

BYLAWS OF

NOVATO ROTARY CLUB ENDOWMENT

a California Public Benefit Corporation

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Mann County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____, 19
_____	Dated: _____, 19
_____	Dated: _____, 19

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be: to receive and invest contributions of money or property and a) apply income and principal to exclusively charitable or educational projects and programs of the Rotary Club of Novato, California, USA, and b) upon approval by the Rotary Club's Board of Directors, make donations to, dispense charitable contributions through and otherwise aid and support

worthy organizations organized and operated exclusively for charitable and educational purposes. Contributions may be accepted for specified charitable or educational uses and purposes, provided that such a specified- purchase contribution is approved by the Rotary Club's Board of Directors. Pursuant to separate supplemental agreements conforming with the requirements of Internal Revenue Code Sec. 170(f), as amended from time to time, contributions may also be accepted subject to the donor's directions to pay the income therefrom to or allow the enjoyment thereof by specified individuals (including the donor) for life or for a term of years, such contributions thereafter to be held for the uses and purposes above specified. Contributions may be held in a single trust fund without physical segregation, so long as separate accounting records are maintained. The corporation shall make no grants or gifts which would violate or conflict with its tax exempt status under section 501(c) (3) of the Internal Revenue Code.

SECTION 2. OPERATIONS & PROCEDURES

Preservation of capital is a primary objective of this corporation. Two funds shall be established, a Capital Preservation Fund and a Project Expenditure Fund. Contributions shall be deposited into the Capital Preservation Fund only by written direction of the contributor; all other contributions shall be deposited into the Project Expenditure Fund.

1) No expenditures shall be made from the Capital Preservation Fund until it has reached a balance of One Hundred Fifty Thousand Dollars (\$150,000). Thereafter expenditures may be made from fund income only, in accordance with Article 2, Section 1, above.

2) Expenditures may be made at any time from the Project Expenditure Fund, in accordance with Article 2, Section 1. The Board of Directors may also transfer undirected funds from the Project Expenditure Fund into the Capital Preservation Fund, from time to time, by declaring such undirected funds surplus to the needs of the Project Expenditure Fund.

The Board of Directors, or a committee consisting of not less than three persons appointed by said Board, shall act as the investment committee. The investment committee has the responsibility to:

1) Invest the funds in accordance with the guidelines set forth in Article 8 of the Bylaws.

2) Approve the investment strategy of planned gifts designed to ensure donor income payments to donors.

3) Review portfolio performance quarterly to assure Foundation objectives are met in accord with applicable policies and guidelines.

ARTICLE 3. DIRECTORS

SECTION 1. NUMBER

The corporation shall have nine (9) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. All Directors shall be members of the Rotary Club of Novato, California, USA.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the corporation.

SECTION 4. TERMS OF OFFICE

Term of office: Each Directors shall be appointed to hold office for three (3) years, except that of the Directors initially named in the Articles of Incorporation, three (3) shall serve one (1) year terms, three (3) shall serve two (2) year terms and three (3) shall serve three (3) year terms, such terms to be determined by lot. A Director may not serve more than two (2) successive three (3) year terms.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses

incurred in the performance of their regular duties.

SECTION 6. APPOINTMENT OF DIRECTORS

Members of the Board of Directors of this corporation shall be appointed by the President of the Rotary Club of Novato with the approval of his or her Board of directors. Because the members of the Board of directors of the Novato Rotary Club Foundation are conversant with the skills needed to manage the corporation's activities, they shall offer to the President of the Rotary Club a list of those Rotary Club members who have skills that would complement the talents of the current Board of Directors. From this list of names, the Rotary Club President, with the approval of the Rotary Club Board of Directors, will appoint three (3) Directors. These appointments must be made sometime in April of each year so the appointees can be installed as Directors at the Annual Meeting.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board of Directors or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held on the first Wednesday of January, March, May, July, September, and November at a time to be set by the Directors, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

Except as otherwise provided by law, a meeting of the Board of Directors for the purpose of election of officers and consideration of any other business that may be properly brought before it, shall be held annually on the first (1st) Wednesday of the month of May each year. The time and place is to be set by

the Directors. Such meetings may be held without notice other than this Bylaw.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman on three (3) days notice to each Director, given personally or by mail, telephone, or telegraph, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the Chairman or Secretary in like manner and on like notice on the written request of at least three (3) Directors.

SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of five (5) Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit corporation Law. Such

written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 13. VACANCIES

Vacancies on the Board shall be filled by appointment as set forth in Section 6.

A person elected to fill a vacancy shall hold office for the balance of the term of the Director being replaced and may thereafter be reappointed for a full term, notwithstanding the provisions of Section 4.

ARTICLE 4. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The principal officers of this corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, all of whom shall be elected by the Board of directors from among its members. The Chairman shall also be a member of the Board of directors of the Rotary Club of Novato, California, USA. No two offices may be held by the same person. The Directors may appoint an assistant treasurer, an assistant secretary, and such other officers as in their judgment may be necessary.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting and, unless sooner removed by the Board, the officers shall serve for a term of one (1) year and until their successors are elected and shall qualify. Any vacancies occurring in the offices shall be filled by the Board of Directors, from time to time. The Board of Directors shall appoint such temporary officers as necessitated by absence or disability of the regular members.

