By-Laws of The Champaign Rotary Foundation, A Not-For-Profit Corporation

(WGRC, Inc.)

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The Champaign Rotary Foundation is a non-profit foundation whose charter was granted by the State of Illinois on October 20, 1976. It has been established to provide a medium for contributions which are deductible for Federal Income Tax purposes. The purposes of this foundation are charitable, religious, educational, and scientific as interpreted by section 501(C) of the Internal Revenue Code of 1954. It provides the main source of funding for community service projects.

**Article I**

**Offices**

The corporation shall maintain in the State of Illinois a registered office and a registered agent, at such office and may have other offices within the state.

**Article II**

**Members**

**Section 1 –** CLASSES OF MEMBERS. The corporation shall have one (1) class of members. The designation of such class and the qualifications of the members of such class shall be as follows: All members in good standing of the Rotary Club of Champaign County as of November 3, 1976, and all future members or honorary members in good standing of the Champaign Rotary Club.

**Section 2 –** VOTING RIGHTS. Each member shall be entitled to one vote at the annual meeting of the corporation.

**Section 3 –** TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

**Article III**

**Meetings of Members**

**Section 1 –** ANNUAL MEETING. An annual meeting of the members shall be held at the end of the Rotary year (typically April through June) of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

**Section 2 –** SPECIAL MEETING. Special meetings of the members may be called either by the president or a majority of the board of directors.

**Section 3 –** PLACE OF MEETING. The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

**Section 4 –** NOTICE OF MEETINGS. Notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than forty days before the date of such meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If emailed, the notice of a meeting shall be deemed delivered when the correspondence is sent to the member at his or her email address as it appears on the records of the corporation with no electronic “failed to send” notifications. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

**Section 5 –** QUORUM. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Article IV**

**Board of Directors**

**Section 1 –** GENERAL POWERS. The affairs of the corporation shall be managed by a board of directors.

**Section 2 –** NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be nine plus three ex-officio directors: the President-elect of Champaign Rotary, the past President of Champaign Rotary, and the past President of the Foundation. Ex-officio members do not have voting rights. Members of the board of directors shall be selected from members in good standing of Champaign Rotary.

**Section 3 –** ANNUAL MEETINGS. A regular annual meeting of the board of directors may be held without other notice than these by-laws, immediately after, and at the same place as, the annual meeting of members.

**Section 4 –** REGULAR MEETINGS. Regular meetings of the board of directors may be called by or at the request of the president or any three directors. The person or persons authorized to call meetings of the board may fix any place as the place for holding any meeting of the board called by them.

**Section 5 –** QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

**Section 6 –** VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled for any reason shall be filled by the board of directors. A director elected to fill a vacancy shall be elected to the unexpired term of his or her predecessor in office.

**Section 7 –** COMPENSATION. Directors shall not receive any compensation for their services.

**Section 8 –** PROCEDURE FOR FUNDING REQUESTS. Requests for funding shall be submitted in writing from the board of directors of Champaign Rotary Club directly to the President or Secretary of the Champaign Rotary Foundation. The ex-officio Past President and President-Elect of the Champaign Rotary Club board members will represent the board of directors of the Club Board and explain the funding requests.

**Section 9 –** ELECTION OF DIRECTORS. There will be three directors elected for three year terms no later than June of each succeeding year. A slate of three candidates for new board members will be presented by the Foundation Board directly to the membership at a meeting of all club members. A majority vote of the membership is required to elect new directors. Any member’s name may be placed in nomination from the floor.

**Section 10 –** TERM OF DIRECTORS. Each director shall be elected for a term of three years.

**Article V**

**Officers**

**Section 1 –** OFFICERS. The officers of the corporation shall be a president, a president-elect, a treasurer, and a secretary.

**Section 2 –** ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. Vacancies may be filled at any meeting of the board of directors.

