

BY-LAWS
OF
ROTARY CLUB FOUNDATION OF
ALLENTOWN WEST - WESTERN LEHIGH COUNTY

ARTICLE I - NAME AND OFFICES

1. The name of this Corporation shall be Rotary Club Foundation of Allentown West Western Lehigh County (which shall be hereinafter referred to as the “Corporation”).
2. The registered office of the Corporation shall be at 1466 Stoneridge Road, Allentown, Lehigh County, Pennsylvania 18104.
3. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE II- SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal of Pennsylvania”.

ARTICLE III- PURPOSE AND OBJECTIVES

The purpose for which this Corporation is formed is:

To contribute to the betterment of the communality by means of contributions to charity, support of scientific and educational endeavors and promotion of social welfare and to do any and all lawful things necessary or desirable to further said purpose, without limitation.

All other provisions of these Bylaws notwithstanding, the Corporation shall accomplish each purpose and exercise its powers in a manner consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV - MEMBERS

The Corporation shall have no members.

ARTICLE V - DIRECTORS

1. NUMBER AND TERM. The business and affairs of this Corporation shall be managed by its Board of Directors, five (5) in number, as may be determined from time to time by resolution of the Board of Directors. Each Director of the corporation shall be a natural person of full age and need not be a resident of this Commonwealth. The Board of Directors shall be composed EX OFFICIO, of the current President, the Immediate Past President, President Elect, and Treasurer of the Allentown West Rotary Club. The fifth Director shall be EX OFFICIO the person elected as Chair of the Foundation by the Board. Each Director, except the fifth Director described above, shall be elected for two (2) successive one (1) year terms and until his or her successor shall be elected and shall qualify.

2. ELECTION. The initial Board of Directors shall be elected by the incorporators based on the criteria described in Paragraph 1 of this Article. Thereafter, Directors shall be elected at the annual meeting of the Board of Directors of the corporation.

3. MEETINGS.

a. Annual Meeting. Annual meetings of the Board of Directors shall be held on such a date within the first three (3) months of each fiscal year as may be fixed by the Board. The time and place

of such meetings shall be determined by the Board. At the annual meeting of the Board, the Board shall elect officers, elect members of the committees where appropriate and conduct such other business as may come before the meeting.

b. Special Meetings. Special meetings of the Board maybe called by a majority of Directors, the President or Secretary on ten (10) days notice to each Director either personally or by mail or by telefax or electronic mail. Only business related to that purpose set forth in the notice of the meeting may be transacted at a special meeting.

c. Notice. Unless stated otherwise in these Bylaws, written or personal notice of every meeting of the Board of Directors shall be given to each Director at least ten (10) days prior to the day named for the meeting.

d. Quorum. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

e. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and filed with the Secretary of the Corporation.

f. Telephone Conference. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

4. COMPENSATION. The Board of Directors shall have the authority to fix the compensation of Directors for their services as such, and a Director may also be a salaried officer of the Corporation.

5. RESIGNATION. Any Director may resign at any time by giving written notice to the Board. Such resignation, which may or may not be made contingent upon formal acceptance, takes effect on the date of receipt or at any later time specified in the written notice.

6. REMOVAL. The entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select Directors, or any individual Director, may be removed from office without assigning any cause by a majority vote of the members entitled to vote thereon. In case the Board or a class of the Board or any one or more Directors are so removed, new Directors may be elected at the same meeting.

7. VACANCY. The Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court, or is convicted of felony, or if within sixty (60) days after notice of his election, he does not accept such office either in writing or by attending a meeting of the Board of Directors and fulfill such other requirements of qualification as the By-Laws may specify. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, may be filled by a majority vote of the remaining members of the Board of Directors and each person so elected shall be a Director to serve for the balance of the unexpired term, and until a successor has been selected and qualified.

ARTICLE VI- OFFICERS

1. SELECTION OF OFFICERS. The executive officers of the Corporation shall be chosen by the five Directors, and shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer and such other officers and assistant officers as the needs of the Corporation may require. The Chairperson, Vice Chairperson, Secretary and Treasurer shall be natural persons of full age. The Treasurer may be a corporation, but if a natural person shall be of full age. It shall not be necessary for the officers to be Directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. TERM OF OFFICE. The officers shall hold their offices for a term of two (2) consecutive years and until their successors are chosen and have qualified.

