

**BYLAWS
OF
CRESCENT ROTARY CLUB FOUNDATION, INC.**

**ARTICLE I
OFFICES**

The principal office of the Crescent Rotary Club Foundation, Inc. (the “Foundation”), and its registered office shall be located in Greensboro, Guilford County, North Carolina. The Foundation may have such other offices within or without the State of North Carolina as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

**ARTICLE II
MEMBERSHIP**

The Foundation shall have no members.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the Foundation shall be managed by a Board of Directors, which shall have complete power and authority to act on behalf of the Foundation in all transactions and matters within the power and purpose of the Foundation.

Section 2. Number. The number of directors constituting the Board of Directors shall be ten. The President, President-Elect and Immediate Past President of the Crescent Rotary Club shall serve as directors *ex officio* during the year of their service in those positions. If the Immediate Past President is unable to serve, the Board of Directors of the Crescent Rotary Club shall designate another former President of the club to serve for that year. The person serving as Treasurer shall be a director without designation as to term expiration. The remaining six Directors shall be divided into three equal classes with staggered terms.

Section 3. Terms of Directors. Directors serving *ex officio* shall serve during the term of the office that qualifies them for such service. The person serving as Treasurer shall be a director without designation as to term expiration. Each elected director shall hold office for a period of three (3) years or until his or her successor is elected and qualified. A director elected to fill a vacancy shall serve the remainder of the term of the vacating director.

Section 4. Election of Directors. Members of the Board of Directors, except for any such members serving *ex officio*, shall be elected annually prior to July 1 by the Board of Directors of the Rotary Club of Crescent (Greensboro, NC, USA) in Greensboro, North Carolina (hereafter called “Crescent Rotary Club”). In the event that such election does not take place, or the election leaves a vacancy on the Board, the members of the Board of Directors of the Foundation whose

terms shall not have expired shall convene a special meeting of the Board of Directors as soon as is practicable after July 1 for the purpose of electing directors, including filling any vacancy, and electing officers of the Foundation for the ensuing fiscal year.

Section 5. Annual Meeting/Regular Meetings. An Annual Meeting of the Board of Directors shall be held on or as soon as is practicable after July 1 of each year for the purpose of electing officers. Regular meetings shall be held at such times and places as the Board of Directors shall determine.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Foundation or by any two directors of the Foundation.

Section 7. Notice. Notice of the time and place of any meeting, regular or special, shall be served either personally upon each director or mailed or communicated by electronic means to his or her address as it appears on the records of the Foundation at least five days prior to the meeting. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where such director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Quorum. A majority of the Board of Directors in office at the time shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 9. Removal. Any director may be removed from office with or without cause by a majority vote of the full Board of Directors of Crescent Rotary Club, unless that director shall have been elected by the Foundation's Board, in which case the removal may be effected only by a majority vote of the full Board of Directors of the Foundation.

Section 10. Resignation. Any director may resign from office at any time by delivering a resignation in writing to the President of Crescent Rotary Club. The resignation shall take effect at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of removal of any director from office with or without cause, shall be filled by the vote of a majority of the directors of Crescent Rotary Club. However, should the Board of Directors of the Crescent Rotary Club not fill all director positions by July 1 of any year, the members of the Board of Directors of the Foundation whose terms shall not have expired shall convene a special meeting of the Board of Directors as soon as is practicable after July 1 for the purpose of electing directors, including filling any vacancy, for the ensuing fiscal year.

Section 12. Compensation. No director shall be entitled to or shall receive any remuneration or compensation for attendance at meetings of the Board of Directors or for other services rendered to the Foundation as a director or member of a committee of the Board of Directors, provided, however, that the Board of Directors may reimburse any director for reasonable expenses necessarily incurred by him or her in the performance of his or her duties as director including attendance at meetings of the Board of Directors and at committee meetings or for services rendered in any capacity to the Foundation other than as a director or committee member.

Section 13. Interest of Directors. Each director shall have the responsibility of making prior disclosure to the Board of Directors of any material interest which such director, or any organization with which he or she is affiliated, has in any matter upon which the Board of Directors is asked to take action.

Section 14. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee established by the Board of Directors may be taken without a meeting if written consent setting forth the action so taken shall be signed by all the members of the Board of Directors or by all the members of such committee.

Section 15. Meeting by Communications Device. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Foundation shall consist of a President, a Secretary and a Treasurer and any other officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election or Appointment and Term of Office.

(a) President. The President of the Foundation shall be appointed annually by the Board of Directors of Crescent Rotary Club for a one-year term to commence on July 1 following such appointment. Should the Board of Directors of the Crescent Rotary Club not appoint a person to serve as President by July 1 of any year, the members of the Board of Directors of the Foundation whose terms shall not have expired shall convene a special meeting of the Board of Directors as soon as is practicable after July 1 for the purpose of electing a President to serve for the ensuing year.

(b) Other officers. Other officers shall be elected or appointed by the Board of Directors of the Foundation at the Annual Meeting or any meeting called for such purpose.

