

BYLAWS  
OF  
MERCED SUNRISE ROTARY CLUB CHARITY

ARTICLE I

NAME AND LOCATION

Section 1. The name of this corporation shall be MERCED SUNRISE ROTARY CLUB CHARITY. The corporation is organized under the Non-Profit Public Benefit Corporation Law.

Section 2. The principal office for the transaction of the business of the corporation ("principal executive office") is located in the City of Merced, County of Merced, and State of California. The Trustees may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE II

OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

To collect, receive and solicit contributions and administer funds for charitable, educational (including awarding of scholarships, fellowships, and grants), scientific and literary purposes and to make donations to, dispense charitable contributions through, and otherwise aid and support those organizations qualified for exemption from income tax under the Internal Revenue Code, as now in effect or as subsequently amended, that are organized exclusively for charitable, literary, scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and that do not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III  
MEMBERSHIP

Section 1. QUALIFICATIONS

This corporation shall have a general membership distinct and apart from the Corporate Officers and Trustees. The general membership shall consist of all the members of Merced Sunrise Rotary Club.

Any member who is removed or resigns from the Merced Sunrise Rotary Club shall also be deemed to have been removed or to have resigned from the Merced Sunrise Rotary Club Charity.

Section 2. CERTIFICATE OF MEMBERSHIP

The Board of Trustees may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary or an assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and date of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Trustees may determine.

Section 3. TERMINATION OF MEMBERSHIP

Causes of Termination. The membership of any regular member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member;
- (b) Ceasing to be a member of the Merced Sunrise Rotary Club for any reason;
- (c) The failure of a member to pay annual dues within the times set forth by the Board of Trustees;
- (d) The determination by the Board of Trustees or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules and regulations adopted by the Board of Trustees.

Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (d) above, the following procedure shall be implemented:

- (a) A notice shall be sent by mail by prepaid, first-class or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three Trustees appointed by the President. The notice to the member of the proposed expulsion shall state the date, time, and place of the hearing on the proposed expulsion.

(c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(d) Any person expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

(e) Removal or resignation shall not relieve the member of any of the member's obligations existing at the time of removal or resignation.

#### Section 4. TRANSFER OF MEMBERSHIPS

Members may not transfer memberships to another person.

### ARTICLE IV

#### MEETING OF MEMBERS

##### Section 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Trustees. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

##### Section 2. ANNUAL MEETING

The annual meeting of the Charity members shall be held on the fourth Tuesday in October of each year, unless the Board of Trustees fixes another date and so notifies the members as provided in Section 4 of this Article IV. If the fourth Tuesday in October is a legal holiday, the meeting shall be held on the next succeeding Tuesday not a legal holiday. The meeting shall be held at the hour of 7:00 p.m., or as directed by the Board of Trustees.

##### Section 3. SPECIAL MEETING

(a) Authorized Persons Who May Call. A special meeting of the members may be called at any time by any of the following: the Board of Trustees, the President, Vice President, or Secretary, or five percent of the members.

(b) Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

(i) Removing a Trustee without cause;

(ii) Filling vacancies on the Board of Trustees by the members;

(iii) Amending the Articles of Incorporation or <sup>By</sup>Bylaws;

(iv) Approving a contract or transaction in which a Trustee has a material financial interest;

(v) Approving disbursements of \$5,000 or more for purposes for which this corporation was formed;

(vi) Approving borrowings or other obligations in excess of \$5,000;

(vii) Approving a plan of distribution of assets, other than cash, in liquidation when the corporation has more than one class of memberships outstanding.

(c) Manner of Giving Notice. Notice of any meeting of member shall be given either personally or by United States mail, other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that member by United States mail or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram other means of written communication. When the notice is given by United States mail, other than first class mail, the notice shall be mailed not less than 20 days prior to the meeting.

(d) Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any member's meeting may be executed by the Secretary, assistant Secretary, or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

## Section 5. QUORUM

(a) Percentage Required. Ten percent of the members shall constitute a quorum for the transaction of business at a meeting of the members. Provided however, if less than 33 1/3% of the members present, no business, other than that listed in the notice of the meeting, shall be transacted.

(b) Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

## Section 6. ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at the meeting. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

## Section 7. VOTING

(a) Eligibility to Vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 10 of this Article IV, subject to the provisions of the California Non-Profit Corporation Law.

(b) Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of Trustees must be by ballot if demanded by any member before the voting begins.

