

AMENDED AND RESTATED BYLAWS
OF
ROTARY CLUB OF INDIO FOUNDATION
A California Non-Profit Public Benefit Corporation

Approved by the Rotary Club of Indio Board of Directors: November 18, 2021

Approved by the Indio Rotary Club Members: December 21, 2021

Article I. ORGANIZATION

Section 1.01 The name of this corporation is ROTARY CLUB OF INDIO FOUNDATION (“the Foundation”).

Section 1.02 The Foundation is a California Non-Profit Public Benefit Corporation organized under Part 2 of the California Non-Profit Corporation Law to operate under Internal Revenue Code Section 501(c)(3) and Section 23701d of the California Revenue and Taxation Code exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals.

Section 1.03 The Foundation shall be governed by its Board of Directors (“the Board”).

Section 1.04 The principal office of the Foundation is located in the County of Riverside, State of California. The Board of Directors (“the Board”) shall have authority to establish and to change the place of the principal office of the Foundation within the County of Riverside, as it deems appropriate. The Foundation may have offices at such other places where it is qualified to do business, within or outside the State of California, as the Board may designate.

Article II. BOARD OF DIRECTORS

Section 2.01 The Foundation Board of Directors shall be comprised of five directors, each of whom shall be a member of the Rotary Club of Indio. The directors shall be the President, President Elect, Secretary, Treasurer, and Foundation Chair of the Rotary Club of Indio, *ex officio*. If any person holds more than one of these positions in the Rotary Club of Indio, the President shall designate another member or members of the Rotary Club of Indio as a director of the Foundation so that the total number of directors remains five persons. The President shall be the Chair of the Board.

Section 2.02 The Board shall have and exercise all powers allowed to the Foundation by law and the Articles of Association of the Foundation in order to engage in or to expend funds to support any activity approved by the Board of Directors of the Rotary Club of Indio.

Section 2.03 Actions or decisions of the Board shall require approval by a vote of a majority of the directors present once a quorum has been established. A quorum shall be three directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 2.04 The Foundation shall have no members. All rights which would otherwise vest in the members shall vest in the Board. Any action which would otherwise require approval by the members shall only require approval by the Board.

Section 2.05 Directors shall not receive compensation for services rendered to the Foundation. No director may be an interested person, as defined by the California Corporations Code.

Article III. MEETINGS

Section 3.01 The Board shall hold a regular meeting each month on the same day as the Board of Directors meeting of the Rotary Club of Indio.

Section 3.02 A special meeting of the Board may be called by any director upon reasonable notice.

Article IV. FINANCES AND ADMINISTRATION

Section 4.01 The fiscal year of the Foundation shall begin on 1 July and end on the following 30 June.

Section 4.02 The activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board which may appoint specific directors to perform administrative functions necessary to do so in accordance with customary practice.

Section 4.03 A review of the Club’s financial transactions and accounts shall be done by an independent licensed accountant annually, and the report of that review shall be provided to the directors of the Foundation and the members of the Rotary Club of Indio.

Article V. AMENDMENT

Section 5.01 These Bylaws may be amended or repealed by the Board at any meeting of the Board after written notice of the proposed amendments or repeals given to each of the directors 10 days before the meeting at which such action is taken.

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