

**ROTARY CLUB 29 FOUNDATION
AMENDED AND RESTATED BYLAWS
February 18, 2021**

**ARTICLE I
NAME AND PURPOSES**

1.1 Name. The name of this corporation (the “Foundation”) is “Rotary Club 29 Foundation.”

1.2 Purposes. Subject to the limitations set forth in the Amended and Restated Certificate of Incorporation of the Foundation (the “Certificate”), the Foundation is formed for charitable purposes and to engage in charitable activities, subject to the limitations applicable to not-for-profit corporations in the Oklahoma General Corporation Act. The Foundation’s activities shall be exclusively focused on providing support for the philanthropic projects of the Rotary Club of Oklahoma City (the “Club”), an Oklahoma nonprofit corporation.

1.3 Restrictions. At no time, either on dissolution or prior to dissolution, shall any part of the funds or assets of the Foundation inure to the benefit of any private individual, nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except as may be permitted by law and the Internal Revenue Code of 1986, as amended, (the “Code”) or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws). The Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

1.4 Certain Restrictions. If the Foundation is found to be a private foundation, as that term is defined in Section 509 of the Code, then (a) the Foundation shall conduct its business and distribute its income as necessary for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, and (b) the Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, shall not make any investments in such a manner as to subject the Foundation to tax under Section 4944 of the Code, and shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

1.5 Charitable Activities. The Foundation shall carry on only those activities permitted to be carried on by a charitable organization as described in Section 501(c)(3) of the Code.

**ARTICLE II
OFFICES**

2.1 Principal Office. The principal office of the Foundation shall be located in Oklahoma City. The Board of Directors may establish such offices as the business of the Foundation requires.

2.2 Registered Office. The Foundation shall have and continuously maintain a registered office in Oklahoma and a registered agent whose office is the same as the registered office.

ARTICLE III **MEMBERS**

3.1 Members. The members of the Foundation are the members of the Club.

3.2 Rights of Members. The members of the Foundation shall vote, furnish any necessary consent or approval, or take other action on any issue that may properly be presented to the members. The following matters must receive approval of the members:

(a) the amendment, restatement or repeal of the Certificate of Incorporation of the Foundation, or these Bylaws, (as herein defined), in accordance with the requirements set forth in Article X;

(b) the election of the directors of the Foundation, except the directors from the Club as herein provided;

(c) the election of the Chair of the Board of Directors of the Foundation;

(d) the merger, consolidation or disposition of all or substantially all of the assets of the Foundation;

(e) the dissolution, liquidation or termination of the business of the Foundation;

(f) a material change in the purposes for which the Foundation was formed; and

(g) the filing of a voluntary petition under any law having for its purpose the adjudication of the Foundation as bankrupt or insolvent or the taking any action with respect to the reorganization or liquidation of the Foundation.

ARTICLE IV **BOARD OF DIRECTORS**

4.1 Powers. The Board of Directors shall manage and direct the business and affairs of the Foundation. The directors shall have all powers and authority provided in the Certificate of Incorporation and permitted by law.

4.2 Number; Qualifications. The number of voting directors that will constitute the entire Board of Directors shall be nine (9), all of whom shall be members of the Foundation.

4.3 Board Composition. The Board of Directors shall be composed as follows:

- (a) The chair of the Foundation who shall be elected by the members for a two (2) year term.
- (b) The immediate past president of the Club, who will serve for a one-year term.
- (c) The immediate past treasurer of the Club, who will serve for a one-year term.
- (d) Six (6) at-large directors who shall be elected by the members, each for a two (2) year term. Three (3) at large directors shall be elected each year.
- (e) The current president of the Club, and the president-elect of the Club, who shall serve as non-voting, advisory members of the Board of Directors.
- (f) Two members of the Club who have responsibility or leadership for community service and international service to be appointed by the President of the Club, to serve as non-voting advisory members of the Board of Directors.

4.4 Nominating Committee.

(a) The Board of Directors shall appoint a Nominating Committee Chair, who will appoint two voting members of the existing Board and two additional members of the Foundation to serve as a Nominating Committee. The Nominating Committee will solicit proposed nominations from the members and then will subsequently nominate one nominee for each open Board position. The slate of Officers and Directors shall be submitted to a vote of the members for approval or rejection.

