

BY-LAWS OF
THE FOUNDATION OF THE ROTARY CLUB OF BONITA SPRINGS, INC.
(As amended June 3, 2002 and June 1, 2006)

ARTICLE I: OFFICES

The principal office of the Corporation shall be established and maintained at 9220 Bonita Beach Road, Bonita Springs, FL 34135. The Corporation may also have offices at such places within or without the State of Florida as the Board of Trustees may from time to time establish.

ARTICLE II: MEMBERSHIP

Membership is THE FOUNDATION OF THE ROTARY CLUB OF BONITA SPRINGS, INC. shall consist of all members in good standing of the ROTARY CLUB OF BONITA SPRINGS, INC.

ARTICLE III: BOARD OF TRUSTEES

1. The business of the Corporation shall be managed and its corporate powers exercised by a Board of Trustees. The Board shall consist of seven (7) trustees, which number may be changed by subsequent amendment to the By-Laws within the confines and provisions of the Articles of Incorporation.
2. The title of all property of the Corporation shall be vested in the seven (7) trustees and their successors, who, except as otherwise provided by these By-Laws or by the terms of the gift, devise, or bequest, shall hold, invest, manage, and administer it, and expend the corpus or the income there from, as a single trust, for the furtherance of the purposes or the object of any philanthropic, charitable, educational, or other eleemosynary purpose, object, movement, or institution consistent with the purpose of the Corporation as expressed in the Articles of Incorporation.
3. In administering the property of the Corporation, unless otherwise specifically provided by the terms of the gift, devise, or bequest, shall have the power to sell, lease, transfer, or exchange all or any part of said property at such prices and upon such terms and conditions and in such manner as they may deem best, to execute and deliver any proxies, powers of attorney, or agreements that they may deem necessary or proper and that may be permitted by law; to invest and reinvest in such loans, securities or real estate as they may deem suitable for the investment of trust funds, irrespective of any law now or hereafter in force limiting the investments of trust funds, insofar as the laws of the jurisdiction where the investment is made may permit; to determine whether money or property coming into their possession shall be treated as principal or income, and charge or apportion any expenses or losses to principal or income as they may deem just and equitable; to select and employ in and about the execution of the trust suitable agents and attorneys, including employment of a trust company or trust companies to whom may be delegated, with the right of revocation reserved, such powers in managing the investing and trust estate as the trustees may deem advisable, and as the laws of the jurisdiction may permit, and to pay their reasonable compensation and expenses; the trustees in no event are to be held liable for any neglect, omission, or wrong-doing of such agents or attorneys, provided reasonable care shall have been exercised in their selection, and the trustees, except for their own gross neglect or willful default shall not be liable for any loss or damage.

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4. The Trustees of the Corporation will serve three years terms, and may serve two consecutive terms on the Board. Nominations for Trustees will be nominated and elected as described elsewhere in these By-Laws. During June, 2006, nominations will be made to fill two one year terms, two two-year terms, and three three-year terms for Trustee. Subsequent years will require nomination of necessary candidates to fill expiring terms, according to the regular election process.

The President of the ROTARY CLUB OF BONITA SPRINGS, INC. shall, on or before April 1 of each year in which the term of an elected Trustee expires, appoint a nominating committee consisting of the Immediate Past President as Chairman and two (2) members of the ROTARY CLUB OF BONITA SPRINGS, INC., who are neither members of the Club's Board of Directors nor members of the Corporation's Board of Trustees. The committee shall seek candidates with substantial Rotary and Club experience, and will give preference for nomination to past presidents, former Board members, and experienced Club members. Immediate Past Club Presidents will be offered a nomination to the Foundation Board at the end of their Club leadership year.

