



**AMENDED AND RESTATED  
BYLAWS OF  
SEATTLE ROTARY SERVICE FOUNDATION**

(Last amended February 22, 2024)

**PREAMBLE**

The Seattle Rotary Service Foundation (the “Foundation”) was formed by the members of the Rotary Club of Seattle and in all matters and activities has worked, and will work, closely with the Rotary Club of Seattle. The fundamental purposes of the Foundation are charitable, educational, and scientific, including, without limitation, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. As a nonprofit corporation under the laws of the state of Washington, the Foundation shall be governed by and have all authority and powers set forth in the Washington Nonprofit Corporation Act, as amended (Revised Code of Washington (RCW) 24.03A).

**ARTICLE 1.  
OFFICE OF THE FOUNDATION**

The principal office of the Foundation shall be at 1326 Fifth Avenue, Suite 342, Seattle, King County, Washington 98101 or such other place that serves as the principal office of the Rotary Club of Seattle or is chosen by the Foundation Board of Trustees.

**ARTICLE 2.  
MEMBERS AND MEETINGS OF MEMBERS**

**Section 2.1 Members.** The members of the Foundation shall consist of all the active, additional active, and senior active members of the Rotary Club of Seattle and election and qualification for membership in the Rotary Club of Seattle shall, without any further act or deed, make such member of the Rotary Club of Seattle a member of the SEATTLE ROTARY SERVICE FOUNDATION and termination of membership in the Rotary Club of Seattle shall likewise terminate membership in the SEATTLE ROTARY SERVICE FOUNDATION. Members shall not be personally liable for the acts, debts, liabilities or obligations of the Foundation.

**Section 2.2 Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of members. Members shall have the right (a) to elect the Trustees of the Foundation, (b) to amend or restate the Articles of Incorporation or Bylaws of the Foundation, (c) to approve the sale of all or substantially all of the assets of the Foundation, (d) to approve the voluntary dissolution of the Foundation and (e) to vote on any other matters on which the approval or vote of members is required by applicable Washington law as set forth in Section 2.14 of these Bylaws.

**Section 2.3 Classes of Members.** The Foundation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

**Section 2.4 Annual Meetings.** The annual meeting of the Foundation shall be held on the same date and location as the annual meeting of the Rotary Club of Seattle for the election of the Foundation's Trustees or as selected by the President or Board of Trustees of the Foundation. The failure to hold an annual meeting does not affect the validity of any corporate action. Election of Trustees to succeed those whose terms expire, presentation of reports, and the transaction of any other business as may come before the members at any special meeting as well.

**Section 2.5 Regular Meetings.** The Foundation may hold regular meetings. Notice of regular meetings may be made by providing each member with the adopted schedule of regular meetings for the ensuing year in the form of a record after the annual meeting and at least ten days before the next succeeding regular meeting, or at the request of a member.

**Section 2.6 Special Meetings.** The President, Secretary, Board of Trustees, or members holding not less than twenty-five percent (25%) of the votes entitled to vote at such meeting may call special meetings of the members for any purpose(s), unless otherwise prescribed by statute. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.

**Section 2.7 Place of Meetings.** All meetings of members shall be held at the place designated by the person entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

**Section 2.8 Notice of Special Member Meetings.**

**A. Time and Place.** Written notice stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) and no more than sixty (60) days before the meeting.

**B. Notice in a Tangible Medium; Effectiveness of Notice.** Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone or electronic transmission.

**(a) Notice in Person.** Notice given in person is effective when communicated, if communicated in a comprehensible manner.

**(b) Notice by Mail.** Notice given by mail is effective (a) five (5) days after its deposit in the United States mail or with a commercial delivery service, if the postage or delivery charge is paid and notice is correctly addressed, or (b) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, or by commercial delivery service.

**(c) Notice by Electronic Transmission.** Notice given by electronic transmission is effective when given, if the notice is delivered by electronic transmission to the member's address shown in the Foundation's current record of members.

**C. Notice by General Circulation or Public Broadcast.** If notice in person or by delivery is impracticable, notice may be communicated by a newspaper of general circulation in the area where published or by radio, television or other form of public broadcast communication.

**D. Notice of Meeting Called by Members.** At any time, upon the written request of members holding not less than twenty-five percent (25%) of the votes entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, and if the Secretary shall neglect or refuse to issue such notice in the manner provided by these Bylaws, the person or persons making the request may do so and may fix the date, time and place for such meeting.