(c) Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote, and voting on any matter (other than the election of Trustees), shall be the act of the members, unless the vote of a greater number of voting by classes is required by California Non-profit Corporation Law or by the Articles of Incorporation.

## Section 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

(a) Written Waiver or Consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each person entitled to vote, who was not present in person, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of

members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article IV, the waiver of notice of consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver of Attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of a meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

#### Section 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

#### Section 10. RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENTS

(a) To be Determined by Board of Trustees. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Trustees may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of any such meeting, nor more than 60 days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Non-Profit Corporation law.

(b) Failure of Board to Determine Date.

(i) Record Date for Notices or Voting. Unless fixed by the Board of Trustees, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the business day preceding the day on which notice is given, or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) Record Date for Written Consent to Action Without Meeting. Unless fixed by the Board of Trustees, the record date for determining those members entitled to vote by ballot on corporate action without a meeting (when no prior action by the Board has been taken) shall be the day on which the first written consent was given. When prior action of

the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(iii) "Record Date" Means as of Close of Business. For the purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

#### Section 11. PROXIES

Proxies shall not be allowed.

#### Section 12. VOTING RIGHTS

Each regular member shall be entitled to have one vote on all matters submitted to a vote of the Member.

### ARTICLE V

#### ELECTION OF TRUSTEES

##### Section 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Nominating Committee. The nominating committee shall make its report on or before the annual meeting. The nominating committee shall consist of all past presidents of the Merced Sunrise Rotary Club. A subcommittee of the five most recent past presidents willing and able to serve shall prepare a slate of at least two candidates for each vacancy from which the nominating committee may select.

(b) Nominations by Members. Members representing 2% (two percent) of the membership may nominate candidates for Trusteeship at any time prior to the close of nominations at the annual meeting. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

(c) Use of Corporate Funds to Support Nominee. Without authorization of the Board, no corporate funds may be expended to support a nominee for Trustee after there are more people nominated for Director than can be elected.

##### Section 2. VOTE REQUIRED TO ELECT TRUSTEE

(a) Each voting member shall be entitled to cast one vote for each Trustee vacancy to be filled. Cumulative voting shall not be allowed.

(b) Candidates receiving the highest number of votes shall be elected as Trustees.

## ARTICLE VI

### BOARD OF TRUSTEES

#### Section 1. POWERS

(a) General Corporate Powers. Subject to the provisions of the California Non-profit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Trustees shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country; and, conduct business within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(iii) Adopt, make and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the corporation's purposes. Issue in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; provided however, that a majority of the members voting at a duly called meeting to consider the incurring of the obligation authorized the Board to so act. All checks, drafts, or orders for the payment of dollars, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Chief Financial Officer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

(v) To accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

(vi) To contract for goods and/or services for the corporation, subject to the limitations elsewhere provided in these Bylaws, to maintain and otherwise manage or cause to be



managed, all other property acquired by the corporation and to contract and pay maintenance, utilities, materials and supplies and services, relating to facilities, and to employ personnel reasonably necessary for the operation of the corporation, including lawyers and accountants where appropriate.

(vii) 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 a specific instance.

(viii) To exercise all other powers granted to the Board of Trustees by the Articles of Incorporation or the Bylaws or the laws of the State of California.

(ix) To conduct, manage, and control the affairs and business of the corporation.

(c) Limitation on Powers. Notwithstanding any other provision of these Bylaws, the Board of Trustees shall not have the power to expend, or to commit the Charity to expend;

(i) More than One Thousand Dollars (\$1,000.00) for any one charitable project or organization without the final approval of a majority of a committee composed of the directors of the Merced Sunrise Rotary Club;

(ii) Five Thousand Dollars (\$5,000.00) or more for any one charitable project within one year without first submitting such proposal to the general membership for ratification;

(iii) Sixty percent (60%) of the annual gifts received shall be designated as being for long term or substantial projects and shall only be expended on projects that the Board of Trustees designates as long term or substantial.

## Section 2. NUMBER AND QUALIFICATION OF TRUSTEES

The authorized number of Trustees shall be nine (9) Trustees need not be residents of the State of California or members of the corporation.

