

BYLAWS  
OF  
ROTARY CLUB OF SAN DIEGO FOUNDATION, INC.  
*a California nonprofit public benefit corporation*

ARTICLE I

Offices

1.1 Principal Office. The principal administrative office for the transaction of the business of the Rotary Club of San Diego Foundation, Inc. (the “Corporation”) shall be located 2247 San Diego Avenue, Suite 233, San Diego, CA 92110. The Board of Directors is hereby granted full power and authority to establish the location of the principal office and to change such location from time to time.

1.2 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE II

Purposes

2.1 Purpose. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose of the Corporation is to raise and disburse funds and conduct other activities for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2.2 Limitations. The Corporation is a nonprofit, nonsectarian, nonracial, nonpolitical organization. The property of the Corporation is irrevocably dedicated to charitable purposes; and no part of the net earnings, contributions, or assets of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons. The foregoing shall not preclude the Corporation from paying reasonable compensation for services rendered or from making payments and distributions in furtherance of the purposes set forth in the Articles and otherwise in these Bylaws. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE III

Membership

3.1 Voting Class of Membership. The Corporation shall have no members as described in Sections 5056 and/or 5310 of the California Corporations Code.

3.2 Other Classes of Membership. The Board of Directors may, by appropriate resolution from time to time, establish another class or other classes of members for the Corporation. None of such other class or classes of members, nor the constituents thereof, shall be or have the rights and privileges of voting for statutory members as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law of the State of California. The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of these Bylaws, as amended from time to time. The Board may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the Corporation as the Board, in its discretion, may determine. The Board of Directors may thereby confer specified rights on the members except as otherwise specified in the Corporation's Articles of Incorporation or Bylaws.

3.3 Nonliability. No member shall be personally liable for the debts, liabilities, or obligations of the Corporation.

## ARTICLE IV

### Board of Directors

4.1 Powers. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of California, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to select and remove all Officers, agents, employees and contractors, and to fix reasonable compensation therefore, to authorize and empower Officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to Committees, Officers, and agents.

4.2 Number of Directors. The Board of Directors shall consist of Nine (9) members. No person shall serve as a member of the Board of Directors unless he/she meets the following qualification:

4.2.1 Qualifies as a voting member of the Rotary Club of San Diego, a California nonprofit mutual benefit corporation (the "Rotary Club"), in accordance with the Rotary Club Bylaws.

4.3 Disqualified Persons. As set forth in Internal Revenue Code Section 509(a)(3)(C), the Board of Directors shall not be controlled directly or indirectly, in the aggregate, by Disqualified Persons (the term "Disqualified Person" as used herein shall mean, with respect to the Corporation, a person described in Internal Revenue Code ("IRC") §4946, other than a foundation manager and other than one or more organizations described in IRC §509(a)(1) or (2)). In general terms, a Disqualified Person is a Substantial Contributor to the Foundation (contributes \$5,000 or more to the Foundation, if such amount equals more than 2% of the total contributions for such taxable year), an individual with 20% or more voting power of a corporation (or a profits interest in a partnership or beneficial interest in a trust) that is a Substantial Contributor, or a family member of such Substantial Contributor or at least a 20%

owner of an entity which is a Substantial Contributor. In addition to the foregoing, at no time shall 49% or more of the members of the Board of Directors be Disqualified Persons.

4.4 Election; Term of Office. The members of the Board of Directors shall be appointed by the Board of Directors of the Rotary Club, as follows:

4.4.1 Ex-Officio Director: The Past-President of the Rotary Club shall serve as a member of the Board of Directors of the Corporation during his/her term as Past-President of the Rotary Club (a one (1) year term). Upon termination of such person's term as Past-President of the Rotary Club, such person's term on the Board of Directors of the Corporation shall automatically expire and the new Past-President of the Rotary Club of San Diego shall be deemed a member of the Board of Directors of the Corporation.

4.4.2 Appointed Directors: The remaining eight (8) members of the Board of Directors of the Corporation shall be appointed by the Board of Directors of the Rotary Club.

4.4.2.1 Term of Office. Directors shall be appointed for a term of two (2) years. For the purpose of staggering the terms of the members of the Board of Directors, upon appointment of the initial directors of the Corporation, the Rotary Club of San Diego shall select four (4) directors which shall have initial terms of one (1) year. Following the initial one (1) year term, such director positions shall have terms of two (2) years. Unless earlier removed or resigned, each director shall serve for his or her full term and until a successor director has been appointed and qualified.