**E. Notice of Meeting to be Held via Remote Communications.** For any meeting at which one or more members may participate by means of remote communication, the Foundation shall deliver notice of the meeting to each member by a means which the member has authorized and provide complete instructions for participating in the meeting by remote communication.

**Section 2.9 Voting by Mail or Electronic Transmission.** Whenever proposals are to be approved or Trustees are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

**Section 2.10 Quorum.** A majority of the members of the Foundation entitled to vote shall constitute a quorum at a meeting of members. If less than a majority of the members of the Foundation entitled to vote is represented at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. When a meeting that has been adjourned for lack of a quorum is reconvened, those members present, although less than a quorum, shall nonetheless constitute a quorum if notice of the time and place of the reconvened meeting is provided by electronic transmission or in person to the members entitled to vote at least twenty-four hours before the reconvened meeting. Members voting by mail or electronic transmission are considered to be present for purposes of quorum as set forth in Section 2.9 of these Bylaws. Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or is required to be set for that adjourned meeting.

## **Section 2.11 Waiver of Notice.**

**A. In Writing.** A member may waive any notice required by these Bylaws not more than sixty (60) days before or sixty (60) days after the date and time stated in the notice or of the meeting or action. Such waiver must be in the form of a record, be executed by the member entitled to the notice and be delivered to the Foundation.

**B. By Attendance.** Presence at a meeting shall constitute a waiver of notice unless the member at the beginning of the meeting or immediately upon arrival at the meeting objects to holding the meeting or transacting business at the meeting. The member waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects at the meeting to considering the matter.

**Section 2.12 Record Date for Determining Members.** The Board of Trustees may fix a future date as the record date to determine notice of a special meeting, to vote or to take any other action. Such record date may not be more than seventy days before the meeting or action requiring a determination of members. If the Board of Trustees does not set a future record date, the record date for determining members shall be the day before the first notice of meeting is given to the members.

**Section 2.13 Manner of Acting.** The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

## **Section 2.14 Extraordinary Action.**

**A. Procedure.** In the event of (a) the amendment of the articles of incorporation, or these Bylaws (b) merger, consolidation, conversion or domestication of the Foundation, (c) the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Foundation, (d) the distribution of assets of the Foundation, (e) the dissolution of the Foundation, or (f) revocation of dissolution proceedings, the Board of Trustees shall adopt a resolution to recommend such action to the members at either an annual, regular or special meeting of the members. A majority of the members must approve such actions.

**B. Special Requirements for Notice of a Meeting.** The Board of Trustees shall cause notice of the meeting to be given to the members, which notice shall be in the form of a record, to consider such action in accordance with the provisions of Section 2.8 of these Bylaws. The notice of a meeting of members

to consider either (a) the amendment of the articles of incorporation or these Bylaws, (b) a merger, consolidation, conversion or domestication of the Foundation, or (c) the sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the Foundation must include either a copy or summary of the amendment, the plan of merger or the plan of disposition, as the case may be.

**C. Unanimous Written Consent.** Notwithstanding the foregoing, the members may approve such actions by unanimous written consent.

**Section 2.15 Proxies.** A member may vote by proxy executed in writing by the member or by such member's attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. A proxy shall become invalid eleven (11) months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder of the proxy to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment of such meeting.

**Section 2.15 Meeting by Remote Communications.** Members may participate in a meeting of members via remote communications by means of which all persons participating in the meeting can participate substantially concurrently, vote on matters submitted to the members, pose questions and make comments. Participation via such equipment shall constitute presence in person at a meeting.

### **ARTICLE 3. BOARD OF TRUSTEES**

**Section 3.1 General Powers; Presumption of Assent.** The business and affairs of the Foundation shall be managed by the Board of Trustees. A trustee who is present at a meeting of the Board of Trustees shall be presumed to have assented to action taken unless the trustee's dissent or abstention is delivered to the Secretary of the Foundation, during or immediately after adjournment of the meeting.