(b) If the slate of the Chair and Directors shall fail to receive a majority vote of the members of the Foundation, such slate shall be deemed to have failed, and the applicable Nominating Committee shall propose a new slate for approval or rejection.

4.5 Additional Qualification. No person shall serve simultaneously as an at-large member of the Board of the Foundation and as a voting member of the board of directors of the Club. Any person whose term of office as an at-large member of the Board of the Foundation overlaps with the term of office to which such person is elected as a director of the Club shall, without further action, upon taking office as a member of the board of the Club, cease to serve as a member of the Board of the Foundation, and the vacancy created by such termination shall be filled as described below.

4.6 Term. The term of office of the directors shall commence on July 1 and expire on June 30 - of either the following year, or the third following year, as applicable; provided, that directors shall continue to serve until their successors are elected and take office. The election of the directors to be elected by the members of the Foundation shall be held at the annual meeting as directed in Section 4.10 below.

4.7 Term Limits.

(a) Any person elected as Chair may only serve in such capacity for a maximum of two (2) consecutive two-year terms (the “Maximum Term Limit”), whereafter a period of two (2) consecutive years shall pass before such person is re-eligible to serve again in such capacity. The Chair is not prohibited from being a Director after his/her term.

(b) No member of the Board of Directors may be elected for more than two (2) consecutive two-year terms in the same board position.

4.8 Vacancies. Any vacancies in seats on the Board shall be filled, and the director so chosen to fill such office shall continue to serve for the remainder of the term of the director whose position had become vacant, as follows:

(a) In the event of a vacancy in the office of the chair prior to the end of the chair’s terms, the directors shall elect a successor.

(b) Any vacancy in an at-large position shall be filled by a person designated by the Chair, to be approved by the Board.

(c) Any vacancy in the position designated in Sections 4.3(b) or 4.3(c) above shall be filled by the President of the Club.

(d) Any vacancy in the non-voting advisory directors designated in 4.3 (f) above, as representatives of the community service or international service programs of the Club shall be appointed by the President of the Club.

4.9 Transition Rule. For transition purposes, all current directors shall complete their terms as directors, notwithstanding the fact that, as a result, the number of directors shall exceed the number specified in section 4.3 hereof. Effective as of July 1, 2022, at-large directors shall be elected, take office, and continue to serve until their successors are elected as described above, as follows:

(a) The Chair and one class of three at-large directors shall be elected for terms ending on June 30, 2024 by the members of the Foundation at the annual meeting held in 2022.

(b) One class of three at-large directors shall be elected for terms ending on June 30, 2025 by the members of the Foundation at the annual meeting held in 2023.

4.10 Removal; Resignation. The Board may remove a director with or without cause, subject to the approval of the members. A director may resign by submitting a notice of resignation in writing to the Chair or the Board. The resignation is effective upon receipt, unless otherwise stated in the notice.

4.11 Regular Meetings. The Board shall hold an annual meeting during the third quarter following the end of each fiscal year of the Foundation for the purpose of electing the directors and transacting any other business that may properly come before the meeting. The

Board may hold additional regular meetings without call or notice at such place and time as the Board may determine. The annual meeting shall be conducted at such time and in such manner, either in person or in such other manner as will permit participation by the members, as the Board shall determine. All actions taken by the members of the Foundation shall be taken by majority vote of those members present and voting, including voting by electronic means.

4.12 Special Meetings. The chair or a majority of directors then in office may call special meetings. Notice of a special meeting shall be given to each director at least three days before the meeting. The notice shall set forth the time and place of the meeting but need not, unless otherwise required by law, state the purposes of the meeting. A majority of the directors present at any meeting may adjourn the meeting without notice, other than announcement at the meeting.

4.13 Place of Meetings. Board meetings may be held at such places as the Board may determine or as may be specified in the call of any meetings.

4.14 Quorum and Voting.

(a) A majority of the total number of directors, excluding any vacancies, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board. Each director shall be entitled to one vote on matters presented to the directors. Board members may not vote by proxy. Except as otherwise specified in these Bylaws, the act of a majority of directors present in person at a meeting at which a quorum is present shall be the act of the Board.

