

BYLAWS OF THE ROTARY CLUB OF THE NORTH FORK VALLEY FOUNDATION, INC.
(Amended March 7, 2013, and all previous)

Article 1 Principal Office

Principal Office. The principal office of the corporation shall be located at 314 Grand Avenue, Paonia, Colorado 81428. The principal office may be changed by the board of directors. The corporation may also have offices at other places within or outside of Colorado as the board of directors may approve.

Article 2 Members

Members. Each and every member of the Rotary Club of the North Fork Valley, Inc. shall be a member of the Rotary Club of the North Fork Valley Foundation, Inc.

Article 3 Board of Directors

Section 1 - The directors of the Rotary Club of the North Fork Valley, Inc. shall be the directors of the corporation.

Section 2 - An annual meeting of the members shall be held on the same day and same time as the annual meeting of the members of the Rotary Club of the North Fork Valley, Inc.

Section 3 - Vacancies on the board of directors may be filled by a majority vote of the remaining directors at any meeting of the board of directors.

Section 4 - The board of directors shall have control and general management of the affairs, property and business of the corporation and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the board of directors may deem proper.

Article 4 Meetings of Directors

Section 1 - Regular meetings of the board of directors may be held without notice of the date, time, place or purpose of the meeting.

Section 2 - Special meetings of the board of directors shall be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the meeting unless otherwise required by law.

Section 3 - A quorum of the board of directors consists of a majority of the number of officers in office immediately before the meeting begins. The affirmative vote of a majority of directors present is the act of the board of directors unless the vote of a greater number of directors is required by law.

Section 4 - Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if each and every member of the board, in writing, either: a) votes for the action; or b) votes against the action or abstains, and waives the right to demand that a meeting be held. The affirmative votes must equal or exceed the minimum number

necessary to take action at a meeting at which all of the directors then in office were present and voted.

Article 5 Officers and Duties

Section 1 - The officers of the corporation shall consist of a president, a secretary, and a treasurer. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers shall be the same persons holding the same office with the Rotary Club of the North Fork Valley, Inc. A vacancy in any office may be filled by the board of directors at any regular or special meeting called for that purpose.

Section 2 - The president shall, subject to the direction and supervision of the board of directors, be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The president shall have the authority to sign all contracts and instruments on behalf of the corporation, except as the authority may be restricted by resolutions of the board of directors adopted from time to time.

Section 3 - The secretary shall have the responsibility for the preparation and maintenance of minutes of the directors' and members' meetings and other records and information required to be kept by the corporation and for authenticating records of the corporation. The secretary shall perform all duties usually incident to the office of the secretary, those duties specified in these bylaws, and any other duties that may from time to time be delegated by the board of directors.

Section 4 - The treasurer shall have general supervision over the care and custody of the funds and securities of the corporation and shall deposit the same or cause the same to be deposited in the name of the corporation in the bank or banks that the board of directors may designate. The treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the corporation and whenever required by the board of directors, shall render or cause to be rendered financial statements of the corporation.

Article 6 Amendment of Bylaws

These bylaws may be amended at any regular meeting of the members, or at a special meeting of the members, a quorum being present, by a majority vote of all members present.

Felix Belmont, Secretary

Caroline Szvetcz, President