(c) Term of Office. The officers shall each serve for a term of office determined by the Board of Directors at the time the officer is elected or appointed.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause, at any meeting of the Board at which a majority of the directors is present. The President may be removed from office with or without cause by a majority vote of the full Board of Directors of Crescent Rotary Club, unless that President shall have been elected by the Foundation's Board, in which case the removal may be effected only by a majority vote of the full Board of Directors of the Foundation.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the President of the Foundation and the President of the Crescent Rotary Club. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Vacancies in any elected office, whether created by death, resignation, retirement, removal or disqualification of an officer during his or her term of office or increase in the number of offices, may be filled at any meeting of the Board of Directors.

Section 6. Duties.

(a) President. The President shall be the principal executive officer of the Foundation and shall preside at all meetings of the Board of Directors. The President shall sign all official documents or instruments of the Foundation as authorized by the Board of Directors, shall make reports to the Board of Directors, and shall perform such other duties as are incident to the office of the President or are properly required of the President by the Board of Directors.

(b) Vice-Presidents. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President, if such officer shall have been elected, 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. Any Vice-President shall perform such duties as from time to time may be assigned to such Vice-President by the President or by the Board of Directors.

(c) Secretary. The Secretary shall issue notices for all meetings as provided by these Bylaws, shall keep minutes of all meetings, shall have custody of the books and records of the Foundation except as they shall have been vested in the Treasurer or some

other officer, and shall perform such other duties as are an incident of the office of the Secretary or are properly required of the Secretary by the Board of Directors.

(d) Treasurer. The Treasurer shall have custody of all moneys and securities of the Foundation and shall deposit them in the name of the Foundation in such bank or banks as the Board of Directors may designate. The Treasurer shall disburse the moneys of the Foundation in payment of the just demands on the Foundation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of the Treasurer an account of all his or her transactions as Treasurer and of the financial condition of the Foundation.

(e) Assistant Secretary and Assistant Treasurer. The Board of Directors may appoint an Assistant Secretary and an Assistant Treasurer to perform the duties of the offices of the Secretary and of Treasurer in the absence or disability of such officers.

Section 7. Bonding of Officers. The President, Treasurer, Assistant Treasurer, and/or any other officer or employee of the Foundation may, at the discretion of the Board of Directors, be required to post a bond to secure the faithful performance of his or her duties in such amounts as determined by the Board of Directors, and the Foundation shall bear the cost of each such bond.

ARTICLE V COMMITTEES

Section 1. Establishment and Meetings. The Board of Directors, at its discretion, may establish such standing or special committees as may be deemed appropriate to act in an advisory capacity or to assist in the governance of the Foundation, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Directors in the resolution of appointment or in subsequent resolutions and directives. At a committee meeting, a quorum shall be a majority of the members of the committee. Each committee meeting shall have an agenda and shall submit minutes of its meeting to the Board of Directors.

Section 2. Approval of Actions to be Taken. Any action to be taken by any committee or any committee member acting on behalf of any committee shall be approved in writing by the Board of Directors, and a record of such Board of Director's approval shall be filed with the minutes of the proceedings of such committee setting out such action to be taken.

ARTICLE VI GENERAL PROVISIONS

Section 1. Books and Records. The Foundation shall keep correct and complete books and records of all financial accounts and shall keep minutes of the proceedings of the Board of Directors and committees established by the Board of Directors. The Foundation shall keep at its

registered or principal office a record giving the names and addresses of the directors. All books and records of the Foundation may be inspected by any director or a director's agent or attorney for any proper purpose at any reasonable time. There shall be an annual audit of the financial records of the Foundation in such a manner as directed by the Board of Directors.

Section 2. Retention of Books and Records. The Board of Directors shall provide a location where the bylaws, minutes and other records of meetings of the Board of Directors and committees and financial records of the Foundation may be securely stored. The Board of Directors shall establish a procedure for routine storage of such records, assuring that records are retained where they can be accessed for future reference.

Section 3. Investment, Fundraising and Grant Making Policies and Procedures. The Board of Directors shall adopt and maintain policies and procedures to govern management of its investments, fundraising activities, and grant making activities, particularly with respect to coordination of the relationship between the Foundation and Crescent Rotary Club and its members. To facilitate execution of such policies and procedures, the Board may appoint an Investments Committee, a Fundraising Committee, an Allocations Committee, and any other committees to assist the Foundation in those functions, provided that any such committee shall have at least one member of the Board of Directors serving on the committee.

Section 4. Fiscal Year. The fiscal year of the Foundation shall end on June 30.

Section 5. Seal. The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Foundation, the name of the state in which the Foundation was incorporated and the words "corporate seal".

Section 6. Prohibited Activities. Notwithstanding any other provision of these bylaws, the Foundation shall not conduct or carry on any activity not permitted to be conducted or carried on by a foundation exempt under Section 501(c)(3) of the United States Internal Revenue Code, as now or hereafter promulgated thereunder.

