



BYLAWS

OF

WOODINVILLE ROTARY CHARITABLE FOUNDATION

(A Washington nonprofit corporation)

PURPOSE:

The primary purpose of the Foundation is to conduct fund raising activity in support of the charitable giving goals of the Rotary Club of greater Woodinville.

The Foundation's role is to manage and disburse donated funds for charitable purposes and endeavors in the areas of education, community service and international projects.

ARTICLE ONE

OFFICES

The Principal office of the Foundation shall be located at 17330 135th Ave. NE, Suite 2 B, Woodinville, WA 98072.

ARTICLE TWO

MEMBERS

Section 1. Classes of Members. There shall be no members.

ARTICLE THREE

BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Foundation shall be managed by its Board of Trustees.

Section 2. Number, Tenure, and Qualifications. The number of trustees shall be no less than five (5) and not more than twelve (12) as determined by a vote of the Board. The make-up of the Board shall consist of members in good standing in the Woodinville Rotary Club. Election of trustees shall take place at the annual meeting of the Board of Trustees or whenever a vacancy occurs.

Section 3. Regular Meeting. The annual meeting of the Board of Trustees shall be held on the last Tuesday of January of each year at a time and place to be established by the Chairman. The Chairman and/or the Board of Trustees may provide, by resolution, the date, time and place for holding additional regular meetings.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chairman or any two trustees, and shall be held at such place as the notice of a special meeting may direct.

Section 5. Notice. Notice of any special meeting of the Board of Trustees shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail to each trustee at his address as shown by the records of the Foundation or by electronic transmission to each trustee consenting to such notice by providing an electronic transmission address to the Foundation. 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 electronic transmission, such notice shall be deemed to be delivered when sent; the Foundation shall provide each trustee with actual notice of the manner of accessing such notice. Any trustee may waive notice of any meeting by filing a written, signed waiver or electronic transmission and filing it with the Board prior to the meeting for which notice is waived. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

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

Section 7. Board Decisions.

a. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

b. Any act of the Board of Trustees including an email vote must be made unanimously.

Section 8. Vacancies. Any vacancy occurring in the Board of Trustees and any trusteeship to be filled by reason of any increase in the number of trustees, shall be filled by the Chairman. A trustee appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 9. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any trustee from serving the Foundation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Trustees. Any action required by law to be taken at a meeting of trustees, or any action which may be taken at a meeting of the trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees. Trustee may use an electronic transmission to provide a consent in lieu of a written signature provided the transmission provides sufficient information to determine the sender's Identity.

ARTICLE FOUR

OFFICERS

Section 1. Officers. The officers of the Foundation shall be a chairman, a secretary-treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Trustees 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 Trustees.

Section 2. Election and Term of Office. Each officer of the Foundation shall be elected for a term of one year by the Board of Trustees at their regular annual meeting. The term of office shall begin on July 1. Such election may be conducted by a vote recorded by mail

or by electronic transmission, provided a notice of the meeting is provided to trustee setting forth the name of each candidate, and an address, location, or system to which the trustee may electronically transmit the ballot. New offices may be created and filled at any meeting of the Board of Trustees.

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

Section 4. Vacancies. The unexpired term of any Trustee, left vacant because of death, resignation, removal, disqualification, or otherwise, shall be filled by appointment by the Chairman for the unexpired portion of the term. Should there be a vacancy in the Chairman, the senior-most trustee shall serve out the term of the Chairman and appoint a new trustee.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Trustees. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit foundations having the same or similar general purposes and objectives as this Foundation.

ARTICLE FIVE

COMMITTEES AND STAFF

Section 1. Committees of Trustees. The Board of Trustees, by resolution adopted by a majority of the trustees in office, may designate one or more committees, each of which shall consist of two or more trustees. To the extent provided in each such resolution, a committee shall investigate, administer and make recommendations to the entire Board in those areas assigned to each such committee respectively. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed on it or him by law. The Chair of each committee shall be appointed by the Chairman.

Section 2. Standing Committees. Standing Committees shall include the following:

Administration Committee: made up of at least two trustees and shall be charged with defining Foundation structure including fund raising, budgeting, and bylaws.

Charitable Giving Committee: made up of three Board members; shall be charged with coordinating the determination of recipients and the distribution of funds raised for the purpose of annual charitable giving as approved by the Board of Trustees.

Nominating Committee: made up of the Chairman of the Board and one Board member; shall be active prior to the annual meeting each year; shall be charged with presenting to the Board the names of persons nominated as Board members.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the Foundation may be designated by a resolution adopted by a majority of the trustees present at a meeting at which a quorum is present. The chairman of the Board shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation shall be served by such removal.

ARTICLE SIX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation, 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 secretary-treasurer or an assistant treasurer and countersigned by the chairman of the Foundation.

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

Section 4. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or devise for any purpose of the Foundation. The criteria for acceptance of any gift to the Foundation shall be established from time to time by the Board and set forth in Policy Statements issued by the Board.

ARTICLE SEVEN

BOOKS AND RECORDS

The Foundation's Administration Committee shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having and exercising any of the authority of the Board of Trustees. All books and records of the Foundation may be inspected by any member of the Board or representative of the Woodinville Rotary Club, including their agents and attorneys for any proper purpose at any reasonable time.

ARTICLE EIGHT

FISCAL YEAR

The fiscal year of the Foundation shall run from January 1 through December 31, effective January 1, 2008.

ARTICLE NINE

AMENDMENT OF BYLAW

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the trustees present at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

DATED this 11th day of June, 2008.

Rick Pisani, Chairman

ATTEST:

John B. Hughes, Secretary-Treasurer

Chris Boland

Eric Greenwood

Alan Marsh