

BYLAWS \*  
OF  
ROTARY CLUB OF GAINESVILLE FOUNDATION, INC. (“ the Foundation”)

ARTICLE I. LOCATION

OF OFFICES

Section 1. The Location of the Principal Offices. The Principal office of the Foundation shall be located at 11908 NE SR 26, Gainesville, Florida.

ARTICLE II.

MEMBERS

Section 1. Membership of the Foundation. All members of the Rotary Club of Gainesville shall be members of the Foundation.

ARTICLE III.

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The first meeting of the members of the Foundation was held the first Tuesday in October, 1987. Thereafter, the annual meeting of the members shall be held in the month of July of each year, the date and time to be set by the Chairman of the Board of Directors of the Foundation, for the purpose of installing the seven (7) Directors elected by the members of RCG in accordance with Article IV, Section 2 (g) to serve on the Board of Directors (“Board”) for one year, or until their successors are elected and qualified, and for the transaction of such other business as may come before the meeting. Notice of the annual meeting, unless waived as hereinafter provided, shall be furnished not less than seven (7) days nor more than sixty (60) days prior thereto to the members, in the manner as provided in Article VII.

Section 2. Special Meetings. Special meetings of the members may be held within or without the State of Florida and shall be held whenever called by the President of RCG, the Board of Directors, or by 25% of the members. Notice of such special meeting stating the time, place, and in general terms, the purpose of purposes thereof, shall be furnished not less than seven (7) nor more than sixty (60) days prior to the meeting to each member, as provided in Article VII.

Section 3. Quorum. At any meeting of the members, a majority of the members shall constitute a quorum for all purposes, including the election of directors, except where otherwise provided by statute or the Articles of Incorporation, or by the Bylaws of the Foundation.

Section 4. Adjournments. If at any annual or special meeting a quorum shall fail to attend in person, a majority of the members present in person at the time and place of such meeting, may adjourn the meeting from time to time without further notice until a quorum shall attend, and thereupon any business may be transacted which might have been transacted at the meeting as originally called, had the same been then held.

\* Restated to include all amendments through 2004, and revised as of August 4, 2005.

Section 5. Voting. At any meeting of the members, each member shall be entitled to vote in person, and every member shall have one vote.

Section 6. Waiver of Notices. Notwithstanding any other provision herein set forth in these Bylaws, any member may sign an appropriate Waiver of his right to receive notice of any meeting, annual or special, and thereby consent to the holding of such meeting and all actions properly taken thereat. Such Waiver may be signed by such member either prior to or after the holding of such meeting.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number. The business and affairs of RCGF shall be managed by a Board of Directors ("the Board"), at least nine (9) and not more than 27 in number, all of whom shall be of legal age and at least three (3) of whom shall be citizens of the United States, and shall all be members in good standing of an official Rotary Club in Alachua County, Florida.

Each director shall serve for the term of one (1) year or until his successor shall be elected or appointed.

Section 2. Appointment and Selection of Directors:

The following Directors of the Foundation shall be appointed or selected as Directors by virtue of their positions as officers or directors of the Rotary Club of Gainesville (RCG).

(a) The President of RCG shall be a Director and shall be Chairman of the Board.

(b) The President-Elect of RCG shall be a Director and Vice President of the Foundation.

(c) After the conclusion of the current year's Wild Game Feast, and prior to June 30th, the President-Elect of RCG shall appoint the next President of the Foundation to take office on July 1st next following his appointment. By such appointment, the next President of the Foundation shall also be a Director on the Board of Directors and shall have the title of Feastmaster of the Wild Game Feast referred to in Article X. The Feastmaster may appoint an additional person to be Co-Feastmaster, but not Co-President. The person so appointed as the Feastmaster shall be a member in good standing of any of the Rotary Clubs in Alachua County, Florida.

(d) The immediate past President of RCG shall have the option to be a Director of the Foundation.

(e) The immediate past Feastmaster shall have the option to accept an appointment as a Director of the Foundation, subject to the consent of the Feastmaster.

(f) If the Foundation plans to conduct a major event like the Seafood Spectacular, then the Chair of that event shall be a Director of the Foundation.

(g) The President of RCG shall nominate seven (7) members of RCG to be Directors of the Foundation. The nomination shall be subject to confirmation by majority vote of the membership of RCG.

(h) Subject to sub-paragraph (m) below, all other Rotary Clubs in Alachua County may each, at their option, appoint two (2) of their members to serve as Directors of the Foundation.

(i) The President of RCG shall appoint a secretary and treasurer who shall also be Directors of the Foundation by virtue of such appointment, subject to the consent of the Board.

(j) The President of RCG shall appoint an attorney for the Board who shall also be a Director, and who shall be a member of the Rotary Club of Gainesville, subject to the consent of the Board.

(k) The President of RCG may appoint additional directors up to the maximum number of 27, subject, however, to confirmation by the Board.