**Section 3.2 Number and Qualifications.** All Trustees shall be members of the Rotary Club of Seattle. Except as otherwise provided in the next paragraph, the Board of Trustees shall consist of not fewer than nine (9) Trustees or more than fifteen (15), such number, however, is to be divisible by three (3). The Board of Trustees shall have authority from time to time to increase or decrease the number of Trustees, but within the limits above specified and except as otherwise provided in the next paragraph. In the event of increase, the Board of Trustees shall have authority to elect new Trustees pursuant to Section 3.3 and this Section 3.2. The Foundation may increase or decrease the number of Trustees, but a

decrease in the number of Trustees may not shorten an incumbent Trustee's term. New members of the Board of Trustees shall be classified as to terms of office to comply with the requirements of this Article 3.

Notwithstanding the foregoing, pursuant to Article 5.5E below, the Immediate Past President shall serve as a member of the Board of Trustees. In addition and notwithstanding the foregoing, pursuant to Article 5.2 below, the President and the President Elect shall serve as members of the Board of Trustees for one year with voting rights if their board term has expired, and their expired term shall be filled pursuant to this Article 3.

**Section 3.3 Nomination, Election, and Tenure.** Successor Trustees shall be nominated annually by the Governance Committee of the Rotary Club of Seattle, as that committee may be designated and appointed from time to time and which shall serve as the nominating committee of the Trustees to be elected as the Foundation's Board of Trustees.

One-third of the number of Trustees fixed by or in the manner provided by these Bylaws shall be elected each year at the annual meeting of the Members by the affirmative vote of a majority of Members to replace that group of Trustees whose terms expire each year, following the nominations presented by the Governance Committee of the Rotary Club of Seattle.

Unless a Trustee dies, resigns or is removed, such Trustee shall hold office for a term expiring upon the date of the annual meeting of the Members three (3) years subsequent to their election and until their successors are elected and qualified. No Trustee shall serve for a term that exceeds two (2) successive three-year terms.

**Section 3.4 Annual Meeting.** The annual meeting of the Board of Trustees shall be held no later than the third week of June. As set forth in Section 5.2, nominations for all officers shall be presented to the Board of Trustees and voting shall take place no later than the June meeting, unless the Board of Trustees shall determine otherwise from time to time.

**Section 3.5 Regular Meetings.** By resolution, the Board of Trustees may specify the date, time, and place for the holding of regular meetings, without other notice than such resolution; provided, that notice must be given as provided in Section 3.16 for any meeting where removal of a Trustee is being considered. Except for discussions and decisions regarding grant requests of the Foundation, any member as defined herein may attend a Board of Trustee meeting. When the Board of Trustees is discussing or making decisions on grant requests, the Board of Trustees may restrict attendance at the meeting to Officers, Trustees, members serving on the Grant Committee, and other persons at the discretion of the Board.

**Section 3.6 Special Meetings.** Special meetings of the Board of Trustees may be called by or at the written request of the President or by any two Trustees provided that the President or such Trustees promptly notify the Secretary.

**Section 3.7 Meetings by Remote Communication.** Trustees on the Board of Trustees or any committee designated by the Board of Trustees may participate in a meeting of such Board or committee by means of which all the Trustees may participate substantially concurrently, vote on matters submitted to the Board, pose questions and make comments. Participation by such means shall constitute presence in person at a meeting. Notice of such meeting must be delivered to each Trustee in a way which the Trustee has authorized and provide complete instructions for participating in the meeting by remote communication.

**Section 3.8 Place of Meetings.** Those authorized to call special meetings may fix the place for holding any Board meeting they may call.

**Section 3.9 Notice of Special Meetings.** The Secretary shall give notice to each Trustee then in office at least forty-eight (48) hours prior to the time fixed for the meeting, which notice shall specify the time and place.

**A. In Writing.** Notices in writing may be delivered or mailed to the Trustee at such Trustee's address shown on the records of the Foundation at least forty-eight (48) hours before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting unless required by these Bylaws or by applicable Washington law.

**B. Personal Communication.** Notice may be by personal communication with the Trustee at least forty-eight (48) hours before the meeting.

**C. Electronic Transmission.** Notices may be provided in an electronic transmission and be electronically transmitted at least forty-eight hours before the meeting. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose even if no individual is aware of its receipt.

**D. Posting Electronic Notice.** Notice may be provided to Trustees by posting the notice on an electronic network and delivering to such Trustees a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than forty-eight hours before the meeting. Notice is effective when it has been



posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.9(D).

### **Section 3.10 Waiver of Notice.**

**A. Record.** A Trustee may provide a written waiver of notice at any time. Such waiver shall be filed with the corporate records.