**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 corporation would be served.

**Section 4 –** PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation, shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors and in general, shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed and may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

**Section 5 –** PRESIDENT-ELECT. The president-elect shall assist the president in the discharge of duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors. In the absence of the president or in the event of the president’s inability or refusal to act, the president-elect shall perform the duties of president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

**Section 6 –** TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. The treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore and for the receipt and disbursement thereof; (c) give a current financial report at each board meeting; (d) acknowledge gifts to all appropriate individuals (this requirement can be delegated to the Rotary Club Secretary when appropriate); (e) complete and file all financial reports required by the State of Illinois and the Internal Revenue Service as provided by the registered agent; (f) perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors. This position, due to its specific requirements and importance, may be filled by an appointed financial professional who serves as a non-voting member of the board. In recognition of the duties of the treasurer, the board of directors may, at its sole discretion, waive the treasurer’s annual dues.

**Section 7 –** SECRETARY. The secretary shall record the minutes of the meetings of the members and of the board of directors in one or more books provided for the 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 corporate records and send to all board members the minutes of the prior meeting before the next regularly scheduled meeting; perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors; and notify the directors before a meeting of all proposed by-law changes to be considered at that meeting.

**Article VI**

**Registered Agent**

The registered agent shall be responsible for obtaining the execution of and filing of the annual corporation report to the State of Illinois and insuring that all IRS and State of Illinois financial forms are conveyed to the Treasurer for execution and filing.

**Article VII**

**Committees**

The board may appoint such committees as, in its discretion, it deems necessary.

**Article VIII**

**Contracts, Checks, Deposits, and Funds**

**Section 1 –** CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, 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 or and on behalf of the corporation and such authority may be general or confined to specific instances.

**Section 2 –** CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such persons as decided by the Foundation Board.

**Section 3 –** DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Section 4 –** GIFTS. The board of directors may accept, on behalf of the corporation, any contribution, gift, bequest, or device for any purpose of the corporation.

**Article IX**

**Books and Records**

The corporation 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 corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

**Article X**

**Fiscal Year**

The fiscal year of the corporation shall be from July 1 through June 30.

**Article XI**

**Dues**

There shall be no annual dues required to be paid by any member of this corporation.

**Article XII**

**Seal**

The corporate seal shall have inscribed thereon the name of the corporation and the word “Corporate Seal, Illinois.”

**Article XIII**

**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, 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 XIV**

**Conflict of Interest**

No director or member shall maintain substantial personal or business interests which conflict with those of the Foundation Board. In addition, any director or member having an interest in a contract or other transaction presented to the board of directors for authorization, approval, or ratification shall give prompt, full and frank disclosure of his or her interest to the board of directors prior to its action on such contract or transaction. The board shall determine, by majority, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation and whether a quorum was present.

An exemption to this may exist under circumstances whereby a specific service or commodity could be best purchased from a person serving as a director or member or from his or her firm. Such transactions could take place provided that documented bids show that the price, quality, and service offered is the best available from bidders and provided that the director or member abstain from voting on, or unduly influencing, the approval of such a transaction.

**Article XV**

**Confidentiality**

The Foundation shall be responsible for maintaining the confidentiality of donors, prospective donor records and financial information. Members of the board of directors are permitted to view the records in order to execute their responsibilities. In addition, the Foundation’s auditors are authorized to view these records and report back to the board. Confidentiality will be maintained by all members of the board of directors, auditors, financial advisors, members and agents in all areas of the business of the Foundation.

**Article XVI**

**Publication of Donors Names**

Unless otherwise requested by the donor, the names of all donors will be listed in the Foundation’s publications and other vehicles. The Foundation will not publish the amount of any donor’s gift without the permission of the donor. Donors making gifts by bequest or other testamentary device are deemed to have granted such permission.

**Article XVII**

**Non-Discrimination**

The Foundation, its board of directors, its agents and financial managers will not discriminate against any member, applicant for employment, independent contractor, applicant for funding, or any other person in any of its activities in regard to race, ethnicity, national origin, gender, sexual orientation, religion, marital status, age, or disability.

**Article XVIII**

**Amendments**

These by-laws may be amended at any regular meeting of the board of directors, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been sent to each member at least five days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the standard Rotary club constitution or state and federal laws.

*Revised & Approved: June 23rd, 2020*