At the three regular meetings of the ROTARY CLUB OF BONITA SPRINGS, INC. preceding June 1 each year, the nominating committee shall actively solicit recommendations of active members of the club to be elected to serve as a trustee for a two year term. At the second regular meeting of the Club in June, the nominating committee, having considered any recommendations, shall present the name of one active member of the Club for election, and the presiding officer shall invite further nominations from the floor. If there are additional nominations from the floor, a written ballot shall be distributed and the active member who receives the greatest number of votes shall be declared elected as a trustee. If there are no additional nominations from the floor, the active member presented by the nominating committee shall be declared elected.

All trustees must be members of ROTARY CLUB OF BONITA SPRINGS, INC. and the FOUNDATION OF THE ROTARY CLUB OF BONITA SPRINGS, INC., and shall immediately cease to be a Trustee upon the cancellation or termination of the ROTARY CLUB OF BONITA SPRINGS, INC. membership for any reason.

The Board of Directors of the ROTARY CLUB OF BONITA SPRINGS, INC., by a three fourths (3/4ths) vote, shall have the power to remove any trustee of this corporation for good and sufficient cause, provided notice of the time and place of the meeting at which they propose to take such action shall first be given to all Trustees of the Corporation, and provided the Trustee whom it is proposed to remove shall at such meeting be given an opportunity to be heard.

Members of ROTARY CLUB OF BONITA SPRINGS, INC., by a three fourths (3/4ths) vote, shall have the power to remove any trustee of this corporation for good and sufficient cause, provided notice of the time and place of the meeting at which they propose to take such action shall first be given to all Trustees of the Corporation, and provided

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the Trustee whom it is proposed to remove shall at such meeting be given an opportunity to be heard.

ARTICLE IV: OFFICERS

There shall be a President, Treasurer and Secretary of the Board of Trustees, who shall serve as officers of the Corporation. The Board of Trustees shall be empowered to elect to one of these offices one of its members to a term of one (1) year or until a successor is duly elected and qualified, although such officers may be reelected at the discretion of the Board of Trustees to serve successive terms.

ARTICLE V: GENERAL PROVISIONS

1. The Trustees and officers of the Corporation shall serve without compensation. The Trustees shall be charged with the responsibility of preparing and disseminating information regarding the purposes and operation of the Corporation, and forms for gifts, devises, and bequests thereto. The officers of the Corporation shall have such powers and duties as they are delegated to them by the Board of Trustees.
2. The Trustees shall have full power to expend the income from, or the corpus of any property of the Corporation for any purpose specifically prescribed by the donors or testators. All other expenditures from the income from any property of the Corporation, except necessary expenses of administration, shall be made only after a majority of the Board of Trustees shall have first provided by resolution.
3. All necessary expenses of administering the Corporation, including the expenses of the Trustees and officers, unless they be otherwise provided by the Board of Trustees, shall, when approved by the majority of the Board of Trustees, be paid out of the funds of the Corporation.
4. The Board of Trustees, by majority vote, may adopt such rules and regulations for the administration of the Corporation as in their opinion may be necessary or advisable, to the extent that such rules and regulations not be illegal or contrary to the specifically expressed intention of the donor or, testator, or contrary to the Articles of Incorporation or By-Laws of the Corporation or of Rotary International.
5. All Trustees, to be eligible for appointment and to be qualified to act as Trustee of this Corporation, must be bondable, and shall be bonded, such bond shall be in sufficient amount to protect this Corporation and the charitable funds donated to the Corporation.
6. Quorums shall, for the purposes of the By-Laws, be determined as follows: The presence of a majority of the members of the Corporation and of the Board of Trustees shall constitute a quorum for the transaction of business by either body.

ARTICLE VI: MEETING OF BOARD OF TRUSTEES

1. The Board of Trustees may hold its meetings at the office of the Corporation or at such other place, either within or without the State of Florida, as it may from time to time determine.