## Section 3. ELECTION AND TERM OF OFFICE OF TRUSTEES

Two (2) Trustees shall be elected at each annual meeting of the Charity and shall serve for a three year term commencing the following July 1. The President, the immediate past President, and the President elect of Merced Sunrise Rotary Club shall each be one of the Trustees. The number of Trustees may be increased or decreased from time to time by an amendment to these Bylaws; however, the number of Trustees shall never be less than five (5). If any annual meeting is not held or the Trustees are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. Each Trustee, including a Trustee elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

#### Section 4. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies on the Board of Trustees shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Trustee, (ii) the declaration by resolution of the Board of Trustees of a vacancy of the office of a trustee who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order or judgment of any court, (iii) the vote of the members to remove a Trustee, (iv) the increase of the authorized number of Trustees, or (v) the failure of the members, at any meeting of members at which any Trustee or Trustees are to be elected, to elect the number of Trustees to be elected at such meeting.

(b) Resignations. Except as provided in this paragraph, any Trustee may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Trustees, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Trustee is effective at a future time, the Board of Trustees may elect a successor to take office when the resignation becomes effective. No Trustee may resign when the corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs.

(c) Removal. At any meeting of the Charity membership, any Trustee or Trustees may be removed from office, without assignment of any reason therefore, by a majority vote of the Charity membership. When any Trustee or Trustees are removed, new Trustees may be elected at the same meeting of the Charity members for unexpired term or terms of the Trustee or Trustees removed, such unexpired terms shall be considered vacancies on the Board to be filled by the remaining Trustees.

(d) Vacancies Filled by Members. The members may elect a Trustee or Trustees at any time to fill any vacancy or vacancies not filled by the Trustees at an election or by written consent of a majority of the voting power. If the Charity membership shall fail to elect a person to fill the unexpired term of any Trustee removed, such unexpired term shall be considered a vacancy on the Board to be filled by the remaining Trustees.

(e) No Vacancy on Reduction of Number of Trustees. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before the Trustee's term of office expires.

#### Section 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Trustees may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section

5, a regular or special meeting of the Board of Trustees may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can hear one another, and all such Trustees shall be deemed to be present in person at such meeting.

#### Section 6. ANNUAL MEETING

Immediately before the commencement of the fiscal year, the Board of Trustees shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

#### Section 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board of Trustees shall be held without call at such time as shall from time to time be fixed by the Board of Trustees. Such regular meetings may be held without notice.

#### Section 8. SPECIAL MEETINGS

(a) Authority to Call. Special meetings of the Board of Trustees for any purpose may be called at any time by the president, the Vice-President, or any three Trustees upon written notice or other adequate notice.

#### (b) Notice

(i) Manner of Giving. Notice of the time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery or written notice; (b) by first class mail, postage paid; or (c) by voice or facsimile telephone communication, either directly to the Trustee or to a person at the Trustee's office who would reasonably be expected to communicate such notice promptly to the Trustee. All such notices shall be given or sent to the Trustee's address or telephone number as shown on the records of the corporation.

(ii) Time Requirements. Notices sent by first class mail shall be deposited into a United States mail box at least 5 days before the time set for the meeting. Notices given by personal delivery or telephone shall be delivered or telephoned at least 48 hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time and place of the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

## Section 9. QUORUM

A quorum of the authorized number of Trustees shall be four (4) or a majority of those in office if there are fewer than seven (7) presently serving on the Board of Trustees, for the transaction of business, except to adjourn as provided in Section 11 of this Article VI. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees subject to the provisions of the California Non-profit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a trustee has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Trustees. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for that meeting. If at any meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

## Section 10. WAIVER OF NOTICE

The transactions of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

## Section 11. ADJOURNMENT

A majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

## Section 12. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of adjournment.

## Section 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect

as a unanimous vote of the Board of Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

#### Section 14. FEES AND COMPENSATION OF DIRECTORS

Trustees and members of committees may not receive compensation for their services. Each shall be entitled to reimbursement for expenses as may be determined by resolution of the Board of Trustees to be just and reasonable.

### ARTICLE VII

#### COMMITTEES

##### Section 1. COMMITTEES OF TRUSTEES

The Board of Trustees may, by resolution adopted by a majority of the Trustees then in office, designate an executive committee, and such other committees, each consisting of one or more Trustees and other members of the Charity, to serve at the pleasure of the Board. To the extent provided in the resolution of the Board, each committee shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

- (a) Take any final action on matters which under the Non-profit Corporation Law of California also requires members' approval or approval of the outstanding shares;
- (b) Fill vacancies on the Board of Trustees or in any committee;
- (c) Fix reimbursement of the Trustees for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board of Trustees which by its express terms is not so amendable or repeal;
- (f) Appoint any other committees of the Board of Trustees or the members of these committees;
- (g) Expend corporate funds to support a nominee for Director after there are more people nominated for Trustee than can be elected; and,
- (h) Approve any transaction (1) to which the corporation is a party and one or more Trustees have a material financial interest; or (2) between the corporation and one or more of its Trustees or between the corporation or any person in which one or more of its Trustees have a material financial interest.

