District Charitable Fund Bylaws

Article 1: Name, Location, and Offices

Section 1 – Name. The name of this corporation shall be “Rotary District 6900 Charitable Fund, Inc.” (12/23/2019)

Section 2 – Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code. (12/23/2019)

Section 3 – Other Offices. The principal office of the corporation shall be located in Georgia and shall be in the county in which Rotary District 6900 has its principal offices. (12/23/2019)

Article 2: Purposes and Governing Instruments

Section 1 – Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the applicable provisions of the Georgia Nonprofit Corporation Code. (12/23/2019)

Section 2 – Charitable Purposes. The corporation is a charitable fund the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation was organized, and at all times shall be operated, to serve the interests of Rotary District 6900, to benefit and promote the well-being of the people of the world, and to acquire, receive, and accept property to be administered exclusively for charitable purposes, primarily in, or for the benefit of the world. In furtherance of such purposes, the corporation shall have full power and authority:

To acquire or receive from any individual, firm, association, corporation, trust, foundation, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable purposes hereof;

To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified charitable organizations or for charitable purposes;

(a) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in the articles of incorporation and in these bylaws, or in accordance with determinations made by the Board of Directors pursuant to the articles of incorporation and these bylaws, or in accordance with determinations made by the Board of Directors pursuant to the articles of incorporation and bylaws of the corporation;

(b) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the world, which is served by the corporation;

(c) To engage in charitable functions and activities, not inconsistent with its purposes, as set forth in the articles of incorporation and in these bylaws, to develop and coordinate the philanthropic resources of Rotary District 6900 and other charitably inclined entities, and to promote and improve philanthropy in the communities served by the corporation by exercising philanthropic leadership and by engaging in activities aimed at civic betterment and meeting the needs of those communities; and

To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and in these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code). (12/23/2019)

Section 3 – Governing Instruments. The corporation shall be governed by its articles of incorporation and these bylaws. (6/27/2026)

Article 3: Board of Directors

Section 1 – Authority and Responsibility of the Board of Directors. (a) Except as otherwise provided in the articles of incorporation of the corporation or in these bylaws, the supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, trustee, or other private person or individual.

(d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.

(e) The Board of Directors is authorized to employ such person or persons, including an executive director, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

(f) The Board of Directors is hereby committed to exercise, in the best interests of the corporation, the powers described in section 1.170A-9(e)(11)(v)(B), (C), and (D) of the Treasury Regulations.

(g) The Board of Directors is hereby committed to obtain information and to take other appropriate steps with a view to seeing that each participating trustee, custodian, or agent administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of the corporation in accordance with the provisions of section 1.170A-9(e)(11)(v)(F) of the Treasury Regulations.

(h) The Board of Directors shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Georgia. If it appears that there may be grounds for exercising this power with respect to any trust or fund of the corporation, the Board of Directors shall notify the trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and, in the discretion of the Board of Directors, for correction. The Board of Directors shall exercise this power by the affirmative vote of a majority of all the directors then in office. Before it exercises this power of replacement (or any other power), the Board of Directors may seek the advice of legal counsel in determining whether a breach of fiduciary duty has been committed under state law.

The Board of Directors shall have the power to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) rate of investment return (including return of net income and/or appreciation, as determined by the Board of Directors) over a reasonable period of time (as determined by the Board of Directors).

Upon the exercise of the foregoing power to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power, subject to court approval, where appropriate, to select a successor trustee, custodian, or agent to which the fund or funds held by the former trustee, custodian, or agent shall be transferred. (12/23/2019)

Section 2 – Board of Directors. The Board of Directors shall consist of no fewer than seven (7) members, who shall be members of Rotary District 6900 and which shall be the current sitting District Governor of Rotary District 6900, the District Governor Elect of Rotary District 6900, the District Governor Nominee of Rotary District 6900, the immediate Past District Governor of Rotary District 6900, the Foundation Director of Rotary District 6900, the Secretary of Rotary District 6900, the Treasurer of Rotary District 6900. The duties of the Board of Directors shall include the responsibility and power to determine distribution of property of the corporation as provided in Article Eight of these bylaws (subject to the provisions of the articles of incorporation and these bylaws), authority over investment policies with respect to the property of the corporation, whether held directly or through trustees, custodians, or agents. (12/23/2019)