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2. The annual organizational meeting of the Board of Trustees shall be held in July each year at such date, time and place as it shall from time to time determine. Special meetings of the Board of Trustees shall be held upon notice to the Trustees and may be called by the President of this Corporation upon three (3) days notice to each Trustee either personally or by mail. Special meetings shall be called by the President of this Corporation, in like manner, upon written request of two trustees. Notice of a meeting need not be given to any Trustee who submits a waiver of notice whether before or after a meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice thereto.

ARTICLE VII: COMMITTEES AND COMPENSATION

1. The Board of Trustees, by resolution, may designate two or more of its members to any committee. To the extent provided in said resolution or these By-Laws, said committee may exercise the powers of the Board of Trustees concerning the management of the business of the Corporation.
2. No compensation shall be paid to Trustees or officers of this Corporation. Nothing herein contained shall be construed to preclude any trustee or officer from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII: ELECTION AND POWERS OF OFFICERS

1. In addition to those provisions hereinbefore stated, all officers of the Corporation shall be elected or appointed to hold office until their successors have been appointed and qualified at a subsequent meeting of the Board of Trustees.
2. The officers of the Corporation shall have the following duties:
 - a. The President shall be the chief executive officer of the Corporation, shall have general and active management of the Board of Trustees, and shall preside at all meetings of the Board of Trustees.
 - b. The Secretary shall have custody of, and maintain all Corporate records except for financial records; shall record the Minutes of all meetings of the Board of Trustees, send all notices of all meetings and perform such other duties as may be prescribed by the Board of Trustees or the President of the Corporation.
 - c. The Treasurer shall have custody of all Corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at such times as the Board of Trustees or the President may direct, and shall perform such other duties as may be prescribed by the Board of Trustees or the President of the Corporation.
 - d. An officer or agent elected or appointed by the Board of Trustees may be removed by the Board whenever in its judgment, the best interests of the Corporation will be served thereby.

ARTICLE IX: INSPECTION RIGHTS

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Any member of the ROTARY CLUB OF BONITA SPRINGS, INC., its Board of Directors, or any member of the Board of Trustees of this Corporation, shall have the right to examine, in person or by agent or attorney, at any reasonable time, for any proper purpose, the relevant books, minutes, or other records of account of the Corporation

As a matter of law, applications for tax-exempt status made to the Internal Revenue Service of the United States and subsequent tax returns filed by this Corporation will normally be public records, copies of which may be obtained by request in compliance with the applicable statutes.

ARTICLE X: CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the years of its organization, and the words "Corporate not for Profit".

ARTICLE XI: EXECUTION

All Corporate instruments and documents shall be signed and countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board of Trustees may from time to time designate.

ARTICLE XII: CONSTRUCTION

When a conflict arises between the language of these By-Laws and Certificate of Incorporation, the Certificate of Incorporation shall govern.

ARTICLE XIII: BUSINESS

Any action of the Board of Trustees or any committee thereof may be taken without meeting if consent in writing, setting forth such action so taken, shall be signed by all persons who would be entitled to vote on such action at a meeting, and filed with the Secretary of the Corporation as part of the proceedings of the Board of Trustees or committees as the case may be.

ARTICLE XIV: AMENDMENTS

The By-Laws may be altered or repealed at any annual meeting of the Board of Trustees or at any special meeting thereof, if notice of the proposed alteration or repeal to be made be contained in the notice of any such special meeting. Such changes in the By-Laws shall be by the affirmative vote of a majority of the Board of Trustees.

ARTICLE XV: FISCAL YEAR

The fiscal year shall end on the last day of June in each calendar year.

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IN WITNESS WHERE, the undersigned has executed these Articles of Incorporation this 17th day of September, 1997.

Terry Flynn, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this ____ day of _____, ____ by _____ of Lee County, Florida. He is personally known to me and who did not take an oath.

(SEAL)

Signature of Person Taking Acknowledgement

Name of Acknowledger Typed, Printed or Stamped

Title or Rank

Serial Number, if any

I _____, having been designated to act as a Registered Agent and being familiar with the obligations of these positions, hereby agree to act in the capacity.