**B. By Attendance.** The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, unless the Trustee at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to action taken at the meeting.

**Section 3.11 Quorum.** A majority of the number of Trustees in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

**Section 3.12 Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

**Section 3.13 Actions by Written Consent.** Any corporate action which could be taken at a meeting of the Board of Trustees (or any committee), may be taken without a meeting if each Trustee entitled to vote with respect to such action executes a consent in writing, or by facsimile, or by electronic mail, setting forth the action to be taken, which consent shall be signed in whole or in counterparts by all of the Trustees. In no event may the period between the date of the first signature by a Trustee on such a consent and date on which all Trustees have executed the consent be more than sixty (60) days. Such consent shall have the same force and effect of action taken at a meeting of the Board and may be described as such in any document.

**Section 3.14 Meeting by Remote Communication.** Trustees of the Board may participate in a meeting of the Board via remote communications by means of which all persons participating in the meeting can participate substantially concurrently, vote on matters submitted to the Trustees, pose questions and make comments. Participation via such equipment shall constitute presence in person at a meeting.

**Section 3.15 Resignation, Vacancies, and Removal.** A trustee may resign at any time by delivering a written resignation to the Board of Trustees or by giving oral notice at any meeting of the Board. Such resignation shall take effect at the time specified in the resignation or, if the time is unspecified, upon delivery of the resignation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If such resignation results in the Foundation having no Trustees then in office, the last-resigning Trustee shall notify the Attorney General, in the form of a record, that the Foundation has no Trustees in office.

If a vacancy occurs on the Board of Trustees by reason of death, resignation, or removal from office, such vacancy may be filled by the affirmative vote of a majority of the remaining Trustees. A vacancy that will occur at a specific later time, by reason of a resignation being effective at a later time, or otherwise, may be filled before the vacancy occurs but the new Trustee may not take office until the vacancy occurs. A Trustee who fills a vacancy shall serve for the unexpired term of such Trustee's predecessor in office.

One or more Trustees may be removed from office, with or without cause, by members then entitled to vote on the election of Trustees represented in person at a meeting of members at which a quorum is present or by unanimous written consent. Notice of such meeting shall state that the purpose, or one of the purposes, of the meeting is the removal of a Trustee. In addition to removal by members as provided by law, a Trustee may be removed, with or without cause, by a supermajority, two-thirds (2/3) vote of the Board of Trustees. "Cause" means any one or more of the following: (a) intentional misconduct or violation of law, (b) legal declaration of incompetence, (c) two or more unexplained absences from regular Board meetings, (d) actions detrimental to the operation or reputation of the Foundation, or (e) any other reason specified in RCW 24.03A.530(5) and (6).

**Section 3.16 Compensation.** Trustees shall receive no compensation for their service as Trustees but may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

**ARTICLE 4.**  
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(For reasons yet to be determined.)

## ARTICLE 5. OFFICERS

**Section 5.1 Number and Qualification.** The officers of the Foundation shall be the President, the President-Elect (who may serve as the Vice President), the Secretary, and the Treasurer each of whom shall be elected by the Board of Trustees. Such elections shall be by open voting unless the Trustees determine to use a written ballot. Other officers, including one or more Vice Presidents and assistant officers, may be elected or appointed by the Board, which officers and assistant officers shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

All officers shall be members of the Rotary Club of Seattle. A Trustee may hold one or more offices during a three-year term, but only one office per year. It shall not be necessary for the Treasurer to be a Trustee.

**Section 5.2 Nominations and Election of Officers.** The third-year Trustees and the immediate past president of the Foundation shall be the nominating committee for the officers of the following year. Nominations for all officers shall be presented to the Board of Trustees and voting shall take place no later than the June meeting, unless the Board of Trustees shall determine otherwise from time to time. Newly elected officers' terms commence on July 1 of the new Rotary year. The officers shall be selected from the existing members of the Board of Trustees with the exception of the Treasurer, who may but need not be a Trustee. If the board term of the President or the President Elect will have expired by the time of their service either as President Elect or as President, they shall continue to serve as a member of the Board of Trustees for one year with voting rights, and their expired term shall be filled pursuant to Article 3.

**Section 5.3 Term of Office.** Each officer elected by the Board of Trustees shall serve for a one-year term, or for a term not to exceed two years as may be designated by the Board of Trustees, provided, however that the Treasurer must be elected at each year and may serve for more than two years.

