**SIXTH AMENDED BY-LAWS of the ROTARY WORKS FOUNDATION, INC.**

**ARTICLE I** OFFICES The location of the principal office of this corporation shall be in the City of La Crosse, La Crosse County, Wisconsin or such other place as is reasonably determined by the Board of Directors. The address of the current Registered Agent, Matthew R. Cromheecke, 201 Main Street, suite 700, La Crosse, Wisconsin 54601. The address of the Registered Agent may be changed from time to time by action of the Board of Directors; provided that the Registered Agent must be maintained in the State of Wisconsin. The corporation may have such other office or offices as the Board of Directors may designate from time to time.

**ARTICLE II** MEMBERS The members of this corporation shall be comprised of Rotarians who belong to the participating District 6250 Area Four Rotary and the local LaCrosse area Rotaract Club (hereafter "members") that are in good standing with the Foundation. To "be in good standing" means that each participating Rotary club shall contribute financially, attend Foundation meetings and be actively engaged in supporting the mission of the Foundation. For Rotaract members to remain in good standing each Rotaract Club that is invited to participate must actively attend and be engaged in supporting the mission of the Foundation however, Rotaract members are not required to contribute dues to the Foundation.

**ARTICLE III** MEETINGS OF MEMBERS 1. Time and Place; Call of Special Meetings. Meetings of the members of this corporation shall be held annually at the Avenues of Service Dinner or at such other time or place as may be designated by the Foundation Board of Directors. Special meetings may be called by the Foundation President, the Foundation Board of Directors or by a majority of members who shall designate the time, place and purpose of the meeting. All meetings of members shall be held in La Crosse County or such other place as agreed to by the Foundation Board of Directors. 1. 2. Notice of Meetings. Written notice of all meetings of the members, stating the place, day and hour of the meetings, and, in case of special meetings, the purposes of the meeting, are to be mailed via regular US Mail or sent by electronic mail to each member of this corporation, using the last known physical or electronic mail address of each member, as shown by the records of this corporation, not less than ten (10) or more than fifty (50) days prior to the day of the meeting. Such notice shall be mailed by or at the direction of the Secretary; but shall be deemed sufficient if instead of being mailed by or at the direction of the Secretary it is mailed by or at the direction of the President, the Board of Directors or other persons calling the meeting.

3. Quorum. Ten percent (10%) of the members of each Club of this corporation shall constitute a quorum for a meeting of the members for that Club. No member shall be entitled to vote or be counted as part of a quorum unless he or she is

present in person
unless the Board authorizes a vote by paper ballot or other reliable means. For each Club a majority of the votes entitled to be cast by the members at a meeting shall be necessary for the adoption of any matter voted upon by that Club's members unless a greater proportion is required by an applicable Wisconsin Statute. A majority of those present, even though constituting less than a quorum, may adjourn the meeting from time to time.

4. Procedure. Meetings shall be conducted in a manner that allows each member present to have a reasonable opportunity to be heard. The Board of Directors may in good faith determine that strict adherence to parliamentary rules regarding speaking at such meetings is not required.

**ARTICLE IV** BOARD OF DIRECTORS 1. General Powers. Except as otherwise provided herein, the business and affairs of this corporation shall be managed by its Board of Directors. The Board of Directors may establish committees as it may deem appropriate to assist it in the conduct of the business and affairs of this corporation.

2. Composition of Board. The Board of Directors shall consist of no less than three (3) and no more than thirty (30) persons who are members of an eligible Club. New members representing clubs joining the Foundation for the first time in July 2008 shall participate with full voting rights alongside the existing Board members in order to provide each new director with the training and historical background to assist them in serving the Foundation. Through fiscal year 2010-2011 the number of Board members may exceed the above limits until the existing Downtown Club Members terms expire or their resignations are accepted.

3. Selection, Tenure and Nominating Procedure for Officers. Each participating Club shall appoint their Board members and establish a staggered term such that a majority of the members appointed by each participating Club shall not have the same beginning and ending date for their term. Except with respect to the Rotaract Board members, the number of appointees shall be determined by the number of members in each participating Club. If a participating Club has from 1-100 Club members the Club may appoint up to two members. If the Club has from 101 – 200 members they may appoint up to two more members. If a participating Club has over 200 members they may provide an additional board member to a maximum of five members. The local La Crosse Rotary Club may appoint up to two (2) Board members. Each director shall serve in that capacity until his or her successor is chosen and assumes the duties of office.

