

**BY-LAWS
OF
MOUNTAIN FOOTHILLS
OF EVERGREEN
ROTARY FOUNDATION**

ARTICLE I

OFFICES

The principal office of the Corporation in the state of Colorado Shall be located in Jefferson County. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Trustees may determine or the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the state of Colorado a registered office, and a registered agent whose office is identical with such registered office as required by the Colorado Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE II

MEMBERS

Section 1. Class of Members. There shall be one class of membership and the entire membership of the Rotary Club of Mountain Foothills of Evergreen (Colorado), as same may exist from time to time, shall constitute the membership of this corporation.

ARTICLE III

BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees. Trustees need not be residents of the State of Colorado.

Section 2. Number, Term and Qualifications. The number of trustees initially shall be four in number and shall consist of the then current Immediate past President, the President, the President Elect and the Treasurer of the Rotary Club of Mountain Foothills of Evergreen (Colorado). Each such trustee shall hold office during his or her respective term(s) in the offices of the Rotary Club of mountain Foothills of Evergreen (Colorado) for the Rotary year, as defined by the constitutions of the Rotary Club of Mountain Foothills of Evergreen and Rotary International. Effective July 1, 2004 the Board of Trustees shall automatically expanded to include one additional member (hereinafter the "Bonus Member"). The bonus Member shall serve a five-year term; provided, nevertheless, that such person shall be at all times a member in good standing of the Rotary Club of Mountain Foothills of Evergreen (Colorado); the Bonus Member shall be elected, effective July 1, 2004 by the membership of Rotary Club of Mountain Foothills of Evergreen (Colorado) from among its members and thereafter shall be elected by said membership in advance of each successive five year anniversary of said initial effective date. Except with regard to the Bonus Member, the term years of the other members of the Board shall coincide with the terms of office of the officers of the Rotary Club of Mountain Foothills of Evergreen (Colorado).

Section 3. Regular Meetings Regular meetings shall follow the regular monthly meeting of the Directors of the Rotary Club of Mountain Foothills of Evergreen (Colorado). The annual meeting of the Corporation shall follow the last scheduled meeting in a year of the Board of Directors of the Rotary Club of Mountain Foothills of Evergreen (Colorado). Following this meeting, an annual report of the Corporation shall be presented to the membership.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President of the Board of Trustees or by any two of the other trustees, and the meeting may be held at any time or place fixed by the trustees.

Section 5. Notice. Notice of any special meeting of the Board of Trustees shall be given in writing, but such written notice may be waived by all of the trustees, and if so waived, shall be evidenced by the signatures of all the trustees on the minutes of said meeting.

Section 6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Action. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act if the Board of Trustees, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Vacancies. Any Vacancy occurring in the Board of Trustees by reason of a trustee being removed from office, resigning, or otherwise being unable or unqualified to serve shall be filled by appointment made by the Board of Directors of the Rotary Club of Mountain

Foothills of Evergreen (Colorado). A trustee appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 9. Compensation. Trustees shall serve without compensation of any type or manner.

Section 10. Removal of Trustees A trustee may be removed at any time for just cause by a majority vote of the members in good standing of the Rotary Club of Mountain Foothills of Evergreen (Colorado), taken by a secret ballot, at a regularly scheduled meeting of the club, with written notice given of at least two weeks in advance of said vote to all trustees and all members of the Rotary Club of Mountain Foothills of Evergreen (Colorado).

Section 11. Informal Action by Trustees. Any action required by law to be taken at a meeting of trustees, or any action which may be taken at a meeting of trustee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, and a Secretary-Treasurer.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Trustees of the Foundation at the regular annual meeting of the Board of Trustees. If the election is not to be held at such a meeting, such election shall be held as soon as possible thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Corporation and, in general, shall supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the officers and of the Board of Trustees. He or she may sign, with the Secretary-Treasurer or any other proper officer of the Corporation

authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts and other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof expressly shall be delegated by the Board of Trustees or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and other such duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President of the Board of Trustees.

Section 7. Secretary Treasurer. A) As Treasurer: If required by the Board of Trustees, the Secretary-Treasurer shall give a bond for the faithful discharge of his or her duties as Treasurer in such sum and with such surety as the Board of Trustees shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and, deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and in general perform all the duties incident to the office of Secretary Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees. b) As Secretary: The Secretary-Treasurer shall keep the minutes of the meetings of the officers and of the Board of Trustees in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporate records and of the seal of the Corporation and see that the seal 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 by-laws; keep a register of the post office address of each officer which shall be furnished to the Secretary-Treasurer by such officer; and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as may be assigned to him or her by the President or the Board of Trustees.

ARTICLE V

CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, 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 instances.

Section 2. Checks, Drafts, 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 officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any designated special purpose of the Corporation.

ARTICLE VI

DISTRIBUTION OF CORPORATION

Section 1. Gifts and Donations. The Board of Trustees may distribute funds at their discretion, as the need arises, for the objects and purposes set forth in Article III of the Articles of Incorporation and for no other object and/or purpose. Said funds may, without prior approval of the members of the Corporation, be distributed to any individual, corporation, organization or group within Jefferson, Clear Creek, Gilpin, Adams, Douglas, Arapahoe and Denver Counties of Colorado. Any donation in excess of One thousand dollars (\$1,000) to, any individual, corporation, organization, or group whether within or without of the said counties or any donation under one thousand dollars (\$1,000) which is sought to be made outside of the said counties may not be made by the Trustees unless the prior approval by majority vote of the members of good standing of the Rotary Club of mountain Foothills of Evergreen (Colorado).

ARTICLE VII

BOOKS AND RECORDS

Section 1. Books and Minutes. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and Committees having any of the authority of the Board of Trustees.

Section 2. Audit and Availability. There shall be performed at least one audit per year of the books of the Corporation. Such audit shall be performed by a committee of members of the Rotary Club of mountain Foothills of Evergreen (Colorado) who shall be appointed by the President of the Rotary Club of Mountain Foothills of Evergreen (Colorado). Such committee shall thereupon be under a duty to report the results of said audit to the members of the Rotary

Club of Mountain Foothills of Evergreen (Colorado). All books and records of the Corporation shall be open for inspection at reasonable times, by members of the Rotary Club of Mountain Foothills of Evergreen (Colorado).

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE IX

SEAL

The Board of Trustees **may**, but shall not be required to, adopt a corporate seal, which, if adopted, shall be in the form of a small circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal – Mountain Foothills of Evergreen Rotary Foundation”.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Colorado Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting; provided, however, that no amendment to these By-Laws shall be effective until such amendment shall be approved by a majority vote of the Board of Directors of the Rotary Club of Mountain Foothills of Evergreen (Colorado).