Section 3 – Chair. The chair shall be the immediate past district governor of Rotary District 6900 and shall preside at all meetings of the Board of Directors. The chair shall also serve as a member, with right to vote, as a voting member, ex officio, of any and all committees, which may be appointed by the directors. The chair shall attend the meetings of and shall make reports to the Finance Committee of Rotary District 6900 on the

activities and projected activities of the corporation. The chair shall perform such other duties and shall have such other authority and powers as the Board of Directors may from time to time prescribe. The chair shall have one vote on the Board of Directors. (12/23/2019)

Section 4 – Vice Chair. The vice chair shall be the District Governor Elect and shall, in the absence or disability of the chair, perform the duties and have the authority and exercise the powers of the chair. The vice chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate. The Vice Chair shall have one vote on the Board of Directors (12/23/2019)

Section 5 – Secretary. (a) The secretary of the corporation shall be the current Executive Secretary of Rotary District 6900, or if the position is unfilled, the Secretary of Rotary District 6900. The secretary shall attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for any other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer.

(d) The secretary shall be under the supervision of the chair. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

(e) The secretary shall not have a vote on the Board of Directors. (12/23/2019)

Section 6 – Treasurer. (a) The treasurer of the corporation shall be the sitting treasurer of Rotary District 6900 and shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors. The treasurer shall not co-mingle funds from Rotary District 6900 and the corporation.

(b) The treasurer shall disburse the funds of the corporation, or have such funds disbursed, as ordered by the Board of Directors, and prepare financial statements, or have financial statements prepared, each month or at such other intervals as the Board of Directors shall direct.

(c) The treasurer shall submit a financial report to the Finance Committee of Rotary District 6900 at such times as the Finance Committee of Rotary District 6900 shall meet.

(d) If required by the Board of Directors, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

(e) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

(f) The Treasurer shall not have a vote on the Board of Directors (12/23/2019)

Section 7 – Compensation. Directors shall be volunteers and shall not be compensated for service as directors. However, nothing contained in the governing instruments of the corporation shall be construed to prevent any director from receiving reasonable compensation for other services rendered to, and in furtherance of the purposes and functions of, the corporation. (12/23/2019)

Article 4: Meetings of the Board of Directors

Section 1 – Place of Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation. (12/23/2019)

Section 2 – Annual Meeting; Notice. An annual meeting of the Board of Directors may be held at such place as the Board of Directors shall

determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2, notice of the time, date, and place of such annual meeting shall be given by the secretary in accordance with the provisions of Section 5.1 no fewer than ten (10) nor more than fifty (50) days before such annual meeting. (12/23/2019)

Section 3 – Special Meetings; Notice. Special meetings of the Board of Directors may be called by at the request of the chair, or by any three (3) of the directors in office at that time. Notice of the time, date, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary in accordance with the provisions of Section 5.1 at least twenty-four (24) hours before such meeting; provided that notice shall be given at least seven (7) days prior to any special meeting the purpose of which is to remove a director or to approve a matter which would require the approval of members, if the corporation had members. (12/23/2019)

Section 4 – Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver"). (12/23/2019)

Section 5 – Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. (12/23/2019)

Section 6 – Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw are provided for in Article Fourteen of these bylaws. (12/23/2019)

Section 7 – Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than a majority of the members of the Board of Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book. (12/23/2019)

Section 8 – Telephone and Similar Meetings. . Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. (12/23/2019)

Section 9 – Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted. other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned. (12/23/2019)

Article 5: Notice and Waiver

Section 1 – Procedure. Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, e-mail, or other form of wire or wireless or electronic communication, or by mail or private carrier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

1. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
2. Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
4. On the date shown as a "read receipt" if an email format is chosen.