4.4.2.2 Election/Appointment: Each year at the regular July meeting of the Rotary Club, or at a special meeting of the Board of Directors of the Rotary Club called for such purpose, the Board of Directors of the Rotary Club shall appoint four (4) directors to fill the terms of the four (4) expiring terms on the Board of Directors.

4.4.2.3 Limitation on Consecutive Terms: No director shall serve more than two (2) consecutive terms as a director of the Corporation.

4.4.2.4 Limitation of Directors of Rotary Club: At no time shall more than 49% of the members of the Board of Directors of the Corporation be persons who are simultaneously serving as members of the Board of Directors of the Rotary Club of San Diego.

4.5 Vacancies. Vacancies in the Board of Directors shall be filled by action of the Board of Directors of the Rotary Club, subject to Sections 4.3 and 4.4. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased without election of the additional Directors so

provided for; provided, however, that except upon notice to the Attorney General, no Director may resign where the Corporation would be left without a duly elected Director in charge of its affairs.

4.6 Ex-Officio Advisors to the Board of Directors. The President of the Rotary Club and the Secretary/Treasurer of the Rotary Club shall serve as non-voting advisors to the Corporation's Board of Directors. Such advisors shall have the right to attend meetings of the Corporation's Board of Directors, unless the Board of Directors of the Corporation specifically provides otherwise.

4.7 Place of Meeting. All meetings of the Board of Directors may be held at any place within or without the State, which has been designated from time to time by resolution of the Board or by the written consent of a majority of the Directors.

4.8 Organization Meetings. Not less frequently than annually, the Directors shall hold a regular meeting for the purpose of electing Officers, and transacting such business as may come before the meeting. Pending such organizational meeting, all Officers of the Corporation shall continue to hold their respective positions as Officers of the Corporation. Unless otherwise changed by the Board, the annual organizational meeting shall be held at the principal office of the Corporation at 12:00p.m. Pacific Daylight Time on the second Tuesday of August of each year.

4.9 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held approximately quarterly, or on such other periodic basis as may be specified and noticed by the Board of Directors or the Chair of the Board of the Corporation.

4.10 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board or by any two (2) Directors.

4.11 Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing Resolution of the Board of Directors shall be given to each Director not less than forty-eight (48) hours before the date of the meeting if given personally or by telephone or electronic mail and not less than four (4) days before the date of the meeting if given by first-class mail.

4.12 Consent to Meetings. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.13 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Public Benefit Corporation Law of the State of California may be taken without a meeting if all Members of the Board shall 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. Such action by written consent

shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the Nonprofit Public Benefit Corporation Law of the State of California which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this section only, "all Members of the Board" shall not include any "Interested Directors" as defined in Section 4.20. If the Past-President of the Club referenced in Section 4.4.1 above refuses or is otherwise unable or unwilling to serve as a member of the Board of Directors, the Board of Directors of the Club may appoint a person to serve as a director of the Corporation so that the Corporation has an odd number of Directors.

4.14 Telephonic and Electronic Communication Meetings. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting pursuant to this Section 4.14 constitutes presence in person at that meeting if all of the following apply:

4.14.1 Each Member participating in the meeting can communicate with all of the other Members concurrently;

4.14.2 Each Member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and;

4.14.3 The Corporation adopts and implements some means of verifying both of the following:

4.14.3.1 A person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the board meeting; and

4.14.3.2 All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

4.15 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. In the case where, by resolution, the authorized number of Directors is established, a majority of the number of Directors authorized by resolution shall constitute a quorum for the transaction of business, except to adjourn. In the case where, owing to death, incapacity, or resignation, the number of Directors then serving is less than a majority of the authorized number of Directors, then the majority of the Directors then serving shall constitute a quorum for the transaction of business, except to adjourn.

4.14.1 Every action taken or decision 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, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions related to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Directorships, (c) creation of and appointments to Committees of the board, and

(d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

4.16 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any 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.

4.17 Fees and Compensation. Directors shall be entitled to reimbursement of expenses incurred on behalf of the Corporation. Nothing herein shall preclude any Director from serving the Corporation in any other capacity, including as an Officer, agent, employee or otherwise, and receiving reasonable compensation therefor.

4.18 Nonliability of Directors and Certain Officers.

4.18.1 Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer Chair of the Board, Vice-Chair, Secretary/Treasurer or other Officer of this Corporation caused by the Director's or Officer's negligent act or omission in the performance of that person's duties as a Director or Officer, if all the following conditions are met:

4.18.1.1 The act or omission was within the scope of the Director's or Officer's duties;

4.18.1.2 The act or omission was performed in good faith;

4.18.1.3 The act or omission was not reckless, wanton, intentional, or grossly negligent;

4.18.1.4 The Corporation has complied with the requirements of section 4.18.2 below.

This limitation on the personal liability of a volunteer Director or Officer does not limit the liability of the Corporation for any damages caused by acts or omissions of a volunteer Director or volunteer Officer, nor does it eliminate the liability of a Director or Officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

4.18.2 Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in section 4.18.1 above, the Corporation and the Directors shall make all reasonable efforts in good faith to obtain liability insurance in the form of a general liability policy for the Corporation or a Director's and Officer's liability policy.

