

AMENDED AND RESTATED BYLAWS  
OF  
MONARCH BEACH SUNRISE ROTARY FOUNDATION  
  
A CALIFORNIA PUBLIC BENEFIT CORPORATION

I. CORPORATE NAME

The name of this nonprofit corporation is Monarch Beach Sunrise Rotary Foundation, hereinafter "organization."

II. CORPORATE PURPOSES

a. GENERAL PURPOSES

This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized exclusively under the California Nonprofit Public Benefit Corporation Law for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue laws.

b. SPECIFIC PURPOSES

The purpose of this organization is to provide support for the charitable activities of the community, international, vocational, youth and environmental avenues of service of the Monarch Beach Sunrise Rotary Club, a member of the Rotary International organization.

c. LIMITATIONS ON PURPOSES

1. No part of the net earnings, properties, or assets of the organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the organization.
2. No substantial part of the organization's activity will be legislative or lobbying activity.
3. The organization will not intervene, either directly or indirectly, in the campaigns of individuals seeking public office.
4. At no time will the organization's purposes and activities be illegal or violate fundamental public policy.

III. BOARD OF DIRECTORS

a. COMPOSITION

The organization will have no less than 5 but no more than 11 directors and collectively they shall be known as the Board of Directors. The number may change by amendment of these Bylaws, or by repeal of this bylaw and adoption of a new bylaw, as provided by bylaw twelve (XII) below.

No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the organization for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

#### b. QUALIFICATION OF BOARD MEMBERS

All directors of the organization must be of the age of majority in California. Other qualifications for directors of this corporation shall be as follows: Directors shall be members in good standing of the Monarch Beach Sunrise Rotary Club and must be nominated by the club membership annually during the Monarch Beach Sunrise Rotary club election cycle.

#### c. DIRECTOR COMPENSATION & REIMBURSEMENT OF EXPENSES

Directors shall serve without compensation. However, directors may be reimbursed for expenses incurred in the performance of their regular duties, depending on availability of funding for such expenses. All reimbursements need to be approved by a majority of non-interested directors.

#### d. BOARD OF DIRECTORS AUTHORITY

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the organization's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Specifically, the Board of Directors shall have the power to do the following:

1. Appoint and remove at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws,
2. Change the principal office or the principal business office in California from one location to another; cause the organization to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members,
3. Borrow money and incur indebtedness on the organization's behalf and cause to be executed and delivered for the organization's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities,
4. Perform any and acts necessary to the organization.

#### e. REGULAR MEETINGS

## 1. OCCURRENCE

Regular meetings of the Board of Directors will be held once a quarter and timing will be at the discretion of the Board. The Secretary will schedule meetings and will provide notice of at least ten (10) business days prior to meetings by United States mail or at least forty-eight (48) hours by personal service, electronic mail, facsimile, or telephone. Before the adjournment of each meeting, directors will advise the Secretary on dates for the next regular meeting.

## 2. LOCATION

Meetings of the board shall be held at any place within or outside California that has been approved by a majority of the Board of Directors.

## 3. AVAILABILITY OF ELECTRONIC MEETINGS

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. (This section also applies to Special Meetings described below.) Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the organization.

(c) The board has adopted and implemented a means of verifying both of the following:

(1) A person participating in the meeting is a director or other person entitled to participate in the board meeting.

(2) All actions of or votes by the board are taken or cast only by the directors and not by persons who are not directors.

### e. SPECIAL MEETINGS

Special meetings of the board for any purpose may be called at any time by the president, the secretary, or any two directors.

Notice of the time and place of special meetings shall be given to each director. Notices sent by first-class mail shall be deposited in the United States mails at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the organization's principal office. The notice need not specify the purpose of the meeting.

### f. VOTING & QUORUM

A majority of the directors then in office shall constitute a quorum for the transaction of any



business except adjournment.

Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law for certain transactions in which one or more directors is financially or personally interested.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

#### g. WRITTEN CONSENT OF CORPORATE ACTIONS

Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the organization is a party and who is an "interested director" as defined in the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

#### h. ELECTION OF DIRECTORS

##### 1. TERM OF SERVICE

Each director shall hold office for one year and until a successor director has been designated and qualified. Directors will have the option of seeking additional terms of service.

##### 2. VACANCIES

A vacancy or vacancies on the board of directors shall occur in the event of (a) the death, removal, or resignation of any director; (b) the expiration of a director's term, (c) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law; or (d) the increase of the authorized number of directors by amendment of bylaws section III(a) above.

##### 3. RESIGNATIONS

Except as provided in the next paragraph, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, and acting to dissolve the organization as specified in Bylaw XI below, no director may resign if the organization would be left without a duly elected director.

#### 4. REMOVALS

Any director can be removed, with or without cause, by the vote of a majority of the members of the entire board of directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided by these bylaws. Any vacancy caused by the removal of a director shall be filled as provided in Section III(i)(5) of these bylaws.

#### 5. FILLING VACANCIES

Vacancies on the board may be filled by approval of the board or, if the number of directors, then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with the California Corporations Code, or (3) a sole remaining director.

#### 6. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for debts, liabilities, or other obligations of the corporation.

#### 7. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent possible under the laws of this state.

#### 8. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or any other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liabilities under the articles of incorporation, these bylaws, or provisions of law.

