

BYLAWS OF ROTARY CLUB OF MYSTIC CHARITABLE FUND, INC.

Approved April 09, 2012

*ARTICLE ONE - ORGANIZATION*

1. The name of this organization shall be the ROTARY CLUB OF MYSTIC CHARITABLE FUND, INC.
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 State of Connecticut and the regulations of the United States Internal Revenue Service.

*ARTICLE TWO - PURPOSE*

The Rotary Club of Mystic Charitable Fund, Inc. exists for the charitable purpose of awarding financial grants-in-aid to local and international charitable opportunities and scholarships to deserving seniors from local high schools.

*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 of this organization shall be managed by a Board of Directors consisting of sixteen members, including its officers.
2. The members of the Board shall consist of the President, President-Elect, Vice-President, Secretary, Recording Secretary, Treasurer and Immediate Past President of the Mystic Rotary Club and the Nine directors of that club's board.
3. The Board of Directors shall have the control and management of the affairs and business of this organization. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairperson after due notice to all the directors. Seven members 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.
4. Each director shall have one vote and such voting may not be done by proxy nor by telephone.
5. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

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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.

*ARTICLE FIVE - OFFICERS*

1. The officers of the organization shall be President, Vice President, Secretary, and Treasurer. They shall be the officers elected by the Rotary Club of Mystic at the club's annual meeting held in December and be members of that organization. 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 Mystic 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.

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*ARTICLE SIX- SCHOLARSHIP AWARDS*

1. Application process shall be directed by a Scholarship Committee appointed by the President of this organization. The Scholarship Committee shall seek all information that it feels is necessary to evaluate the candidates for the scholarship awards.
2. The applicant must demonstrate a record of "service above self" to school and/or the local community of residence or school location.
3. The organization shall not be obligated to make an award should there not be satisfactory applicants.
4. Funds shall be payable to the institution attended by the awardee at the time payment is required by the institution unless such direct payment shall cause the awardee to lose financial grants already awarded by any institution.
5. Awards shall be made for one year only, for attendance at an accredited school, college or university.
6. Applicants must be residents of the Towns of Groton or Stonington.
7. At the time of aid application, applicant may be attending any accredited secondary school, irrespective of where located.
8. Applicant must obtain from the school being attended any basic information required by the organization and sent directly to the organization by a school authority.
9. Secondary school participation in application procedures and selection of awardees shall be limited to information requested on the form(s) furnished by the organization unless the organization wishes to request supplemental information from the school involved.
10. The organization need not necessarily be concerned with college or secondary school academic record admission details such as SAT scores, predicted grade point averages and the like. Concerns are primarily those of character, leadership potential and demonstrated and/or predicted "service above self."
11. The organization may award financial aid to students for educational travel, Student Exchange Programs, conferences, workshops, etc. Such awards must be approved by the Board of Directors.
12. Dependent family members of Mystic Rotarians are not eligible to receive scholarships.

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ARTICLE SEVEN – NON-SCHOLARSHIP AWARDS

Financial grants-in-aid other than those for educational scholarships shall be administered through the appropriate committees of the Rotary Club of Mystic, including but not limited to the Contributions Committee, the International Service Committee, the Community Service Committee and the Grants Committee.

*ARTICLE EIGHT- FUNDING*

1. The various Committees shall meet with the Board of Directors of the Rotary Club of Mystic, Inc. 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 Mystic, Inc.: from groups; from individuals; from foundations; and/or any business etc.. Contributions to the Corporation 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 Corporation shall track the donated funds and disburse them only as designated by the donor. Neither the Board of Directors nor any Committee may supercede such a donor designation. Should the Corporation 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 Corporation shall inure to the benefit of, or be distributable to, its officers, directors or other private persons, except that the Corporation 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 NINE - ACTIVITIES*

1. The Corporation shall engage only in activities that are of a charitable and/or educational nature.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or

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corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any federal tax code.

*ARTICLE TEN – COMMITTEES*

The President shall form such committees as it feels appropriate to accomplish the goals of the organization.

*ARTICLE ELEVEN- AMENDMENTS*

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a majority of the members of the Rotary Club of Mystic only.

*ARTICLE TWELVE - DISSOLUTION*

Upon the dissolution of the Corporation, and following payment of all liabilities of the Corporation, all assets shall be distributed by the Rotary Club of Mystic, 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. Any such assets not so disposed of shall be disposed of by the Superior Court of New London County, exclusively for such purposes or to such organization(s) selected by said court and operated exclusively for such purposes.