**Section 5.4 Resignation, Vacancies, and Removal.** Any officer may resign at any time by delivering written notice to the President, Secretary or the Board, or by giving oral or written notice at any meeting of the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. If a resignation is made effective at a specific later time and the Board accepts the future effective time, then the Board may designate a

successor before the effective time if the Board provides that the successor does not take office until the effective time.

Any officer or agent elected or appointed by the Board may be removed, with or without cause, by a supermajority, two-thirds (2/3) vote of the Board of Trustees. "Cause" shall have the meaning set forth in Section 3.15.

The Board of Trustees shall fill any vacancy that occurs by reason of death, resignation, or disqualification, and the person elected to fill the vacancy shall complete the term of the officer whose position has become vacant.

### **Section 5.5 Duties.**

**A. President.** The President shall preside at all meetings of the Board of Trustees and of the members when meetings of members are held separately from meetings of the Rotary Club of Seattle. The President shall be the chief executive of the Foundation, shall be an ex-officio, nonvoting director on the Board of the Rotary Club of Seattle, shall sign all documents authorized by the Board of Trustees or required in the ordinary conduct of the Foundation's business, shall carry out the general policies authorized by the Board of Trustees, shall select and appoint all committee members except those appointed by the Board of Trustees, and shall perform all acts incident to the office of a president and such other duties as the Board of Trustees may require.

**B. President-Elect / Vice President.** The President-Elect / Vice President shall act for and have all of the powers conferred upon the President during the President's absence or inability to act and shall perform other duties as may be specified by the Board of Trustees.

**C. Secretary.** The Secretary shall oversee the preparation of minutes of Foundation meetings and ensure that accurate records are kept, including, but not limited to, the Bylaws. The Secretary shall keep the seal of the Foundation, if any, and have charge of the seal and the corporate books, and shall make such reports and perform such other duties that are properly required of the Secretary. All of the duties to be performed by the Secretary, by direction of the President or Secretary, may be performed by an assistant secretary or by some other officer or person. The Secretary shall also perform such other duties as the Board of Trustees may require.

**D. Treasurer.** The Treasurer shall be custodian of the funds of the Foundation, and all moneys shall be delivered to the Treasurer for deposit or shall be deposited in a bank selected by the Treasurer or the Board of Trustees. The Treasurer shall oversee disbursements of moneys and assets and shall perform all acts incident to the office of a treasurer and other duties as the Board of Trustees may require.

**E. Immediate Past President.** The Immediate Past President shall serve as a member of the Board of Trustees for one year with voting rights once the President's term is complete. It shall be the duty of the Immediate Past President to serve as counsel to the President and Board and to perform such other duties as may be assigned from time to time by the President. The Immediate Past President may also preside at any meeting of the Board in the absence of the President and President-Elect.

**Section 5.6 No Compensation.** The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the Foundation.

## **ARTICLE 6. STANDARDS OF CONDUCT FOR TRUSTEES AND OFFICERS**

**Section 6.1 Conflict of Interest.** Foundation officers, Trustees, and members of committees of the Board of Trustees authorized to act on behalf of the Foundation board shall complete a Conflict of Interest Questionnaire annually.

**Section 6.2 Duties of Care and Loyalty.** Officers and Trustees shall discharge their respective duties of any committee of the Board upon which a Trustee may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary, prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such officer or Trustee reasonably believes to be in the best interests of the Foundation.

### **Section 6.3 Trustees' Duties.**

- (a) Trustees are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.
- (b) Trustees shall serve on Board committees as needed.
- (c) Trustees are expected to educate themselves regarding the history, purpose, and activities of the Foundation so as to provide valuable service.

**Section 6.4 Reliance on Others.** In discharging the duties of a Trustee, a Trustee may rely on information, opinions, reports, or statements, including financial statements or other financial data, if prepared or presented by:

(a) One or more officers, employees, or volunteers of the Foundation whom the Trustee reasonably believes to be reliable and competent in the functions performed or matters presented;

(b) Legal counsel, public accountants, or other persons retained by the Foundation as to matters involving skills or expertise the Trustee reasonably believes are matters: (i) Within the particular person's profession or expert competence; or (ii) As to which the particular person merits confidence; or

(c) A committee of the Board of which the Trustee is not a member, designated in accordance with provisions of the articles or bylaws, as to matters within its designated authority, if the Trustee reasonably believes the committee merits confidence.