## Section 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by and held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings of Trustees, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Trustees or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Trustees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Trustees may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

## ARTICLE VIII

### OFFICERS

#### Section 1. OFFICERS

The officers of the corporation shall be a President, a Secretary-Chief Financial Officer. The corporation may also have, at the discretion of the Board of Trustees, a Chairman of the Board, Vice President, Secretary, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any person may hold two but no more than two offices except that no person shall hold the office of President and Secretary-Chief Financial Officer simultaneously.

#### Section 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VIII, shall be chosen by the Board of Trustees, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

#### Section 3. TERM OF OFFICE

The principal officers shall be chosen by the Board of Trustees at the annual meeting of the Board and shall serve for one year or until their successor has been chosen.

#### Section 4. SUBORDINATE OFFICERS

The Board of Trustees may appoint, and may authorize the Chairman of the Board or the president or another officer to appoint any other officers that the business of the Charity may require, each of whom shall have the title, hold office for the period, have the

authority, and perform the duties specified in the Bylaws or determined from time to time by the Board.

#### Section 5. REMOVAL OF OFFICERS

Any officer may be removed, with or without cause, by the Board of Trustees, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Trustees, by an officer on whom such power of removal may be conferred by the Board of Trustees.

#### Section 6. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is not a party.

#### Section 7. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

#### Section 8. RESPONSIBILITIES OF OFFICERS

(a) President. If such an officer be elected, the President shall preside at all meetings of the Board of Trustees and of the Charity members and exercise and perform such other powers and duties as may be from time to time assigned to the President by the Board of Trustees or prescribed by the Bylaws. The order of the meeting shall be as follows: Call the meeting to order, proof of notice of the meeting, reading of minutes of last previous meeting, reports of officers and committees, election of officers and Trustees and miscellaneous business. The President shall have general supervision over the affairs of the Charity, sign or countersign certificates or other instruments of the Charity as authorized by the Board of Trustees, shall make reports to the Board and the membership and shall perform such other duties as are incident to the President's office or are properly required of the President by the Board of Trustees.

(b) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Trustees or if not ranked, a Vice President designated by the Board of Trustees, shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon, the President, except where by law the signature of the President is required to sign certificates or other instruments of the Charity which may be authorized by the Board of Trustees. The Vice president shall be chairman of the standing committee

of Charity members responsible for soliciting charitable gifts from Charity members for purposes of furthering Rotary objectives. The Vice President shall have such other duties as are assigned from time to time by the Board of Trustees. The Vice President shall have such powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Trustees or the Chairman of the Board.

(c) Chairman. If neither the President or the Vice President is present at a Charity meeting, a Chairman is to be chosen by a majority of the Charity members entitled to vote at the meeting who are present in person or by proxy.

(d) Secretary and Chief Financial Officer. The Secretary-Chief Financial Officer shall be the Chief Financial Officer and shall attend the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Trustees may direct, a book of minutes, of all meetings and actions of Trustees, committees of Trustees, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(ii) Membership Records. The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Trustees, record of the corporate members, showing the names of all members, their addresses, and the class of membership held by each.

(iii) Notices, Seal and other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Trustees required by the Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.

(iv) Books of Account. The Secretary shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Trustee at all reasonable times.

(v) Deposit and Disbursement of Money and Valuables. The Secretary shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees; shall disburse funds of the corporation as may be ordered by the Board of Trustees if allowed by these Bylaws; shall, as Chief Financial Officer render to the President and Trustees, whenever they request it, an account of all transactions and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.



any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, Trustee or person granted related status by the Attorney General, or by the Attorney General on the grounds that the defendant Trustee for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

#### Section 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without Court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceedings.

(b) Claims and Suites Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by section 5, below, must be made in the manner provided for in that section; and,

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled the court shall determine the appropriate amount of expenses to be reimbursed.

