

#### ARTICLE ONE - ORGANIZATION

1. The name of this organization shall be: DUPONT CIRCLE ROTARY CHARITABLE FOUNDATION, INC. (hereinafter, "the Organization")
2. This organization may change its name by vote of the Board of Directors.
3. This organization shall be a 501(c)(3) charitable corporation chartered according to the laws of the District of Columbia and the regulations of the United States Internal Revenue Service.

#### ARTICLE TWO - PURPOSE

Dupont Circle Rotary Charitable Foundation, Inc. has been organized to operate for the purposes set forth in the Organization's Articles of Incorporation.

#### ARTICLE THREE - MEMBERSHIP

There will be no members in this organization. All of the activities of the organization will be governed by the Board of Directors, described in ARTICLE FOUR.

#### ARTICLE FOUR - BOARD OF DIRECTORS

1. The business and affairs of this Organization shall be managed under the direction of its Board of Directors.
2. The Board of Directors shall consist of no less than three (3) or more than five (5) directors who are members in good standing of the Rotary Club of Dupont Circle (hereinafter, "the Club"). Directors shall serve a one (1) year term concurrent with the Rotary Year (1 July to the following 30 June). The maximum number of directors may be changed by an amendment to the Bylaws, but any such amendment shall not affect the tenure of any officer or director unless otherwise permitted or required under these Bylaws. The five directors shall include the Chair of the Club's Foundation committee and the Director, and three club members appointed by the Board of Directors of the Club.
3. The action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. The Board of Directors shall only act in the name of the organization at a meeting duly called in accordance with these Bylaws, after due notice to all the directors. Three directors shall constitute a quorum. Meetings shall be held at such times as the Board of Directors shall feel necessary to accomplish the purposes of the organization. Notwithstanding the foregoing, the Organization shall hold an annual meeting of its Board of Directors for (a) the election of directors and officers and (b) the transaction of such other business as may properly come before the meeting. The annual meeting shall be held during the fourth quarter of the Organization's fiscal year at such place and at such time as determined by the Board of Directors.
4. Each director shall have one vote that may be exercised in-person or over telecommunications connections with the meeting. Proxy voting is not allowed. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a unanimous written consent which sets forth the action to be taken is signed by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

5. A majority of the remaining directors may at any time fill a vacancy on the Board of Directors which results from any cause. A director elected to fill a vacancy shall serve for the unexpired term of the director whose resignation or removal created the vacancy on the Board. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice, or (iii) a sole remaining Director.

6. A director may be removed when sufficient cause exists for such removal. A two-thirds vote of the remaining directors is required to remove a director from the board. A director may resign at any time upon written notice to the Secretary. Such resignation shall be effective on the date that notice is received by the secretary unless a later date is otherwise specified.

7. A director who ceases to be a member in good standing of the Club shall cease to be a director of the Organization.

#### ARTICLE FIVE – OFFICERS

1. The officers of the organization shall be President, Vice President, Secretary, and Treasurer. The directors shall elect officers from their number at the Annual Meeting. These officer's primary responsibilities are enumerated as follows:

a. The President shall preside at all meetings, by virtue of the office, be chairperson of the Board of Directors, present at each Annual Meeting of the Rotary Club of Dupont Circle an annual report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

b. The Vice-President shall in the event of the absence or inability of the President to exercise the duties of his or her office, become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected President.

c. The Secretary shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records, present to the Board at any meetings all communications addressed to the organization, attend to all correspondence of the organization and exercise all duties incident to the office of the secretary.

d. The Treasurer shall have the care and custody of all moneys belonging to the organization, be solely responsible for such moneys or securities of the organization and be one of the officers who shall sign checks or drafts of the organization, subject to the direction of the Board. The Treasurer shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer.

#### ARTICLE SIX – AWARDS TO OTHER ORGANIZATIONS

Financial grants-in-aid shall be requested by and administered in partnership with the appropriate committees of the organization organized according to Article Nine.

#### ARTICLE SEVEN - FUNDING

1. The committees shall meet with the Board of Directors of the organization to request funding for their charitable activities. All disbursements will be approved in advance by the Board of Directors. The Board of Directors will establish and apply accounting controls to ensure funds are disbursed within budgeted amounts.
2. In addition to (1.) above, the Committees may solicit and accept donations from the membership of the Rotary Club of Dupont Circle, Inc.: from groups; from individuals; from foundations; and/or any business. Contributions to the Organization shall be deductible under Section 170(c)(2) of the Internal Revenue Code. To the extent that a donor designates such a donation for a particular purpose (e.g., scholarship, community grant, etc.), the Organization shall track the donated funds and disburse them only as designated by the donor. Neither the Board of Directors nor any Committee may supersede such a donor designation. Should the Organization determine that it would be inappropriate to disburse a donation according to the donor's designation, it shall refund the donation to the donor.
3. No part of the net earnings or assets of the Organization shall inure to the benefit of, or be distributable to, its officers, directors or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof.

#### ARTICLE EIGHT - ACTIVITIES

1. The Organization shall engage only in activities that are of a charitable and/or educational nature and approved by the Board of the Rotary Club of Dupont Circle.
2. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
3. Notwithstanding any other provisions of these articles, the Organization shall not carry on any activities not permitted to be carried on (a) by a Organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a Organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any federal tax code.

#### ARTICLE NINE – COMMITTEES

The President shall form such committees as it feels appropriate to accomplish the goals of the organization. If a committee member is a member of the Rotary Club of Dupont Circle, they shall be a member in good standing of the Club.

#### ARTICLE TEN- AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a majority of the members of Board of Directors.

#### ARTICLE ELEVEN - DISSOLUTION

Upon the dissolution of the Organization, and following payment of all liabilities of the Organization, all assets shall be distributed by the Rotary Club of Dupont Circle, Inc. for one or

more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government for public purpose.