## **ARTICLE 7. FUNDS, DISBURSEMENTS, ACCOUNTING MATTERS, AND CONTRACTS**

**Section 7.1 Funds.** All funds received by the Foundation shall be deposited in a banking account of the Foundation and disbursed therefrom for the purposes and requirements of the Foundation by check or by electronic transfer.

**Section 7.2 Disbursements.** Checks, drafts, promissory notes, bills of exchange, acceptances, and other instruments for the payment of money of more than \$10,000 shall be signed by two officers of the Foundation or other persons approved by the Treasurer or Board of Trustees. The Board of Trustees shall designate those persons authorized to sign checks or authorize wire transfers on behalf of the Foundation.

**Section 7.3 Bookkeeping.** Books of account shall be kept and reviewed by a certified public accountant firm or an individual approved by the Board of Trustees, but the report of examination need not be certified unless required by the Board of Trustees. The accounting year of the Foundation shall be the fiscal year ending June 30 unless otherwise fixed by resolution of the Board.

**Section 7.4 Annual Financial Report.** Each Trustee shall be furnished a copy or summary of the annual report of the certified public accountant firm or the individual as soon as reasonably possible following its availability.

**Section 7.5 Book Inspection.** All books of account and financial matters shall be open to inspection at all times by any member or Trustee.

**Section 7.6 Deeds and Contracts.** After approval by the Board of Trustees, deeds, mortgages, contracts, and all other instruments affecting real property or purporting to convey or encumber any interest in real property shall be signed by the President or Vice President, if elected, and by the Secretary or Treasurer, and when so signed shall be binding upon the Foundation.

The Board may authorize any Trustee, officer, or agent, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances. No Trustee or officer of the Foundation who is under eighteen (18) years of age shall have authority to execute any document on behalf of the Foundation, or otherwise to bind the Foundation with respect to any other party, without the written concurrence of one or more other Trustees or officers who are at least eighteen (18) years of age and would, between them, have independent authority to execute the same document or to bind the Foundation in the same way.

**Section 7.7 Loans.** No loan shall be made by the Foundation to any officer, trustee, or member, nor shall any officer, trustee, or member make any loans to the Foundation.

**Section 7.8 Rules of Procedure.** The person presiding at meetings of the Board shall have authority to establish reasonable rules and procedures for the conduct of the meeting, consistent with these Bylaws, the Articles of Incorporation and any resolution of Board, including the manner of recognizing Trustees for the floor, controlling the order of business, setting the manner of discussion and debate, establishing time periods, the calling of a vote, the tallying of votes, and the certification of results. The presiding officer may, but need not, adhere to any reasonable published authority on rules of order.

**Section 7.9 Investment of Funds.** Funds of the Foundation shall be invested in a prudent manner, consistent with the provisions of the Uniform Prudent Management of Institutional Funds Act (RCW Chapter 24.55). Funds received by the Foundation shall be used only for the purposes for which the funds are specified in strict conformity with any restrictions in the gift instrument unless such restrictions are modified in accordance with RCW 24.55.045

## **ARTICLE 8. COMMITTEES**

**Section 8.1 Standing Committees.** The following committees, their equivalent, or other committees may be appointed by the President consisting

each of no fewer than two (2) Trustees to perform the duties specified. The Board of Trustees may choose to function as, and to perform all duties of, any of these standing committees. Any committee members that are not Trustees shall have no voting rights.

**A. Annual Fund Drive Committee.** The Annual Fund Drive Committee shall recommend to the Board of Trustees the manner and amount of solicitation of annual funds for Foundation purposes from among members and shall coordinate and assist in the carrying out the solicitation campaign approved by the Board of Trustees.

**B. Finance Committee.** The Finance Committee shall serve as advisors to the Foundation for accounting purposes, for the investment and reinvestment of Foundation funds and/or the selection of appropriate investment advisors or managers, and for the safekeeping of its securities and other property. The committee shall from time to time make recommendations to the Board of Trustees and implement procedures and practices for carrying out the fiscal objectives and accounting practices of the Foundation.

**C. Grant Committee.** One or more Grant Committees may be appointed by the President. The Grant Committee(s) shall recommend to the Board of Trustees standards and criteria to be considered when allocating funds of the Foundation. The Grant Committee(s) shall review requests for funds and make reports and grant recommendations to the Board of Trustees. The Grant Committee(s) shall recommend: (1) the amount of funds to be granted by the Foundation, (2) the priority of allocating the grant of funds among the various requests received, and (3) any grant conditions or qualifications deemed appropriate.