#### Section 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditions on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that such agent acted in good faith, in a manner such agent believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, or conviction, create a presumption that the person did not act in good faith or in a manner which such agent reasonably believed to be in the best interest of this corporation or that such agent had reasonable cause to believe that such agent's conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that such agent's conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) the Board of Trustees by a majority vote of a quorum consisting of Trustees who are not parties to the proceedings; or

(ii) the affirmative vote (or written ballot in accord with Article IV, Section 9) of a majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).

#### Section 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5, in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a Court in approving a settlement.

#### Section 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

#### Section 8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than Trustees and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

#### Section 9. INSURANCE

The Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any officer, Trustee, employee or agent of the corporation against any liability asserted against or incurred by the person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify the person against that liability under the provisions of this Article.

## ARTICLE X

### RECORDS AND REPORTS

#### Section 1. INSPECTION RIGHTS

Any member of the Charity, the member's agent or attorney, for any proper purpose may:

(a) inspect and copy the records of members' names and addresses and voting rights during usual business hours on 3 days prior written demand on the corporation, stating a proper purpose for which the inspection rights are requested; and

(b) obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, a list of names and addresses of members who are entitled to vote for the election of Trustees, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the latter of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this Section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

#### Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable time during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has nor principal business office in this State, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

#### Section 3. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the members of the board of Trustees and any committees of the Board of Trustees shall be kept at such place or places designated by the Board of Trustees, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records other than confidential records relating to

personnel shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

#### Section 4. INSPECTION BY TRUSTEES

Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Trustee may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

#### Section 5. ANNUAL REPORT OF MEMBERS

The annual report to members referred to in the California Non-profit Corporation law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Trustees from issuing annual or other periodic reports to the members of the corporation as they consider appropriate. However, the corporation shall provide to the Trustees, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, both general and restricted purposes, during the fiscal year; and,
- (e) Any information required by California Corporations Code Section 6322.

### ARTICLE XI

#### FISCAL YEAR

The fiscal year of the Charity shall begin on the first day of July and end on the last day of June in each year.

## ARTICLE XII

### CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Non-profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

## ARTICLE XIII

### AMENDMENTS

#### Section 1. AMENDMENT BY MEMBERS

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members at the Charity members' meeting following any action by the Board of Trustees in which the Bylaws were amended or otherwise changed.

#### Section 2. AMENDMENT BY TRUSTEES

Subject to the right of members under Section 1 of this Article XIII, Bylaws other than a Bylaw fixing or changing the authorized number of Trustees may be adopted, amended, or repealed by the Board of Trustees. However, if the Articles of Incorporation or Bylaws adopted by the members provided for an indefinite number of Trustees within specified limits, the Trustees may adopt or amend a Bylaw fixing the exact number of Trustees within those limits.

### CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently and elected and acting Secretary of the MERCED SUNRISE ROTARY CLUB CHARITY, a California Non-Profit Corporation, and the above Bylaws, consisting of 23 pages, are the Bylaws of this corporation as adopted at a meeting of the Board of Trustees.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary

## Section 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by and held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings of Trustees, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Trustees or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Trustees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Trustees may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

## ARTICLE VIII

### OFFICERS

#### Section 1. OFFICERS

The officers of the corporation shall be a President, a Secretary-Chief Financial Officer. The corporation may also have, at the discretion of the Board of Trustees, a Chairman of the Board, Vice President, Secretary, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any person may hold two but no more than two offices except that no person shall hold the office of President and Secretary-Chief Financial Officer simultaneously.

#### Section 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VIII, shall be chosen by the Board of Trustees, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

#### Section 3. TERM OF OFFICE

The principal officers shall be chosen by the Board of Trustees at the annual meeting of the Board and shall serve for one year or until their successor has been chosen.

#### Section 4. SUBORDINATE OFFICERS

The Board of Trustees may appoint, and may authorize the Chairman of the Board or the president or another officer to appoint any other officers that the business of the Charity may require, each of whom shall have the title, hold office for the period, have the

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) the Board of Trustees by a majority vote of a quorum consisting of Trustees who are not parties to the proceedings; or

(ii) the affirmative vote (or written ballot in accord with Article IV, Section 9) of a majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).

#### Section 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5, in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a Court in approving a settlement.

#### Section 7. ADVANCE OF EXPENSES

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(b) obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, a list of names and addresses of members who are entitled to vote for the election of Trustees, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the latter of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

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- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;
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