

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

**ARTICLE I
OFFICERS**

Section 1. The officers of this Corporation shall be a Chairman and a Secretary-Treasurer. The Board of Trustees (the "Board") may from time to time appoint such Vice Chairman's with such duties as the Board sees fit to designate.

The officers are to serve at the pleasure of the Board. While the Chairman is an appointed position, all other positions are voted on by the board. Unless the Board enters into a written employment agreement with an officer which provides to the contrary, officers shall serve at the pleasure of the Board. Officers shall serve without compensation; provided that the Board may reimburse officers for reasonable expenses incurred in the performance of their duties subject to rules and regulations adopted by the Board from time to time, which rules and regulations shall not be less strict than the reimbursement rules promulgated by the Internal Revenue Service from time to time for employees who are not advanced cost reimbursements.

The duties of the officers are as follows:

Chairman: The Chairman shall be the chief executive officer of the Corporation; he/she shall preside at all meetings of the members and trustees; he/she shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He/she shall have the general powers and duties of supervision and management usually vested in the office of Chairman of a corporation. The Chairman shall be the immediate Past President of the Rotary Club of Houma.

Secretary-Treasurer: The Secretary-Treasurer shall attend all meetings of the Board and all meetings of the members and record all votes and minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. He/she shall give, or cause to be given, notice of all meetings of the shareholders and the Board.

The Secretary-Treasurer shall have charge of all funds of the Corporation and its disbursements under the direction of the Board. He/she shall keep a record of all monies received and paid out, making a report of same to the Board whenever requested to do so.

Section 2. Officers shall serve on a part time basis as needed to carry out the business of the Company; provided that officers shall stand in a fiduciary relationship to the Board and the members shall devote such time and effort to their duties as is necessary to carry out their fiduciary duty as aforesaid.

Section 3. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. The officers of the Corporation shall hold the office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board.

Section 5. In the case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the power or duties, or any of them of such officer to any other officer, or to any trustee, provided a majority of the whole Board concurs therein.

ARTICLE II **BOARD OF TRUSTEES**

Section 1. The Board of Trustees shall be comprised of a minimum of seven (7) persons of the full age of majority who shall be elected annually as provided herein. The Board shall be comprised of members of the Rotary Club of Houma. The structure shall be as follows: Chairman shall be the immediate Past President of the Rotary Club of Houma. Furthermore the current President and President Elect of the Rotary Club of Houma shall serve as Trustees. The remaining 4 Trustees shall have served as members of the Rotary Club of Houma a minimum of 5 years. Two of these positions shall have one year terms of office while the remaining two positions shall have two year terms of office. Each of these 4 positions shall be voted on by the members of the Rotary Club of Houma. The vote will take place during the month of May, preceding the new Rotary year beginning July 1st.

Section 2. The selection of Trustees is dependent on the candidates qualifying based on the following:

- a) Trustees must have an abiding interest in Rotary and the Foundation.
- b) Trustees must accept the fiduciary responsibility to the Club and members, and the responsibility of protecting, sustaining, and expanding the assets of the Foundation in the interest of securing its financial health in perpetuity.
- c) Trustees will be diligent in becoming informed of financial matters, investments, and various laws, rules, and other governing factors related to the Foundation in the

interest of making the best possible decisions and achieving the best possible results for the Foundation.

- d) Trustees will uphold the stated purpose of the Foundation.
- e) Trustees will give priority to attending meetings of the Trustees and members.
- f) Trustees are in good standing as members of the Club and will remain in good standing during the term of office as a Trustee.

Section 3. The Board of Trustees shall be charged with the management of all of the affairs of the Corporation, subject to the provisions of its Articles of Incorporation and by-laws.

Section 4. Meetings:

- a) Regular meetings of the Board of Trustees shall be held at such time and place as the trustees may determine. Special meetings of the Board may be called by the Chairman or Secretary-Treasurer on two days' notice to each trustee, either personally or by e-mail or by telecommunication; special meetings shall be called by the Chairman or Secretary-Treasurer in the like manner and on like notice on the written request of any two trustees. Trustees may waive notice of any meeting. The Board may also act by consent without notice, whereby the action of a majority of board members shall be deemed to be the act of the entire Board.
- b) Regular or special meetings of the Board are specifically authorized by means of telephone conference calls. One or more members of the Board may participate in and hold a meeting of the Board by means of conference telephone or similar communication equipment provided that all persons participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this paragraph (b) shall constitute presence in person at such meeting, except where a person participates in the meeting solely for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- c) Except as otherwise specifically provided herein, all meetings of the Board shall be governed by the last published revised edition of Robert's Rules of Order.

Section 5. Quorum. At all meetings of the Board, a majority of the trustees in office and qualified to act shall constitute a quorum for the transaction of business, and in the action of a majority of the trustees present at any meeting at which a quorum is present is the action of the Board of Trustees, unless the concurrence of a greater proportion is required for such action by law, the Articles of Incorporation of these bylaws. If a quorum is not present at any meeting of trustees, the trustees present may

adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. If a quorum be present, the trustees present may continue to act by vote of majority of a quorum until adjournment, notwithstanding the subsequent withdrawal of enough trustees to leave less than a quorum or the refusal of any trustees present to vote.

Section 6. In addition to the powers and authorities by these bylaws expressly conferred upon it, the Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised or done.

Section 7. Indemnity.