The following shall serve as a calendar of events regarding the selection of officers in each calendar year:

January 1- the President of the Foundation shall appoint a Nominating Committee of the Board comprised of at least three board members for the purpose of
nominating a slate of officers for the subsequent fiscal year. In the lieu of appointing a Nominating Committee, upon approval of the board of directors at a regularly scheduled meeting, the Executive Committee may serve as the Nominating committee.

March 1- the Nominating Committee shall present a slate of officers to the Foundation President to circulate to the respective club presidents who shall be requested to publish the proposed slate of officers to its members at least twenty-one (21) days prior to the Foundation's Board of Directors vote.

April 1 – At the regularly scheduled April meeting of the Board of Directors the slate of officers shall be submitted to the Board of Directors for a vote. If a Club fails to vote their vote shall be deemed to be an approval of the slate.

When the term of any director elected by the membership-at-large expires, the Club whose members' term is expiring shall name another director to fill the expiring term. No person shall serve more than two (2) consecutive three-year terms as a director elected from the membership-at-large. Except a Director elected president- elect in his/her fifth year of service may serve one additional year term. The immediate past president when applicable (i.e. elected in their fifth year of service as president elect to the Foundation Board), may serve one additional year to fulfill his or her term as immediate past president. The past president in this scenario does not create a vacancy as in section 4 below for that additional year.

4. Vacancies. If a vacancy occurs, it is the responsibility of the Club who appointed that director to name a replacement to fill the remaining term. The person chosen to fill that vacancy shall serve until the expiration of that term.

5. Meetings of Board of Directors. The Board of Directors shall meet monthly and at such other times as may be necessary. The Board of Directors shall meet at such other times and places as may be specified in the call of the President, or any two other members of the Board of Directors, filed with the Secretary. Notice of each special meeting shall be given at least seventy-two (72) hours prior to the meeting, delivered personally or sent by electronic mail

to each director at their designated address for receipt of Foundation notices. No purpose of any special meeting need be specified in any call or notice thereof.

6. Quorum. A majority of the directors fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present, though less than a quorum, may adjourn the meeting from time to time.

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 a greater proportion is required by Statute.
8. Informal Action. Any action which may be taken by the Board of Directors may be taken without a meeting if consent in writing, or by electronic mail, setting forth the actions so taken is approved by a majority of directors then in office.

9. Foundation Investment Committee. The Investment Committee shall be responsible for managing the endowment and general funds of the Foundation. The committee will strive to manage the funds so as to preserve and grow principal. The President of the Foundation will appoint the Investment Committee for one-year terms beginning July 1. The committee will be comprised of the Foundation President and Past President, a chairperson of the Investment Committee who may or may not be a member of the Foundation Board, and one or more other members who may or may not be on the Foundation Board. The committee will report to the Foundation Board at the November and May meetings.

10. Removal. The Board may in its reasonable discretion remove a Board member for cause with a majority vote of the quorum. “Cause” may be deemed to be the failure to attend meetings, disruptive or disrespectful behavior or other such grounds and the Board determines.

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1. Principal Officers. The principal officers of this corporation shall be a president, a president-elect, an immediate past president, a secretary and a treasurer. Other officers and assistant officers may be appointed or elected to the Board of Directors and their duties shall be prescribed by the Board of Directors. The

Principal Officers shall comprise the Executive Committee.

2. Term of Officers. Each officer shall be elected annually for a one year term as set forth above and shall hold office until their successor has been chosen and assumes the duties of their office.

3. President. The President shall, when present, preside at meetings of the Board of Directors and of the members, shall execute all required resolutions, approvals, financial, administrative and other documents necessary or proper to be executed in the course of the conduct of the regular affairs of the corporation of which may be authorized by the Board of Directors. The President shall have such additional powers as may be authorized by the Board of Directors or by these By-Laws, and shall supervise and control the affairs of the corporation under the control of the Board of Directors.