Section 7. Dissolution of the Foundation. Upon dissolution of the Foundation the assets of the Foundation shall be, after due provisions have been made for the satisfaction of all liabilities and obligations of the Foundation, distributed and turned over to a charitable organization, which is itself exempt as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII INDEMNIFICATION

Section 1. Extent. In addition to the indemnification otherwise provided by law, the Foundation shall indemnify and hold harmless its directors and officers, and former directors and officers (hereinafter sometimes referred to collectively as the "Indemnified Persons" and individ-

ually as the "Indemnified Person"), against all liability and reasonable litigation expenses, including attorneys' fees, incurred by them in connection with any action, suit or proceeding, or threatened action, suit or proceeding, arising out of their status as directors or officers. The Foundation shall also and to the same extent indemnify the Indemnified Persons from all liability arising out of their activities as directors or officers in another Foundation, partnership, joint venture, trust or other enterprise in which they are or were serving at the request of the Foundation.

Notwithstanding the above, the Foundation shall not indemnify the Indemnified Persons against liability or reasonable litigation expense in relation to matters as to which such Indemnified Persons shall have been adjudged to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. The Foundation shall also indemnify the Indemnified Persons for reasonable costs, expenses, and attorney' fees in connection with the enforcement of rights to indemnification granted herein if it is determined in accordance with Section 2 of this Article VII that the Indemnified Persons are entitled to indemnification hereunder.

Section 2. Determination. Any indemnification under Section 1 of this Article VII shall be paid by the Foundation in any specific case only after a determination that the Indemnified Person did not act in bad faith or was not liable or guilty by reason of willful misconduct in the performance of duty. Such determination shall be made by the affirmative vote of a majority of all the directors who are not or were not parties to the action, suit or proceeding out of which the liability or expense for which indemnification is to be determined arose, or against whom the claim out of which such liability or expense arose is not asserted ("disinterested directors"), even though less than a quorum.

Section 3. Advanced Expenses. Expenses incurred by an Indemnified Person in defending a civil or criminal claim, action, suit or proceeding may, upon approval of a majority of the disinterested directors, even though less than a quorum, be paid by the Foundation in advance of the final disposition of such claim, action, suit or proceeding, provided, however, that prior to such payment such Indemnified person shall agree in writing to repay such amount to the Foundation unless it shall ultimately be determined that such director or officer, or former director or officer, is entitled to be indemnified against such expenses by the Foundation.

Section 4. Reliance and Consideration. Any director or officer, or former director or officer, who at any time after the adoption of this Article serves or has served in any of the aforesaid capacities for or on behalf of the Foundation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article. No amendment, modification or repeal of this Article shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 5. Insurance. The Foundation may purchase and maintain insurance on behalf of its directors and officers, and former directors and officers, and those persons who were serving at the request of the Foundation in any capacity in another foundation, partnership, joint venture, trust or other enterprise, against any liability asserted against an Indemnified Person and incurred in any such capacity, or arising out of the status of an Indemnified Person, as such, whether or not the Foundation would have the power to indemnify such Indemnified Person against such liability under the provisions of this Article or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any indemnified Person made to or on behalf of a person entitled to indemnification under this Article shall relieve the Foundation of its liability for indemnification provided for in this Article or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Foundation with respect to such payment.

ARTICLE VIII EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board of Directors, subject to the provisions of Article III, Section 1, may authorize any officer or officers or agent or agents of the Foundation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Foundation may be deposited from time to time to the credit of the Foundation with the depositories that are selected by the Board of Directors.

Section 3. Orders for the Payment of Money and Evidences of Indebtedness. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Foundation shall be signed by the officer or officers or agent or agents of the Foundation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

Endorsements for deposit to the credit of the Foundation in any of its authorized depositories may be made, without countersignature, by any officer of the Foundation or may be made by hand-stamped impression in the name of the Foundation, unless otherwise provided by resolution of the Board of Directors.

ARTICLE IX AMENDMENTS

Except as otherwise provided herein or by law, these bylaws may be altered, amended or rescinded at any time (i) by action taken by a majority of all the members of the Board of Directors pursuant to action taken at a meeting of the Board of Directors, provided that proper notice was given and that such notice stated that an amendment to the bylaws was to be voted on and generally described the proposed amendment or (ii) by written consent of all the members of the

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Board of Directors in accordance with Article III, Section 14, hereof. Any amendment to Article III, Section 2, Article III, Section 4, or the first sentence of Article IV, Section 2, shall be subject to the approval of the Board of Directors of Crescent Rotary Club; provided, however, that, if any such amendment is neither approved nor rejected by a majority vote of the full Board of Directors of the club within sixty (60) days of notification of the amendment given to the President of Crescent Rotary Club, the amendment shall automatically become effective sixty (60) days after the date of such notice.

IN WITNESS WHEREOF, the foregoing bylaws are certified to be the bylaws adopted by the Board of Directors of the Crescent Rotary Club Foundation, Inc., this 22nd day of August, 2016.

By: CHIP CROMARTIE
President

ATTEST:

BARNEY BARNHARDT
Secretary