

BY-LAWS

SAN JOSE WEST ROTARY FOUNDATION

This corporation has been formed pursuant to the Nonprofit Corporation Law of the State of California and in order to facilitate the operation of the affairs of this corporation in the fulfillment of its purposes and objectives, the following By-Laws are hereby promulgated.

ARTICLE I

Section 1.01 Name,

The name of this corporation shall be SAN JOSE WEST ROTARY (hereinafter referred to as “the Foundation”).

ARTICLE II

Section 2.01 Principal Office.

The principal office of the Foundation shall be in the County of Santa Clara, State of California.

ARTICLE III

Section 3.01 Qualifications of Directors.

All directors of the Foundation shall be members in good standing of the SAN JOSE WEST ROTARY CLUB (hereinafter referred to as “the Club”). Upon termination by any director of his or her membership in the Club, his or her position as director of this corporation shall automatically terminate. At all times, a minimum of three (3) directors must be past presidents of the Club.

Section 3.02 Number of Directors.

The Board of Directors of the Foundation shall consist of five (5) directors.

Section 3.03 Initial Selection.

The initial selection of directors for the Foundation shall be as follows:

- One director shall be appointed to serve a one—year term;**
- One director shall be appointed to serve a two-year term;**
- One director shall be appointed to serve a three-year term;**
- One director shall be appointed to serve a four-year term; and**
- One director shall be appointed to serve a five—year term.**

Section 3.04 – Selection Procedure.

Selection of the initial directors and all elections to fill vacancies on the Board of Directors shall be by a majority vote of the Board of Directors of the Club.

Section 3.05 - Terms of Office.

The initial directors shall serve terms in accordance with Section 3.03 of this Article. Thereafter, vacancies shall be filled, as set forth in Section 3.04 of this Article, and each director so selected shall serve a five (5) year term. No director may serve more than two (2) such five (5) -year terms, excluding any unexpired portion of a prior term served.

Terms of office for each director shall expire on June 30 at the end of the Foundation's fiscal year.

ARTICLE IV

Section 4.01 - Corporate Purpose.

The Foundation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code, except that no benefit shall be bestowed upon any member of the Club or members of their immediate family.

Section 4.02 – Fiscal Year.

For accounting and administrative purposes, the Foundation shall operate upon a fiscal year beginning on July 1 and ending on the 30th day of June of the following year.

Section 4.03 – Audits.

The Board of Directors of the Club shall designate one (1) individual to serve as a reviewing person of the annual financing statement of the Foundation. This reviewing person shall be selected once a year by a majority vote of the Club's Board of Directors. The financing statement shall show the Foundation's assets on hand at the beginning of the year, all receipts during the year, amounts distributed to recipients, expenses and other disbursements made during the year. This reviewing person shall verify that the assets on hand at the end of the year equal those on hand at the beginning plus receipts, minus disbursements and expenses. Such reviewing person need not be an accountant and he or she may rely on documents necessary to accomplish the above stated purposes which are furnished to his by the Board of Directors, its officers and agents.

ARTICLE V

Section 5.01 - Contributions.

Any donor shall have the right to determine whether funds or property given by him or her shall be distributed currently or held as a part of the Foundation's endowment, under terms and conditions to be established from time to time by the Board of Directors of the Foundation. The Board shall establish endowment funds from time to time and provide criteria for disbursement of income and principal as it deems appropriate.

Section 5.02 — Recipients.

Selection of grant recipients shall be by a majority vote of the Board of Directors of the Foundation.

ARTICLE VI

Section 6.01 — Officers.

The officers of the Foundation shall be a President, Vice-President, Chief Financial Officer and a Secretary.

Section 6.02 — Qualifications.

Each officer must be a member of the Board of Directors of the Foundation.

Section 6.03 - Election.

Officers shall be elected and vacancies shall be filled by a majority vote of the Board of Directors of the Foundation to serve one (1)-year terms. These terms shall run concurrently with the Foundation P~ fiscal year as set forth in Section 4.02 of these By-Laws. Any officer may serve successive terms. Election of officers shall be held at the last regular meeting of each year.

ARTICLE VII

Section 7.01 — Duties of President.

The President shall be the executive officer of this corporation, shall preside at all meetings, shall implement the policies declared by the Board of Directors and shall supervise and control the affairs of from time to time may be appointed and delegated to him by the President or. Board of Directors.this corporation.

Section~ 7. 02 — Duties of Vice—President.

In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President and in so acting shall have all the powers of and be subject to all the restrictions upon the President, and said Vice-President shall perform such other dutied as from time to time may be appointed and delgated to him by the President or Board of Directors.

Executed this 6th day of September, 1985 at
San Jose, California.


Robert D. Wenzel, Incorporator

**CAMPBELL-SAN JOSE WEST OF
ROTARY FOUNDATION
March 27,2006**

Pursuant to Section 10.03 of the By-Laws of Campbell-San Jose West Rotary Foundation, Section 3.05 of the By-Laws is amended to read as follows:


Section 3.05 — Terms of Office.

Each director shall serve until he or she resigns, becomes disqualified or is removed (with or without cause) by a majority vote of the Board of Directors of Campbell-San Jose West Rotary Foundation or the Board of Directors of Rotary Club of Campbell-San Jose West. The term limits previously provided for in the original By-Laws are repealed.

Certificate By Secretary of Rotary Club of Campbell San Jose West

THIS IS TO CERTIFY that I am the duly elected, qualified and acting Secretary of the Rotary Club of Campbell-San Jose West. The above Amendment to the By-Laws of Campbell-San Jose West Rotary Foundation was duly adopted by a majority action of the Board of Directors of the Rotary Club of Campbell-San Jose West on March 27,2006.

In witness whereof~ I have hereunto set my hand and affix the corporate seal this 27th day of March, 2006



Marvin Bamberg, Secretary