4.19 Indemnity for Litigation. The Corporation hereby agrees to exercise the power to

indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee, or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the Corporation, to the full extent allowed under the provisions of said Section 5238 relating to the power of a Corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

4.20 Interested Persons. Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the Directors serving on the Board may be “Interested Persons.” For the purposes of this section, “Interested Persons” means either (i) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.21 Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a Member of any Committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

4.21.1 One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

4.21.2 Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person’s professional or expert competence; or

4.21.3 A Committee of the Board upon which the Director does not serve, as to matters within its designated authority, which Committee the Director believes to merit confidence.

In any such case, the Director shall be entitled to so rely if the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

4.22 Self-Dealing Transactions. Pursuant to Section 5233 and except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the Corporation shall not be a party to a transaction in which one or more of its Directors has a material financial interest (“Interested Director”) unless:

4.22.1 Approval by Attorney General. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

4.22.2 Prior Approval by Board. The following facts are established:

4.22.2.1 The Corporation entered into the transaction for its own benefit;

4.22.2.2 The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction;

4.22.2.3 Prior to consummating the transaction or any part thereof the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the Interested Director or Directors, and with the knowledge of the material facts concerning the transaction and the Director's interest in the transaction; or

4.22.3 Preliminary Approval by Authorized Committee or Person and Subsequent Approval by the Board. The following facts are established:

4.22.3.1 A Committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in section 4.22.2, above;

4.22.3.2 It was not reasonably practical to obtain the approval of the Board prior to entering into the transaction; and

4.22.3.3 The Board, after determining in good faith that the conditions of subsections 4.22.3.1 and 4.22.3.2 were satisfied, ratified the transaction at the Board's next meeting by a vote of a majority of the Directors then in office without counting the vote of the Interested Director or Directors.

In light of the foregoing limitations, all Directors shall fill out an annual questionnaire dealing with this subject matter and acknowledging that they have read and understand the organization's conflict of interest policy, as adopted by the board of directors and amended from time to time.

4.23 Resignation. Except as provided in Section 4.5 above, any director may resign by giving written notice to the Chair of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

4.24 Removal of Director. Any director may be removed, with or without cause, in accordance with the terms of California Corporations Code Section 5221, 5222, or 5223. The prior written consent of the Board of Directors of the Rotary Club of San Diego must be obtained by the Corporation to the remove any director of the Corporation.



Any vacancy caused by the removal of a director shall be filled in accordance with Section 4.4 of these bylaws.

## ARTICLE V

### Officers

5.1 Officers. The Officers of the Corporation shall be a Chair of the Board, a Vice-Chair, a Secretary/Treasurer, and such other officers as the Board of Directors may appoint. One person may hold two or more offices, except that neither the Secretary/Treasurer may serve concurrently as the Chair of the Board. The Rotary Club President and the Rotary Club Secretary/Treasurer may not serve as officers of the Corporation.

5.2 Election. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 5.4, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

5.3 Removal and Resignation. Any Officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof. Any Officer may resign at any time by giving written notice to the Board of Directors, or to the Chair, or to the Secretary/Treasurer of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

5.5 Chair of the Board. The Past-President of the Rotary Club (the Ex-Officio Director described above) shall serve as the Chair of the Board of Directors unless removed in accordance with Section 5.3 above (in which case the Board shall appoint a Chair of the Board). The Chair of the Board shall, when present, preside at all meetings of the Board of Directors. The Chair of the Board shall have general supervision, direction and control of the business and affairs of the Corporation. He or she shall serve as an ex officio Member of all Board Committees and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.6 Vice- Chair. In the absence or disability of the Chair of the Board, the Vice-Chair shall perform all of the duties of the Chair of the Board and in so acting shall have all of the powers of the Chair of the Board. The Vice-Chair shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.7 Secretary/Treasurer. The Secretary/Treasurer shall:

- (1) Give, or cause to be given, all notices of all Board Meetings;
- (2) Keep or cause to be kept at the Foundation's Principal Office or such other

place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, which minutes of meetings shall include: (A) the time and place that the meeting was held; (B) the type of meeting including whether the meeting was annual or special and, if special, how authorized; and (C) the notice given; the names of persons present at Board and Committee meetings;

- (3) Keep and maintain, or cause to be kept and maintained, in written form or in any other form capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (4) Deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board;
- (5) Disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board and shall render to the Board, at such times as it may request, an account of all transactions as Secretary/Treasurer and of the financial condition of the Corporation; and
- (6) Have such other powers and perform such other duties as the Board may establish or Governing Law may provide.