Oral notice is effective when communicated if communicated in a comprehensible manner. In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted. (12/23/2019)

Section 2 – Waiver. A director may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. (12/23/2019)

Article 6: Committees of Directors

Section 1 – Committees of Directors. Committees, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, the chair of each such committee shall be appointed by the chair of the corporation and the members of such committee shall be appointed by the chair of the committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal. The Board of Directors may discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors on matters relating to the business and affairs of the corporation; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the chair of the committee, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. (12/23/2019)

Section 2 – Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. (12/23/2019)

Section 3 – Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee. (12/23/2019)

Article 7: Gifts to the Corporation

Section 1 – Gifts. Donors may make gifts to the corporation by naming or otherwise identifying the corporation, whether or not a trustee, custodian, or agent is designated to receive or have custody of the property contributed. Gifts shall vest in the corporation upon receipt and acceptance by it (whether signified by an employee, or agent of the corporation). (12/23/2019)

Section 2 – Designation of Trustee, Custodian, or Agent. The corporation may enter into agreements with trustees, custodians, or agents having custody of funds of the corporation, specifying additional terms of such custody. (12/23/2019)

Section 3 – Donors' Acceptance of Governing Instruments of the Corporation. By making a gift to the corporation, each donor accepts and agrees to all the terms of the articles of incorporation of the corporation and these bylaws, and provides that the fund or funds so created shall be subject to the provisions relating to presumption of donors' intent, to modification of restrictions or conditions, to replacement or removal of participating trustees, custodians, or agents, to amendments and termination, to spending policies and rates from time to time in effect, and to all other terms of the articles of incorporation and bylaws of the corporation, and any trust, custodian or agency agreement between the corporation and the trustees, custodians, or agents having custody of the funds of the corporation each as from time to time amended. (12/23/2019)

Section 4 – Split-Interest Trusts or Funds. If a gift is made to a trustee in trust to make income or other payments to the corporation, followed by payments to any individuals or for other non-charitable purposes, it shall not be treated as a component fund of the corporation; and only the payments to the corporation shall be regarded as funds of the corporation, subject to the articles of incorporation and these bylaws, and then only when the corporation becomes entitled to their use. If a gift is made to a trustee in trust to make income or other payments for a period of a life or lives in being or a term of years, to any individuals or for other non-charitable purposes, followed by payments to or for the use of the corporation, it shall not be treated as a component fund of the corporation until all such non-charitable interests expire, at which time the fund shall become a

component fund of the corporation. The Board of Directors may take such actions as it from time to time deems necessary or desirable to further the corporation's rights or interests in any split-interest funds, whether or not component funds of the corporation, and to protect its right to receive payments from such funds. (12/23/2019)

Section 5 – Donors' Directions. Any donor may, with respect to a gift made by such donor to the corporation and within such limits of policy as the corporation from time to time may declare in writing, give directions in the instrument of gift or transfer as to (a) field of charitable purposes or particular charitable organizations or purposes to be supported, (b) manner of distribution, including amounts, times, and conditions of payments and whether from principal and/or income, and (c) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. (12/23/2019)

Section 6 – Commingling of Funds. No gift shall be required separately to be invested or held, unless it is necessary in order to follow any other direction by the donor as to purpose, or in order to prevent tax disqualification, or it is required by law. In the absence of contrary instructions from the donor, directions for naming a fund as a memorial or otherwise may be satisfied either by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment or in the trust as a whole or by commingling the funds with other funds, but referring in the corporation's documentation to the name designated by the donor of the gift at the time it was received by the corporation. (12/23/2019)

Section 7 – Presumption of Charitable Intent. Each fund of the corporation shall be presumed to be intended

(a) to be used only for charitable purposes,

(b) to be productive of a reasonable rate of investment return over a reasonable period of time which (except during the period referred to in Section 4 of this Article Seven) is to be distributed in accordance with such policies as the Board of Directors may prescribe from time to time or, if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes, and

(c) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor or his or her estate and not to disqualify the corporation from exemption from federal income tax as a qualified charitable organization described in sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code, and shall not be otherwise applied.

If a direction by the donor, however expressed, would, if followed, result in use contrary to the intent so presumed, or if the Board of Directors is advised by counsel that there is substantial risk of such result, the directions shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result. However, if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses. For purposes of these bylaws, "charitable purposes" include charitable, educational, religious, scientific, literary, cultural, civic, public and other purposes contributions for which are deductible under section 170(c)(1) or (2), section 2055(a)(1) or (2), or section 2522(a)(1) or (2) of the Internal Revenue Code; and "qualified charitable organization" means an organization which is described in section 170(c)(1) or (2), section 2055(a)(1) or (2), or section 2522(a)(1) or (2) of the Internal Revenue Code. (12/23/2019)