- a) Subject to the provisions of the Articles of Incorporation, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation) by reason of the fact that he/she is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as trustee, officer, employee, or agent of another business, foreign or non-profit corporation, partnership, joint venture, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Trustees, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of a liability but in view of all the circumstances of the case, he/she is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- b) To the extent that a trustee, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit, or proceeding, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- c) The indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested trustees so directs, by independent legal counsel, or (3) by the members.
- d) The expenses incurred in defending such an action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition thereof in authorized by the Board of Trustees in the manner provided in subparagraph c) above, upon receipt of an undertaking by or on behalf of the trustees, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized hereunder.
- e) This indemnification provided hereunder shall not be deemed exclusive of any other rights to which one indemnified shall be entitled both as to action in his 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 trustee, officer, employee, or agent and shall inure to the benefit of his/her heirs and legal representatives.
- f) The Corporation may procure insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as trustee, officer, employee, or agent of another business, non-profit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the Business Corporation Law of Louisiana.

Section 8. Remuneration to Trustees. Trustees, as such, shall not receive any stated salary for their services.

Section 9. Resignations. The resignation of a trustee shall take effect on receipt hereof by the Chairman or Secretary-Treasurer, or on any later date not more than thirty days after such receipt specified therein.

Section 10. Vacancies. In the event of any vacancy on the Board of Trustees, the remaining trustees, even though not constituting a quorum, may, by a majority vote, fill any vacancy on the Board for the unexpired term.

Section 11. Conflicts of Interest. It is the intent of the Corporation that officers and trustees serve on a volunteer basis and that the administrative expenses of the Corporation be limited to purchasing office supplies and reimbursing officers and trustees for out of pocket expenses. However, in an abundance of caution, the Board shall be governed by the conflicts of interest policy appended to the instructions to IRS Form 1023 as if such policy had been copied herein in extension.

ARTICLE III **MEMBERS**

This Corporation shall be organized on a non-stock basis. The voting membership of this Corporation shall be identical to the membership of the Rotary Club of Houma. Each member in good standing of the Rotary Club of Houma shall have one vote. Friends of the Foundation shall be non-voting members and they must contribute a minimum of \$100 annually to the foundation. The Board of Trustees may recognize these members for their generosity annually at the discretion of the board.

ARTICLE IV **MEMBERS' MEETINGS**

Section 1. Regular meetings of the members shall occur as called by the Board. Trustees shall be elected at the annual meeting of the members during the month of May preceding the new rotary year. In the absence of a formal meeting and election, the current trustees shall continue to serve until an election is held.

Section 2. The newly elected trustees shall hold their first meeting as the Board following the annual meeting of the members; however, not before July 1st of the new Rotary year. Provided that, if no formal meeting has been held the current officers shall also be deemed reappointed to their respective offices until such election has been held.

Section 3. Notice of Meeting. No formal notice of the official annual meeting of the members shall be required. No formal notice of the first annual meeting of the Board shall be required.

Section 4. Voting. At any meeting of the members every member having the right to vote shall be entitled to vote in person. Each member shall have one vote.

Section 5. Member List. A complete list of the members entitled to vote, arranged in alphabetical order, with the addresses of each, shall be maintained by the Secretary-Treasurer, and shall be available for review at any meeting at which a vote is to be taken by the members.

Section 6. Special Meetings. Unless a special meeting of the Board or members is held pursuant to waiver of notice or by consent, business transacted at a Special Meeting shall be confined to matters stated in the notice.

Section 8. Except as otherwise specifically provided herein, all meetings of the members shall be governed by the last published revised edition of Robert's Rules of Order.

ARTICLE V **WAIVER OF NOTICE**

Whenever any notice of the time, place, or purpose of any meeting of members, trustees, or committee members is required by law, the Articles of Incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting before or after the holding thereof, or actual attendance at the meeting of members, trustees, or committee members in person or by proxy, is equivalent to the giving of such notice except as otherwise provided by law.

ARTICLE VI **FINANCES**

The Treasurer shall keep current records of the financial condition of the Foundation and shall give a written report to the Board of Trustees at least quarterly or as often as the Trustees may request. The Treasurer shall prepare a complete annual report of the financial condition of the Foundation that shall be made available to the Trustees, Directors and Members. The Treasurer shall also be responsible for making sure all tax returns of the Foundation are timely filed and any taxes are paid. A special audit may be prompted by the Board of Trustees at any time.

ARTICLE VII **CHECKS**

All accounts payable shall be paid by the Treasurer or other authorized officer when approved by two other officers or trustees. All bills shall be paid using Houma Rotary Club Foundation checks which must be signed by the Treasurer and one additional authorized signatory.

ARTICLE VIII
CONTRIBUTIONS

The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the purposes of the Foundation. The Board of Trustees may also reject any contribution, gift, bequest or devise, if it is determined to be inconsistent with the purposes of the Foundation or not in the best interests of the Foundation.

ARTICLE IX
DISTRIBUTIONS

The Board shall determine the specific charitable endeavors of the Corporation, which shall include distributions to other public charities and to other such charitable works as the Board may see fit. In determining distributions from the Corporation for charitable purposes the Board shall be governed by the regulations of the Internal Revenue Service under Section 501(c) (3) of the Code.

No part of the assets or earnings of the Corporation shall enure to the benefit of any private person. Upon the dissolution of the Corporation, all assets shall be distributed to organizations qualifying as tax-exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE X
AMENDMENTS

These bylaws may be altered or amended or repealed by the affirmative vote of a majority of the members present and entitled to vote, at the annual meeting, or in any Special Meeting of the members called for that purpose.