## ARTICLE VI

### Committees

6.1 Appointment of Committees. The Board of Directors may appoint an Executive Committee and such other standing or special ad hoc Committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the Corporation. The appointment by the Board of an Executive Committee and any other Committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office. The Executive Committee and any other Committee having authority of the Board shall consist of two (2) or more Directors.

6.2 Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other Committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the following:

6.2.1 The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of Members of a Corporation, in which event the approval of the Board shall be required.

6.2.2 The filling of vacancies on the Board or in any Committee which has the authority of the Board.

6.2.3 The fixing of compensation of the Directors for serving on the Board or on any Committee.

6.2.4 The amendment or repeal of Bylaws or the adoption of new Bylaws.

6.2.5 The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeatable.

6.2.6 The appointment of Committees of the Board having the authority of the Board, or the Members thereof.

6.2.7 The approval of any self-dealing transaction, except as permitted in Section 4.22 of these Bylaws.

## ARTICLE VII

### Tax Compliance

7.1 Authorization. The Corporation is authorized to seek tax exempt status under IRC §501(c)(3) and qualification as a public charity pursuant to IRC §509(a)(3). Such authorization shall include the pursuit of any corresponding tax exempt status with relevant state and local governments.

7.2 Activities. The Corporation shall not take any action which causes the Corporation to no longer be recognized as a Supporting Organization. Should the Corporation ever lose its status as a Supporting Organization and be taxed as a Private Foundation (as defined in the IRC), the Corporation shall take all actions necessary to avoid any penalties under the IRC.

7.3 No Private Inurement. Pursuant to IRC §501(c)(3), no part of the Corporation's net earnings shall inure to the benefit of any private shareholder or individual, including Directors, officers, agents, or employees. Notwithstanding the forgoing but subject to applicable law, the Corporation may still pay reasonable compensation to any person or entity: (1) for goods or services actually rendered to or for the Corporation; (2) to reimburse expenses incurred on the Corporation's behalf; or (3) to otherwise further the Corporation's purpose as set forth in the Corporation's Articles of Incorporation.

7.4 No Political Activity. Pursuant to IRC §501(c)(3), the Foundation shall not substantially engage in political activity, including the attempts at influencing legislation or participating in any political campaign.

## ARTICLE VIII

### Miscellaneous

8.1 Fiscal Year. The fiscal year of the Corporation shall end on the last day of June of each year.

8.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of Directors, and of any Executive Committee or other Committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

8.3 Representation of Shares of Other Corporations. Any Officer of the Corporation is authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of the Corporation. The authority herein granted to said Officers may be exercised by such Officers in person or by other persons authorized to do so by proxy duly executed by such Officers.

8.4 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

8.5 Execution of Contracts. The Board of Directors may authorize any Officer, or Officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, 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 render it liable for any purpose or in any amount. Provided, that pursuant to Section 5214 of the Nonprofit Public Benefit Corporation Law of the State of California, any such contract or instrument between the Corporation and any third person, when signed by any two of the Chair of the Board, the Vice-Chair and the Secretary/Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing Officers had no authority to execute the same.

8.6 Corporate Loans, Guarantees and Advances. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, except as is expressly allowed under Section 5236 of the Nonprofit Public Benefit Corporation Law of the State of California.

8.7 Public Inspection and Disclosure. The Corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption. In addition, in the event that the Corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Corporation.

## ARTICLE IX

### Effective Date and Amendments

9.1 Effective Date. These Bylaws shall become effective immediately upon their adoption by the Incorporator.

9.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by compliance with both of the following conditions:

(1) The Board of Directors of the Rotary Club provides prior written consent to the proposed amendment; and

(2) The vote of a majority of the Members of the Board of Directors of the Corporation then in office.

### CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary/Treasurer of Rotary Club of San Diego Foundation, Inc.
2. That the foregoing Bylaws constitute the Bylaws of the said Corporation adopted as of September \_\_, 2014, by resolution of the Corporation's Incorporator.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation this \_\_ day of September, 2014, at San Diego, California.

\_\_\_\_\_  
\_\_\_\_\_, Secretary/Treasurer