### IV. OFFICERS

The officers of this organization shall be a president, a vice president, a secretary, and a treasurer appointed by a majority of the directors at a meeting in which a quorum is present. The organization, at the board's direction, may also have other officers as may be appointed by a majority of the directors at a meeting in which quorum is present. Each appointed officer shall have the title and authority, hold office until he or she resigns or is removed or is otherwise disqualified to serve, and perform duties specified in these bylaws or established by the board.

Except in the case of the secretary and treasurer, no two offices may be held by the same person.



A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office.

a. Responsibilities of Officers

1. PRESIDENT

The President shall be the chief executive officer of the organization and shall supervise and control affairs of the organization. The President shall perform all duties incident to the office and such other duties as may be required by law, or may be assigned from time to time by the Board of Directors. The President will preside over all regular and special meetings.

2. VICE PRESIDENT

The Vice President shall act as president and shall succeed to the powers and duties of president in the absence or disability of the president and shall have such other powers and perform other duties prescribed by the board of directors, the president, or these bylaws.

3. SECRETARY

The Secretary shall keep, or cause to be kept, a book of the minutes of all meetings and actions of the Directors with the time and place of holding the regular or special meetings and if special, how authorized, the notice given, the names of those present at such meetings and the agenda of such meetings. The Secretary shall give, or cause to be given, notice of all meetings of the board of Directors required by the Bylaws. The Secretary shall have other powers and duties as may be directed by the Board.

4. TREASURER

The Treasurer shall be the chief financial officer and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall file, or cause to be filed, all necessary Federal and State income tax returns. The books of account shall be open to inspection by any member at all reasonable times. The Treasurer shall render to the President or other Directors, upon request, an account of all transactions and of the financial position of the organization. The Treasurer shall deposit all monies and all valuables in the name and to the credit of the organization with such depositories as may be designated by the Board. The Treasurer shall have other powers and duties as may be directed by the Board.

V. COMMITTEES

The board, by resolution adopted by a majority of the directors at a meeting in which quorum is present, may create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the board.

Committee decisions will need to be approved of by a majority of directors currently serving before those decisions will have force and effect.

#### VI. ADVISORY COMMITTEES

The Board may create one or more Advisory Committees. Advisory Committee membership may consist of Directors only, Directors and non-directors, or non-directors only. Advisory Committees shall have no legal authority to act for the corporation, but shall report their findings and recommendations to the Board.

#### VII. MEMBERS

This organization shall not have voting members within the meaning of the Nonprofit Public Benefit Corporation Law. The organization's board of directors may, in its discretion, admit individuals to one or more classes of nonvoting members or "honorary" members; the class or classes shall have such rights and obligations as the board finds appropriate.

#### VIII. CONFLICT OF INTEREST POLICY

The organization shall, at all times, maintain a conflict of interest policy, which shall comply with all requirements imposed from time to time by the Internal Revenue Service or the State of California for such policies by organizations exempt from tax under Internal Revenue Code Section 501(c)(3). Such policy shall become effective upon approval by the Board of Directors.

#### IX. FINANCIAL MATTERS

##### a. FISCAL YEAR

The fiscal year of the organization shall begin on January 1 and end on December 31 of each year.

##### b. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

##### c. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or, as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer or other authorized director of the corporation for matters of \$500 or less, for amounts that exceed \$500



there must be the signature of a second officer of the corporation.

#### d. RESPONSIBILITIES OF THE TREASURER

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the organization's properties and transactions. The treasurer shall send or cause to be given to the members (if any) and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

The treasurer must (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the organization with such depositories as the board may designate; (2) disburse the organization's funds as the board may order; (3) render to the president and the board, when requested, an account of all transactions as treasurer and of the financial condition of the organization; and (4) have such other powers and perform such other duties as the board or the bylaws may require.

#### e. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

#### f. 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.

### X. KEEPING OF CORPORATE RECORDS

The secretary shall keep or cause to be kept, at the organization's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and of committees of the board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present at members' meetings.

The secretary shall also keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

Every director shall have the absolute right at any reasonable time to inspect and copy all *books*, records, and documents of every kind and to inspect the physical properties of the corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### XI. DISSOLUTION

This organization can be dissolved by a two-thirds (2/3) vote of the directors currently serving on the Board of Directors.



On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the organization shall be distributed to a nonprofit fund, foundation, or organization that is organized and operated exclusively for charitable purposes and that has established its exempt **status** under Internal Revenue Code section 501(c)(3).

XII. AMENDMENTS

These bylaws may be amended by a majority vote of all directors present at a meeting in which quorum is present.

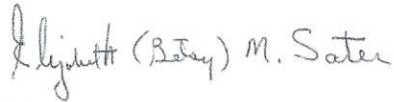
XIII. GOVERNING LAW

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law and other relevant California law shall govern the construction of these bylaws.

CERTIFICATE OF  
SECRETARY

I certify that I am the duly elected and acting Secretary of Monarch Beach Sunrise Rotary Foundation, a California nonprofit public benefit corporation; that these bylaws, consisting of nine pages, are the bylaws of this organization as amended by the board of directors on 11-14-22, and that these bylaws have not been amended or modified since that date.

{ Executed on 11-30-22 at Laguna Niguel, California.



Secretary