Section 8 – Power of Modification. Notwithstanding any provision in these bylaws or in any instrument of transfer creating or adding to a fund of this corporation, and in accordance with the articles of incorporation of this corporation, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specific organizations, if in the sole judgment of the Board of Directors (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the world. The Board of Directors shall exercise this power by the affirmative vote of a majority of all the directors then in office. (12/23/2019)

Section 9 – Other Charitable Organizations. In furtherance of the corporation's charitable purposes and functions, the Board of Directors shall have the authority to cause to be formed, or to enter into relationships with, other organizations described in section 501(c)(3) of the Internal Revenue Code, including organizations operated for the benefit of and to carry out the purposes of the corporation. In such event, the corporation shall exercise such supervision and control over any such organization operated for the benefit of and to carry out the purposes of the corporation as may be necessary to qualify it as an organization described in section 509(a)(3) of the Internal Revenue Code, and the regulations thereunder. (12/23/2019)

Article 8: Distributions and Disbursements

Section 1 – Distributions and Disbursements. The Board of Directors, or such committee of directors as the Board of Directors may designate, not less frequently than annually, shall (a) determine all distributions to be made from net income and principal of the corporation (including funds held by trustees, custodians, or agents of the corporation) pursuant to provisions of the articles of incorporation, these bylaws, and the donors' directions if and to the extent applicable as provided herein; (b) make, or authorize and direct the respective trustees, custodians, or agents having custody of funds of the corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (c) determine all disbursements to be made for administrative expenses incurred by the corporation and direct the respective trustees, custodians, or agents having custody of funds of the corporation as to payments thereof and funds to be charged. (12/23/2019)

Section 2 – Vote Required for Determinations. All such determinations shall be made by the affirmative vote of a majority of directors present at a meeting duly called at which a quorum is present, or by the committee of directors charged with the responsibility for such determinations, unless otherwise expressly provided in these bylaws or by direction of the donor as a condition of the gift (which is subject, nevertheless, to the power to modify as provided in Article Seven). (12/23/2019)

Section 3 – Distribution of Capital. Determinations may be made to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Directors shall inform the trustee, custodian, or agent having custody of the funds of the corporation as far in advance as the Board of Directors deems practicable so as to permit the trustee, custodian, or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian, or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable accordingly. (12/23/2019)

Section 4 – Determination of Effective Agencies and Means for Carrying Out the Charitable. The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the corporation, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the corporation or such of its principal as is not specifically restricted against such use. (12/23/2019)

Section 5 – Furtherance of Charitable Purposes. In furtherance of the charitable purposes and functions of the corporation, when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions. (12/23/2019)

Section 6 – Distributions from Unrestricted Endowment Funds of the Corporation. Anything in these bylaws to the contrary notwithstanding, the following principles shall govern all distributions from unrestricted endowment funds of the corporation:

(a) Charitable needs for which such distributions may be made shall include the following: (i) improvement of public education at all levels; (ii) human services, including an emphasis on children, families, and the aged; (iii) environmental initiatives; (iv) medical and hospice care; and (v) economic development and revitalization.

(b) Such distributions shall not include the following: (i) loans or loan guarantees; (ii) grants or scholarships to individuals; (iii) distributions for political, campaign, or propaganda purposes; or (iv) distributions for religious purposes.

(c) Challenge or matching grants shall be encouraged.

(d) Distributions may be made to support charitable operations, to pay for operational expenses, and/or to support capital improvements and pay capital expenses. (12/23/2019)

Section 7 – Investment of Assets. Independent professional managers shall be selected by the Board of Directors to manage and invest the assets of the corporation in accordance with such investment policies and guidelines as the Board of Directors of the corporation may adopt from

time to time. Such investment managers shall be institutions of national size, stature, and capability, selected on the basis of performance record and fees. Except in the case of interests in local businesses contributed to the corporation, the assets of the corporation shall not be invested in local businesses, as determined by the Board of Directors of the corporation. (12/23/2019)

Article 9: Director Conflicts of Interest

Section 1 – Conflict of Interest Transaction. No director of the corporation, or any family member of such director, or any corporation, partnership, association, trust or other entity in which such director, or family member of such director, serves as a director, partner or trustee, or has a financial interest, shall be permitted to enter into any contract or transaction with the corporation unless:

(a) Such director discloses to the Board of Directors of the corporation the material facts as to his or her or his or her family member's relationship with or interest in the entity proposing to enter into the contract or transaction with the corporation, and the Board of Directors authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors (even though the disinterested directors may constitute less than a quorum); and