SECTION 3. REMOVAL AND RESIGNATION

Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or

without cause, and his or her successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

SECTION 4. DUTIES OF CHAIRMAN

The Chairman shall be the chief executive officer of the corporation and shall, subject to the control of the Board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of directors. He or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of directors. Also required of the Chairman, with the assistance of other officers, is a financial report to the Board of directors of the Rotary Club of Novato. This report shall be presented two (2) times each year at scheduled club assemblies of the Rotary Club. At a time determined by the President of the Rotary Club, the officers of the corporation will present a program to the Rotary Club outlining the status and progress of programs, goals, and objectives. Included in this report to the Rotary Club will be the financial status of the corporation.

SECTION 5. DUTIES OF VICE CHAIRMAN

In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman. The Vice Chairman shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 6. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 7. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements,

gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the Chairman and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 5. COMMITTEES

SECTION 1. APPOINTMENT OF COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the Board. These committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the

Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 7. FISCAL MANAGEMENT

SECTION 1. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

SECTION 2. BOOKS AND ACCOUNTS

Books and accounts of the corporation shall be kept under the direction of the Treasurer of the corporation.

SECTION 3. AUDITING AND REPORTS

The Chairman of the corporation shall cause to be prepared annually a full and correct statement of the affairs of the corporation, including a balance sheet and financial statement of operation for the proceeding year. This report shall be submitted at the regular meeting of the Board of Directors and also to the Rotary Club of Novato.

SECTION 4. EXECUTION OF CORPORATE DOCUMENTS

With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the corporation by either the Chairman or the Vice-Chairman and attested to by the Secretary or Treasurer, and all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any two (2) of the following: The Chairman, the Vice-Chairman, the Secretary, or the Treasurer.

SECTION 5. FIDELITY BONDS

The Board of Directors shall require that all officers and employees of the corporation having custody or control of corporate funds furnish adequate bonds. The premiums on such bonds shall be paid by the corporation.

SECTION 6. INDEMNITY

Each officer, director, and employee of the corporation shall be indemnified by the corporation against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been an officer, a director, or employee of the corporation, except in relation to matters to which he or she shall finally be adjudged in such action, suit,

or proceeding to have been derelict in the performance of his or her duty as officer, director, or employee, provided that nothing herein shall be deemed to preclude indemnification to the extent otherwise authorized by law.

ARTICLE 8. INVESTMENT POLICY

Funds of the corporation shall be invested in accordance with the following guidelines:

1) The corporation may not invest funds in any organization where it knows or has reason to believe that a member of the Rotary Club of Novato has either a controlling or an influential financial interest.

2) Funds of the corporation may be invested in short and medium term obligations of the United States of America, and, its constituent agencies, and the general obligations of any state through the purchase of bonds and notes having a Standard & Poors or Moody's rating of AA or better.

3) Funds may be used to purchase short term Certificates of Deposit from banks or other financial institutions that are federally insured, but the ownership may not exceed the insurance limitations of that institution.

4) Funds may be invested in equity instruments or bonds of commercial corporations having a Standard & Poors or Moody's rating of A or better.

5) Funds may be invested in debt instruments issued or guaranteed by foreign governments or their agencies which are denominated in U.S. dollars and have a Standard & Poors or Moody's rating of AA of A1/P1 or better.

6) No funds may be invested in limited partnerships of any kind. No funds may be invested in real estate, precious metals, or any other type of investment generally considered to be speculative. No foreign investment denominated in foreign currencies may be made.

7) No other investments may be made without the express approval of the Rotary Club Board at a meeting specially called for that purpose.

8) All new investment or other changes in financial holdings of the corporation shall be presented to the Board of Directors by the Treasurer in writing in advance of the meeting

where the action will be considered. In emergency situations, verbal communication between the Treasurer and the Chairman will suffice, provided that this action is reported and confirmed at the next regular meeting of the Board.

ARTICLE 9. AMENDMENT OF BYLAWS

Except as provided below and as otherwise required by law, these Bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such meeting and provided further that Article 8, Investment policy, may be amended not more than once in any twelve (12) month period. Bylaw amendment shall require an affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors present at a duly constituted meeting and must also be ratified by two-thirds (2/3rds) of the members of the Rotary Club of Novato who are present at a meeting noticed for this purpose.

ARTICLE 10. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 11. MEMBERS

If this corporation makes no provisions for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of

Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____ .

, Secretary

Including 1993 Amendment adding Article 2, Section 2, and amending Article 9
1997 Amendment to Article 3, Section 4

MEMORANDUM OF UNDERSTANDING

I, _____, would like to have at least \$ _____ of the proceeds of my estate directed to the Rotary Foundation of Rotary International, an Illinois not-for-profit Corporation, to be added to the Rotary Foundation Endowment Fund for World Understanding and Peace.

I have filed a Benefactor Gift Pledge with the:

Endowment/Planned Gifts Section
The Rotary Foundation
One Rotary Center
1560 Sherman Avenue
Evanston, IL 60201

Thanks!

(Signed)

(Print Name)

(Address)

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