3. CHAIRPERSON. The Chairperson shall be the chief executive officer of the Corporation; he or she shall attend all meetings of the Board but shall not participate in the Board's election of a Chairperson; he or she shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred to the Chairperson, to any other officer or officers of the Corporation. The Chairperson shall execute any and all contracts, bonds and other documents requiring a seal under the seal of the Corporation. He or she shall be EX-OFFICIO, a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chairperson of a corporation.

4. VICE CHAIRPERSON. The Vice Chairperson shall discharge the duties of the Chairperson in the event of the Chairperson's death, resignation, absence or temporary disability. The Vice Chairperson shall perform such duties as are assigned them by the Chairperson.

5. SECRETARY. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the Board of Directors and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairperson, under whose supervision he or she shall be. He or she shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

6. TREASURER. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

7. REMOVAL OF OFFICERS. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

8. VACANCIES. Vacancies in the office of any officer shall be filled by a majority vote of the Board of Directors, and each person so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII - COMMITTEES

1. The Board of Directors, by resolution adopted by a majority of the directors in office, may provide for such standing or special committees as it deems desirable, and discontinue these committees at its pleasure. Each committee shall consist of two (2) or more members of the Board of Directors, and one or more other persons, as shall be selected by the Board of Directors. If any standing or special committee has a chair, the chair shall be a member of the Board of Directors

2. The Board of Directors may provide for such other committees and advisory groups, consisting in whole or in part of persons who are not members of the Board of Directors, as it deems desirable, and discontinue these committees and advisory groups at its pleasure.

3. To the extent provided in the resolution by the Board of Directors or in the By-Laws, the Committees shall have and may exercise all of the powers and authority of the Board of Directors, except that no such Committee shall have an\ power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors.
- (b) The adoption, amendment or repeal of the By-Laws.
- (c) The amendment or repeal of any resolution of the Board of Directors.

ARTICLE VIII - BOOKS AND RECORDS

1. BOOKS AND RECORDS. The Corporation shall keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

2. RIGHT TO EXAMINE CORPORATE RECORDS. Every Director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, books and records of account, and records of the proceedings of the Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Director. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney, or such other writing which authorizes the attorney or other agent to so act on behalf of the Director. The demand under oath shall be directed to the corporation at its registered office in this State or at its principal place of business wherever situated.

ARTICLE IX - ANNUAL REPORT AND BUDGET

1. The Chairperson and Treasurer shall present a report to the Board of Directors at the annual meeting, showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(d) The expenses or disbursements of the corporation for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

This report shall be filed with the minutes of the meeting of directors.

ARTICLE X - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telefax to his address appearing on the books of the Corporation, or by electronic mail, or, in the case of Directors, supplied by him or her to the Corporation for the purpose of the notice. If the notice is sent by mail or by telefax, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or when transmitted by telefax. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this 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. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XI- MISCELLANEOUS PROVISIONS

1. The Corporation shall have a calendar fiscal year that begins on January 1 and ends on December 31.

2. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors shall from time to time designate.

3. The Corporation shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a majority vote of the members in office of the Board of Directors. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

4. Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation.

ARTICLE XII- DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation to any other Rotary foundation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and/or its exempt affiliates, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify each person who is or was a trustee, Director, officer, or employee of the corporation, or of any other corporation which he served as such at the request

of the Corporation. Such person shall be indemnified against any and all liability and reasonable expenses that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a trustee, Director, officer, or employee of the corporation or of such other corporation. He will also be indemnified by reason of any past or future action taken or not taken in his capacity as such trustee, Director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he reasonably believed to be the best interests of the corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, where he had no reasonable cause to believe that his conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a trustee, Director, officer or employee, other than amounts paid to the corporation itself or to such other corporation served at the corporation's request.

The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, Director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article,

except where there shall have been a judgment rendered specifically finding that the action or conduct of such trustee, Director, officer or employee constituted negligence or misconduct.

Any such trustee, Director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Corporation, but only if(1) the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the trustee, Director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the corporation) shall deliver to it their written advice, that, in their opinion, such trustee, Director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XIV AMENDMENTS

These Bylaws may be amended or repealed by the majority vote of all Directors then serving on the Board, at any regular or special meeting duly convened after notice to the Directors of that purpose.

ADOPTED, this 19TH day of December, 2003.

Attest:

(Signed) Judith A. Harris

Acting Secretary

(Signed) Gloria F. Zimmerman

Chairperson