**D. Special Giving Committee.** The Special Giving Committee shall recommend to the Board of Trustees the manner and amount of solicitation of board-designated and endowment funds from members and others and shall coordinate and assist in the carrying out the solicitation campaign approved by the Board of Trustees.

**E. Governance Committee.** The Governance Committee shall advise the Board of Trustees on matters concerning regulatory compliance, procedures for meetings and reports, training of incoming board members on organizational governance matters, and parliamentary procedures. In carrying out this role, the Governance Committee will work directly with the Finance Committee on matters concerning that committee. In addition, the Governance Committee will work with the Rotary Club of Seattle leadership on governance matters.



**Section 8.2 Special Committees.** The President may establish and appoint any Special Committee the President deems appropriate and shall report on the Special Committee's activities to the Board of Trustees.

**Section 8.3 Qualifications of Committee Members.** All committee members shall be members of the Rotary Club of Seattle, but need not be Trustees or officers of the Foundation.

**Section 8.4 Term.** All committee members shall serve for terms commensurate with the term of the President appointing the members to that committee.

**Section 8.5 Committee Reports.** When requested by the President or Board of Trustees, a committee chair shall report to the Board of Trustees on the committee's activities and plans for the purpose of obtaining ratification and/or authorization by the Board of Trustees.

**Section 8.6 Committee Meetings.** All Bylaw provisions relating to meetings of the entire Board of Trustees shall be applicable to meetings of all committees, unless the Board of Trustees shall determine otherwise from time to time.

## **ARTICLE 9. EFFECT OF BYLAWS**

**Section 9.1 Adoption.** These Bylaws as amended, together with the Articles of Incorporation of the Foundation, as amended, and the applicable laws of the state of Washington shall govern the operations of the Foundation.

**Section 9.2 Repeal.** These Bylaws, as amended, supersede and replace all prior Bylaws of the Foundation.

**Section 9.3 Articles Shall Govern.** If there is any inconsistency between the Articles of the Foundation and these Bylaws, the Articles, as amended, shall govern, and any inconsistent Bylaw shall be deemed amended in accordance with such Articles, but shall not affect any other Bylaw.

**Section 9.4 Provisions Contrary to or Inconsistent with Law.** Any article, section, subsection, paragraph, sentence, clause, or phrase of these Bylaws that is contrary to, or inconsistent with, any applicable provision of law shall not apply so long as that provision of law remains in effect. Such result, however, shall not affect the validity or applicability of any other portion of these Bylaws.

**ARTICLE 10.  
AMENDMENT OF THE BYLAWS**

Except as hereinafter provided in this Article 10, the power to alter, amend, or repeal these Bylaws or adopt new Bylaws is vested in the Board of Trustees by a supermajority, two-thirds (2/3) vote of the Board of Trustees at any meeting of the Board. The members of the Foundation shall be notified in writing within fifteen (15) days after the date the Board of Trustees has approved any change to the Bylaws. The members may rescind such action taken by the Board of Trustees with respect to the Bylaws by a majority vote of the members present at a special meeting of the members of the Rotary Club of Seattle, as set forth under Section 2.6 herein, provided written notice is given to the members that such matters will be considered at the special meeting, which may be held in the same manner and location as a meeting of the Rotary Club of Seattle. If the change(s) to the Bylaws is rescinded by the members at such a special meeting as set forth herein, the Board of Trustee's change(s) to the Bylaws shall be void and of no force or effect.

If written notice for a special meeting is not sent within sixty (60) days after the date the Board of Trustees has approved any change to the Bylaws, such change(s) to the Bylaws shall be immediately effective without further action and any special meeting notice sent to rescind such change to the Bylaws after such sixty (60) days shall be void and of no force or effect. Notwithstanding anything to the contrary in the Bylaws, to the extent that this Article 10 is inconsistent with the Articles of Incorporation, the Bylaws shall govern.

**Adoption by the Board of Trustees**

The Amended and Restated Bylaws of the Foundation were adopted by resolution of the Foundation's Board of Trustees, as set forth herein, on February 22, 2024, at Seattle, Washington.

By: 

Print Name: Robyn W. Grad

Title: Secretary of the Foundation