(l) The President of the Foundation may appoint one or more persons to be advisory, non-voting Directors of the Board, and such persons need not be Rotarians.

(m) Fundamental to the initial organization of this Foundation, and underlying this Foundation's purpose, is that the majority of the Directors shall always be members of RCG, as the founding club. To that end, the President shall make the discretionary appointments to the Board subject to this requirement. If additional Rotary clubs are formed in Alachua County that would diminish the majority of the RCG, then no Directors from those new clubs shall be appointed or seated on the Foundation Board until the Articles and Bylaws are amended to increase the number of Directors, and to maintain the RCG majority.

Section3. Vacancies. Vacancies on the Board shall be filled for the unexpired term by the Directors remaining in office and an increase in the number of Directors shall be deemed to create vacancies for the purpose of this section. Failure to appoint a Director as provided in Section 1, (h) shall constitute a vacancy for purposes of this provision. All appointees to fill vacancies must be Rotarians in good standing.

Section4. Place of Meeting. The Directors may hold their meetings and may have one or more offices and keep the books of the Foundation at such place or places in the State of Florida or outside the State of Florida as the Board may from time to time determine.

Section5. Annual Meeting of the Board. The Board shall meet at a place and time set by the Chairman following the annual meeting of the members, for purpose of organization, the election of officers, the appointment, selection and installation of Directors, and the transaction

of such other business as may come before them. If notice of this meeting is announced at the annual meeting of the members, then no further notice shall be required to be given. Otherwise, notice of this meeting shall be given at least seven (7) days in advance of the meeting.

Section 6. Special Meeting. Special meetings of the Board shall be held whenever called by direction of the Chairman, President or by one-third of the Directors. The Secretary or some other officer or Director of the Foundation shall give notice to each Director of each meeting by mailing the same not later than the seventh day before the meeting to such Director, at his last known address, or similarly by fax, email or by telephone not later than the second day before the meeting, unless such notice is waived as hereinafter provided. If every Director shall be present at any meeting, any business may be transacted without any previous notice. Notwithstanding any other provisions herein set forth in these Bylaws, any Director may sign an appropriate Waiver of his or her right to receive notice of any meeting, and thereby consent to the holding of such meeting and all actions properly taken there at. Such Waiver may be signed by such Director either prior to or after the holding of such meeting.

Section 7. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 8. Telephone and Video Conferencing. At any meeting of the Board, Directors may appear in person, by telephone, by video conferencing, or by any other electronic means, so long as in any case all Directors can be heard at the same time.

Section 9. Removal of Directors. Directors may be removed from office for any reason or no reason at any time, by a 2/3rds vote of the Board. If the Board determines that procedural rules and policies should apply to this provision, then it may adopt such rules and policies as it deems appropriate.

## ARTICLE V.

### OFFICERS

Section 1. Executive Officers. The executive officers of the Foundation shall be a Chairman, a President, a Vice President, a Secretary, and a Treasurer.

Section 2. The President. The President shall be the chief executive officer of the Foundation and shall have direct charge of the daily business affairs of the Foundation and shall do and perform such other duties as from time to time may be assigned by the Board.

Section 3. The Vice-President. The Vice-President shall have such powers and perform such duties as may be assigned by the Board. In case of the absence or disability of the President, the duties of the President shall be performed by the Vice-President.

Section 4. The Treasurer. The Treasurer shall have the custody of all the receipts, disbursements, funds and securities of the Foundation, and shall perform all duties as may be assigned by the Board. By resolution, the Board shall determine from time to time, the frequency and manner of financial reports to be prepared and distributed to the members of the Board, provided, however, that such financial reports shall be prepared and distributed no less than semi-annually.

Section 5. The Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors and of all committees and the minutes of all meetings of the members in books provided for that purpose. The Secretary shall have charge of the books and papers as the Board may direct, and shall, in general, perform all the duties incident to the office of the Secretary; he shall also perform such other duties as may be assigned by the Board and/or the President.

Section 6. The Chairman. The Chairman shall be the presiding officer at meetings of the Board for purposes of calling the meeting to order, announcing the agenda, and making appropriate introductions. The Chairman shall see that the rules are observed, that the order of business is followed, and shall preside over the resolution of all disputed matters. Otherwise, the President shall conduct the ordinary business of the meetings of the Board.

Section 7. Other Officers Appointed. The Board may appoint additional Vice Presidents, assistant Treasurers, assistant Secretaries, and other officers to serve at the pleasure of the Board, to carry out such duties as the Board shall determine.

## ARTICLE VI.

### COMMITTEES

Section 1. Standing Committees.

(a) Executive Committee. The Executive Committee shall be comprised of the officers of the Foundation as specified in Article V, Section 1, and three (3) other members of the Board, selected by the Board, for a total of eight (8) members. The Executive Committee shall have the powers and duties as provided by law, to act on behalf of the Board, except that the Executive Committee shall not have the authority to select the recipients of the Wild Game Feast funds, to sell any of the Foundation's assets in excess of \$10,000.00, to commit the Foundation to any project or debt in excess of \$10,000.00, to alter or amend the Articles or Bylaws, to vote to dissolve the Foundation, or to enter into any agreement to merge the Foundation with any other corporation or entity. All actions of the Executive Committee are subject to the ultimate authority of the Board.

