

**BY-LAWS**  
**ROTARY CLUB CHARITIES OF ESSEX, VERMONT, INC.**  
**501(C)(3)**

**ARTICLE I**

**Purposes**

- A. The purpose is to promote, organize and operate fund raising events for educational, charitable and recreational purposes, to receive and administer funds for educational, charitable and recreational purposes, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Association, the Bylaws of the Corporation, or any laws applicable thereto.  
**This shall be construed under Section 501(c)(3) of the Internal Revenue Code.**
- B. The purposes for which the Corporation is organized shall be confined to those which are strictly educational, charitable and/or recreational. No part of the net earnings shall inure to the benefit of any private shareholder or individual.
- C. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Vermont for the purpose of accomplishing any of the purposes of the Corporation.
- D. Without limiting the generality of the foregoing, one of the principal purposes of the Corporation shall be the fostering of the goals of the Rotary International.
- E. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- F. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.
- G. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE II**

**Offices**

The principal office of the corporation ("Organization") in the State of Vermont shall be located in the Town of Essex, County of Chittenden. The Organization may have such other offices, either within or without the State of Vermont, as the Board of Directors may determine or as the affairs of the Organization may require from time to time. The Organization shall have and continuously maintain in the State of Vermont a registered office and a registered agent, as required by the Vermont Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Vermont, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE III Members

**Section 1.** All members of the Rotary Club of Essex, Vermont, Inc. shall be members of the Rotary Club Charities of Essex, Vermont, Inc.

**Section 2. Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 3. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

**Section 4. Resignation.** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**Section 5. Transfer of Membership.** Membership in the Organization is not transferable or assignable.

**Section 6. Leave of Absence.** Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Organization for a specified time.

## ARTICLE IV Meetings of Members

**Section 1. Annual Meeting.** An annual meeting of the members shall be held on the second Wednesday in the month of January in each year, beginning with the year 1995, at the hour of 12:20 o'clock in the p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Vermont, such meeting shall be held on the next succeeding Wednesday. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as conveniently may be but not after January 31 of any year.

**Section 2. Special Meetings.** Special meetings of the members may be called by the president, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

**Section 3. Place of Meeting.** The Board of Directors may designate any place in the State of Vermont, as the place of meeting for any annual meeting or for any regular or special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the Town of Essex, State of Vermont; but if seventy percent (70%) of the members shall meet at any time and place, either within or without the State of Vermont, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**Section 4. Notice of Meetings.** Written or printed notice stating the place, day and hour of any annual or special meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the propose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

**Section 5. Informal Action by Members.** Any action required by law to be taken at a meeting of members,

may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by seventy percent (70%) of the members entitled to vote with respect to the subject matter thereof.

**Section 6. Quorum.** The members holding one-fourth (1/4) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 7. Proxies.** At any meeting of members, a member entitled to vote who is not present may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

**Section 8. Manner of Acting.** Unless otherwise provided herein, a majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these By-Laws.

**Section 9. Voting by Mail.** Where directors or officers are to be elected by members or any class or classes of members such election may be conducted by mail in such manner as the Board of Directors shall determine by a majority vote.

Where members, directors, or officers are voting, the voting may be conducted by mail. (Mail is construed to be by U.S. Postal service, any other delivery service, and/or fax phone.)

## **ARTICLE V Board of Directors**

**Section 1. General Powers and Election.** The affairs of the Organization shall be managed by its Board of Directors. Directors must be members of the Organization. At a regular meeting one month prior to the annual meeting for election of officers and directors, nominations shall be called for by the presiding officer for candidates for the Board of Directors; any number of nominations may be made by the members from the floor. These nominations shall be placed upon a ballot and voted for at the annual meeting and the candidates securing the highest number of votes shall be declared elected.

**Section 2. Number, Tenure and Qualifications.** the number of directors shall be no less than nine (9). Each director shall hold office from July 1 to June 30 following the annual meeting or until his successor shall have been elected and qualified except that the past president shall automatically be deemed elected as a director for the ensuing year.

**Section 3. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Vermont, for the holding of additional regular meetings of the board without other notice than such resolution.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within the Town of Essex in the State of Vermont, as the place for holding any special meeting of the board called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram or fax to each director at his address as shown by the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or fax, such notice shall be deemed to be delivered when the telegram or fax is delivered to the telegraph or telephone company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waive of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board

need by specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

**Section 6. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the By-Laws.

**Section 8. Vacancies.** Any vacancy occurring in the Board of Directors and any directorship or office to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 9. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board, area, district, regional, or Rotary International; but nothing herein contained shall be construed to preclude any director from serving the Organization in any other capacity and receiving compensation therefore.

**Section 10. Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

**Section 11. Chairman.** The president shall chair all meetings of the board and in his absence the vice president shall chair the meetings.

## ARTICLE VI

### Officers

**Section 1. Officers.** The officers of the Organization shall be a president, president-elect, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

**Section 2. Election and Term of Office.** The officers of the Organization shall be elected annually by and from the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any regular meeting of the Board of Directors. Each officer shall hold office from July 1 to June 30 following the annual meeting until his successor shall have been duly elected and shall have qualified.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the office so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The president shall be the principal executive officer of the Organization and shall in general supervise and control all of the business and affairs of the Organization. He shall preside at all meetings of

the members of the Board of Directors. He may sign, with the secretary or any other proper officer of the Organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Organization; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. President-elect and Vice President.** In the absence of the president or in event of his inability or refusal to act, the vice president who shall be the president-elect (or in the event there be more than one vice president, the vice presidents in order of their election) shall perform 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. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

**Section 7. Treasurer.** If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for monies due and payable to the Organization in such banks, trust companies or other depositories as shall be elected in accordance with the provisions of these By-Laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

**Section 8. Secretary.** The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Organization records and of the seal of the Organization and see that the seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; keep the records of membership; record the attendance at meetings; send out notices of meetings of the Organization, board and committees; record and preserve the minutes of such meetings; and perform such other duties as usually pertain to this office.

**Section 9. Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

## ARTICLE VII

### Contracts, Checks, Deposits and Funds

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances provided that in matters which need to be approved by the members, there is in fact membership approval.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, 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 Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer or president or vice president.

**Section 3. Deposits.** All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors through the treasurer may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation. There shall be a separate account for each. The balance of any general purpose gifts shall be given to Rotary International, or other 501(c)(3) Organization, upon dissolution of the Organization provided that it has not been disbursed for a Organization purpose.

## **ARTICLE VII Certificates of Membership**

**Section 1. Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the Organization, which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary and shall be sealed with the seal of the Organization. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Organization. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

**Section 2. Issuance of Certificates.** When a member has been appointed to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership.

## **ARTICLE IX Books and Records**

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Organization may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE X Fiscal Year**

The fiscal year of the Organization shall begin on the first day of July and end on the last day of June in each year. At the beginning of each fiscal year, the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

## **ARTICLE XI Seal**

The Board of Directors shall provide a Organization seal, which shall be in the form of a circle and shall have inscribed thereon the same of the Organization and the words Rotary Club Charities of Essex, Vermont, Inc.

## **ARTICLE XII Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Vermont Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII Gender**

Whenever the word or pronoun or suffix of male, man, men, he, him or his appears in the By-Laws Bylaws, it should also be read and interpreted to mean female, woman, women, she, her or hers.

**ARTICLE XIV**  
**Amendments to By-Laws**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by two-thirds of the members present at any regular meeting or at any special meeting, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

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

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