4. President-Elect. In the absence of the President or in the event of the death, inability or refusal of the President to act, the President-Elect shall perform the duties of the President.
5. Immediate Past President. The Immediate Past President shall preside over meetings in the absence of the President-Elect and in the event of death, inability or refusal of the President or President-Elect to serve; the Immediate Past President shall perform all the duties of the President.

6. Secretary. The Secretary shall perform such duties as are elsewhere prescribed by these By-Laws; keep the minutes of the meetings of the Board of Directors and of the members; see that all notices are duly given; be the custodian of all corporate records; keep a register of the post office address of each director and member of the corporation; and sign with the President or President-Elect such instruments as are required to be attested by the Secretary of the corporation; and shall perform such other duties as may be assigned by the Board of Directors.

7. Treasurer. The Treasurer, under the direction and control of the Board of Directors, shall have charge and custody of and be responsible for all of the funds of the corporation; shall perform all duties incidental to the office of Treasurer and shall have such other duties as may be delegated or assigned by the Board of Directors. The Treasurer, if required by the Board of Directors, shall give a bond for the faithful discharge of his or her duties in such sum and with such securities as the Board of Directors shall determine.

8. Officers. The principal officers of this corporation, existing at the time of

adoption of these By-Laws, are designated as follows: President, President-Elect, Immediate Past President, Secretary, and Treasurer. Such officers shall serve for a term beginning July 1 of each calendar year and ending June 30 of the following calendar year or until their successors are chosen and assume their duties of their offices.

**ARTICLE VI**

PURPOSE OF CORPORATION The purposes of this corporation shall be as set forth in the Articles of Incorporation.

**ARTICLE VII** FISCAL YEAR
The fiscal year end shall be
June 30.

**ARTICLE VIII** SEAL This corporation
shall have no corporate seal.

**ARTICLE IX INSURANCE** The Foundation shall at all times maintain adequate Director and Officer and other such insurance in such amounts and with such carriers as deemed appropriate by the Board.

**ARTICLE X REPRESENTING THE FOUNDATION** Any Director of the Foundation, once duly elected and having assumed office, may represent the Foundation in any forum, or in front of any organization, for the purpose of presenting or soliciting monies on behalf of the Foundation. Such tasks will be assigned by the President or his/her designee, provided that no such assignment will be made on the basis of race, religious or political beliefs, or ethnicity. And it is the policy of the Foundation to not discriminate on the above basis.

**ARTICLE XI** AMENDMENT These By-Laws, except for Article II and Article VI, may be amended by majority vote of the Board of Directors or by majority vote of the members; provided that no By Law adopted by the members may be amended by the Board of Directors unless the members have conferred such authority upon the Board of Directors.

WHEREAS, the La Crosse Rotary Foundation, Inc. (“the Foundation”) has the mission of carrying out Rotary’s mission of service to our community, and

WHEREAS, in the course of business the Foundation disburses monies as the charitable arm of the Rotary Club of La Crosse (“the Club”), and

WHEREAS, in the past all members of the Foundation's board must be members of the Rotary Club of La Crosse, in keeping with the mission of the Foundation, all of the clubs in Area IV of District 6250 and the local LaCrosse Rotaract Club are invited to join the Foundation.

WHEREAS, in the past the Foundation has always been named the La Crosse Rotary Foundation, Inc., since the membership is being broadened to include all Area IV District 6250 clubs and the LaCrosse area Rotaract Club;

WHEREAS, in the past the Rotary Club of La Crosse allowed in-club fund raisers to be managed by the Foundation. In the future, no fundraising project can be managed by the Foundation unless the proceeds of that fundraiser are to be tendered to the Foundation.

NOW THEREFORE BE IT RESOLVED, by the La Crosse Rotary Foundation, Inc., that the clubs in District 6250 Area Four and the local LaCrosse area Rotaract Club are hereby offered the opportunity to join the Foundation and the name of the Foundation shall be changed to the Rotary Works Foundation, Inc. In the future, only those fundraisers where the proceeds will be tendered to the Foundation may be managed by the Foundation.
These By-Laws are amended this _____ day of _____, 2019.

_____, Secretary Rotary Works Foundation