(b) Finance Committee. The Finance Committee shall be responsible for making recommendations to the Board regarding the Foundation's financial condition, proposing policies and procedures on financial matters, reviewing financial reports, internal controls, and recommending financial goals for the Foundation.

Section 2. Ad Hoc Committees. The Chairman may establish temporary Ad Hoc Committees as the Chairman deems appropriate. The Board shall have similar authority by majority vote. Such Committees shall carry out the mission, duties, and responsibilities assigned to them.

Section 3. Committee Authority. Except for the Executive Committee, no committee of the Board shall have the authority to act on behalf of the Board.

## ARTICLE VII.

### NOTICE

Section 1. Notice. Any notice required to be given by these Bylaws may be given by mailing the same, addressed to the person entitled thereto, at his or her address as shown on the records of the Corporation by U.S. mail, fax, email, or by courier. Any member, Director, or officer may waive any notice required to be given by these Bylaws. Failure to give appropriate notice shall not invalidate any action taken by the Board at any meeting of the Board, except for any action relating to the Bylaws, Articles of Incorporation, or the disposition of all or substantially all of the Foundation assets.

## ARTICLE VIII.

### AMENDMENT

Section 1. Amendments to These Bylaws. These Bylaws may be amended in the following manner, and for purposes of these Bylaws the term “amendment” means amendments, changes, deletions, or additions to the Bylaws:

A. Amendments may be proposed at any meeting of the Board or at any special meeting called for that purpose. A proposed amendment will be tentatively adopted if two thirds of the Directors present and voting approve such amendment.

B. After tentative approval as set forth in 1A, the President of the Board shall deliver the tentative amendment to the President of RCG for the purpose of bringing up the matter at a Board Meeting of RCG. If two-thirds of the Directors of RCG present and voting approve the tentative amendment, then the tentative amendment shall be effective immediately.

## ARTICLE IX.

### MISSION OF THE FOUNDATION

Section 1. Initial Mission. The initial mission of the Foundation was to honor its commitment to the Southern Scholarship Foundation, to fund the Scholarship House established by the Southern Scholarship Foundation through the assistance and help of the Rotary Club of Gainesville and the University of Florida.

Section 2. Current Mission. The Foundation’s current mission is to raise funds contributed primarily from the general public for charitable purposes. Hence, the Foundation shall distribute its funds within the geographic area of Alachua County, Florida, for the purposes specified in its Articles of Incorporation to such entities (including persons as defined in Florida Statute Section 1.01(3) and governmental entities and agencies) to which the distribution of the Foundations funds would not adversely affect the Foundation's tax exempt status.

Section 3. The Foundation intends that its financial commitments shall be on a short-term basis only. For purposes of this provision, short term shall mean no more than a two-year commitment. The Board may extend the commitment beyond two years by resolution adopted by a 2/3rds majority vote of the Board on a case-by-case basis.

Section 4. Unless the Board, by resolution, determines otherwise, in exceptional circumstances, the Foundation shall refrain from contributing funds to other tax-exempt charitable organizations for such organizations’ operating expenses.

Section 5. A thorough annual review of all financial transactions shall be completed by a qualified person. Selection of the qualified person will be made by the Executive Committee and will not be a current member of the Foundation’s Board of Directors. The scope and extent of

such reviews shall be determined by the Board, following generally accepted accounting practices applicable to non- profit 501(c)(3) organizations.

ARTICLE X.

WILD GAME FEAST

Section 1. Wild Game Feast. While the Foundation is not limited to the initial main responsibility of organizing and conducting the "Wild Game Feast" on an annual basis, it is a function of this Foundation to undertake such organization, management and control with the advice of the Rotary Club of Gainesville, and other Rotary clubs in Alachua County, Florida. The Foundation is charged with the responsibility of managing and controlling the Wild Game Feast, and in particular, shall take such steps as the Board deems reasonably necessary to protect the health, safety, and welfare of those persons who attend the Wild Game Feast and any other function organized, maintained and controlled by the Foundation.

ARTICLE XI.

MISCELLANEOUS

Section 1. Disbursement of Funds of the Foundation. Two authorized signatures shall be required on all checks of the Foundation over \$500.00. At least one of the signors will be bonded and the other will be an officer of the Foundation. A list of signors will be approved by a resolution of the board.

Section 2. Compensation of Directors and Officers. No Director, Officer, or member of the Foundation shall be paid any compensation for their services.

Restated, Approved and adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

ROTARY CLUB OF GAINESVILLE FOUNDATION, INC.

By:  
Print Name: Eleanor Green  
Title: Chairman of the Board

ATTEST:

By:  
Print Name: Jesse Irby  
Title: Secretary