such other duties as usually pertain to the office.

Section 4. Treasurer: The Treasurer shall have custody of all funds of the Foundation and shall account for the same at its annual meeting or at any other time upon request by the Board of Trustees. The Treasurer shall perform such other duties as usually pertain to the office..

Section 5. General: The officers and the Board of Trustees shall at all times perform their duties to conform to the provisions of the United States Internal Revenue Code 501(C)(3).

ARTICLE V

MEETINGS

Section 1. Annual Meeting: The annual meeting of this Foundation shall be held in December in each year, at which time the election of the Treasurer to serve for the ensuing year shall take place in the manner of the election of the officers and directors of the Rotary Club of Richland.

Section 2. Special meetings of the Foundation membership may be held any time, provided at least one day's notice thereof is given to the members.

Section 3. One-third of the membership shall constitute a quorum at any annual or special meeting of the Foundation.

Section 4. Meetings of the Board of Trustees may be held whenever deemed necessary on call by the President or upon request of two members of the Board, at least one day notice having been given.

Section 5. A majority of the Board members shall constitute a quorum of the Board of Trustees.

ARTICLE VI

COMMITTEES

The President, subject to the approval of the Board of Trustees, shall appoint such standing and ad hoc committees and ex officio members and advisors as may be deemed necessary or proper from time to time.

ARTICLE VII

FINANCES

Section 1. The Treasurer shall deposit all funds of the Foundation in a bank or banks to be named by the Board of Trustees. Foundation funds will be maintained separately from Richland Rotary Club funds.

Section 2.. All disbursements shall be made either by checks signed by authorized officers or by authorized electronic instruments. All such disbursements shall be documented in written statements by the bank and available for review."

Section 3. A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 4. The officers having charge or control of the funds of the Foundation shall be bonded as may be required by the Board of Trustees for the safe custody of the funds of the Foundation, the cost of the bond to be borne by the Foundation.

Section 5. The fiscal year of this Foundation shall extend from July 1 to June 30.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended at any annual or special meeting of the Foundation, a quorum being present, by a two-thirds vote of the members then present, provided that notice of such proposed amendment shall have been provided to each member at least ten days before such meeting. No amendment or addition to these By-Laws can be made which is not in conformity with the Articles of Incorporation.