(b) The contract or transaction is fair to the corporation. (12/23/2019)

Section 2 – Fairness to the Corporation. Factors to be considered in determining whether the contract or transaction is “fair” to the corporation include an examination of the following:

(a) The price and terms of the contract or transaction (the price and terms of the contract or transaction may vary, but must be on a level which the Board of Directors would accept in an arm's-length negotiation, in light of the knowledge that the Board of Directors would reasonably have acquired in the course of such negotiation); and

(b) Whether the Board of Directors would reasonably determine that the contract or transaction was in the best interests of the corporation. (12/23/2019)

Section 3 – Remedies for Violation of Conflict of Interest Requirements. If a director of the corporation, or any family member of such director, or any corporation, partnership, association, trust or other entity in which such director, or family member of such director serves as a director, partner or trustee, or has a financial interest, enters into any contract or transaction with the corporation without complying with the requirements described above, the Board of Directors may, at its sole discretion:

(a) Void the contract or transaction in its entirety and recover from such director any damages and expenses suffered or incurred by the corporation as a result of the contract or transaction; or

(b) Modify the price and terms of the contract or transaction so that the corporation receives a price and terms comparable to what the corporation would receive in an arm's-length negotiation. (12/23/2019)

Article 10: Contracts, Checks, Deposits, and Funds

Section 1 – Contracts. The Board of Directors may authorize any agent or agents of the corporation, in addition to the directors so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances. (12/23/2019)

Section 2 – Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such director or directors, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chair of the corporation. (12/23/2019)

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 Directors may select. (12/23/2019)

Section 4 – Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation. (12/23/2019)

Article 11: Indemnification and Insurance

Section 1 – Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law. (12/23/2019)

Section 2 – Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person. (12/23/2019)

Article 12: Financial and Other Reports

Section 1 – Independent Auditor. Any independent auditor appointed or approved by the Board of Directors of the corporation shall prepare for the corporation, at such time as the Board of Directors may determine, a financial statement, including a statement of assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such additional reports or information as may be ordered from time to time by the Board of Directors. Such independent auditor shall also prepare such financial data as may be necessary for returns or reports required by federal or state government to be filed by the corporation. The auditor's charges and expenses shall be proper expenses of the corporation. Copies of all audits, statements, reports and data delivered by the auditor to the Board of Directors shall be made available or furnished to each trustee, custodian, or agent having custody of funds of the corporation. (12/23/2019)

Section 2 – Written Reports. The Board of Directors shall at least quarterly submit a financial report to the Finance Committee of Rotary District 6900. The Board of Directors shall at least annually make such distribution of a written report of the corporation's financial condition, activities, and distributions to Rotary clubs within District 6900 to inform the interested members of the operations of the corporation. The Board of Directors shall take such other appropriate actions as it may deem necessary or desirable to make the corporation and its purposes and functions known to Rotary clubs within District 6900. In that connection the Board of Directors may seek gifts to the corporation from clubs within Rotary District 6900 and the general public. (12/23/2019)

Article 13: Miscellaneous

Section 1 – Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law. (12/23/2019)

Section 2 – Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors,

may from time to time determine. (12/23/2019)

Section 3 – Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate. (12/23/2019)

Section 4 – Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions. (12/23/2019)

Section 5 – Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative. (12/23/2019)

Section 6 – Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material. (12/23/2019)

Section 7 – Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation. (12/23/2019)

Article 14: Amendments

Section 1 – Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws. (12/23/2019)

Section 2 – Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of all directors then holding office. (12/23/2019)

Article 15: Tax-Exempt Status

Section 1 – Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code. (12/23/2019)

Section 2 – Dissolution. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of charitable, religious and educational purposes. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), or (b) by a corporation, contributions to which are deductible under 26 U.S.C.A. □□ 170(c)(2) (or the corresponding provision of any future federal tax law).

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. (12/23/2019)

Article 16: Adoption of Bylaws

Rotary District 6900 Charitable Fund, Inc. was organized under the laws of the State of Georgia on March 6, 2008 with Georgia Secretary of State control number 08025946. These bylaws were adopted, and became effective, as of June 20, 2015, pursuant to Article 16.1 of the initial bylaws of the corporation.