(b) The Board is permitted to vote by electronic mail (email) during an electronic meeting held pursuant to these Bylaws, or with proper notice provided. All directors must have access to email and it is the responsibility of each director to inform the Chair or the Executive Director of the Club of their correct email address for purposes of correspondence and email voting.

(c) Vote by email will be conducted in the following manner:

(i) The Chair or any director may request to vote via email by moving for such vote during an electronic meeting of the Board held pursuant to these Bylaws;

(ii) In the event a vote must be held before the next regularly scheduled meeting of the Board, the Chair or any director may request a vote by email by providing forty-eight (48) hour notice for such a vote to each director via the email address on file with the Club. Such notice must include the specific motion to be voted upon and the deadline for the motion to be cast as calculated by the section;

(iii) For email votes occurring outside of an electronic meeting, each director shall have a forty-eight (48) hour period in which to submit a vote which voting period begins at the expiration of the forty-eight (48) hour notice period.

(d) Directors shall have four (4) options regarding a vote:

- (i) vote to pass the motion;
- (ii) vote to reject the motion;
- (iii) fail to vote, or
- (iv) request further discussion.

For votes by email held pursuant to this section, the vote shall pass or fail pursuant to the same rules for voting that apply during regular meetings of the Board except that if any director requests further discussion of the motion, the Chair shall notice an electronic meeting of the Board at the earliest available time under these Bylaws during which time the motion shall be debated and votes shall be held by voice.

4.15 Presence at Meeting. Meetings of the Board may be held by a conference telephone call or electronic video in which all directors participating in the meeting can hear each other. Participation in a meeting held by conference telephone call or electronic video means shall constitute presence at the meetings. Voting shall be as set forth in Section 4.13 above.

4.16 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board or of any Board committee may be taken without a meeting if all members of the Board or such committee, as the case may be, consent to the action in writing (including but not limited to consent given by electronic mail or facsimile transmission), and the written consent is filed with the minutes of the proceedings of the Board or committee.

4.17 Compensation. The Foundation shall not pay any compensation to directors for their services as directors. Upon resolution of the Board, the Foundation may reimburse directors for the actual and reasonable expenses incurred in attending any meeting of the Board or of any committee.

ARTICLE V

OFFICERS AND EMPLOYEES

5.1 Officers. The officers of the Foundation shall include a Chair of the Board Secretary, and Treasurer.

5.2 Secretary and Treasurer. The Board at its first regularly scheduled meeting of the fiscal year shall elect directors to serve as Secretary and Treasurer of the Foundation.

5.3 Terms, Removal and Vacancies. The Secretary and Treasurer shall hold office for a term of one year and until their successors are duly elected and qualified and shall serve at the pleasure of the Board. The Board may remove the Secretary or Treasurer at any time whenever, in its judgment, removal would serve the best interests of the Foundation. The Board shall fill a vacancy including a vacancy in the office of Chair.

5.4 Chair. The Chair shall be subject to the direction of the Board and shall perform such duties as may be assigned by the Board. The Chair shall preside at all meetings of

the Board . The responsibilities of the Chair shall include acting as a representative of the Foundation to the public as well as to governmental and voluntary organizations. The Chair shall, in general, have all other powers and perform all other duties incident to the position of President of a non-profit corporation, including but not limited to the power to execute deeds, mortgages, leases and contracts or other instruments of the Foundation, except where the signing and execution is expressly delegated by the directors or by the Chair to some other officer or agent of the Foundation.

5.5 Secretary. The Secretary shall keep corporate records and shall give notice of, attend, and record minutes of meetings of members and directors. The Secretary shall, in general, perform all duties incident to the office of secretary and such other duties as the Board or the Chair may assign.

5.6 Treasurer. The Treasurer shall be responsible for developing budgets and reporting to the Board on the financial affairs of the Foundation. The Treasurer shall also perform such duties as the Board or the Chair may assign.

5.7 Employment. The Board shall have the power to employ and fix a salary of an Executive Director and any other personnel deemed necessary to serve at the will of the Board. Membership in the Club or Foundation is not a requirement for any employee. Any Club or Foundation Member who is employed by the Foundation is prohibited from attending any executive session of the Board, but may attend the remainder of the Board meeting as needed for regular business. The Executive Director shall manage the day to day operations of the Foundation and perform all duties incident to the function of an Executive Director (including supervision of staff) not otherwise allotted to an officer. The Executive Director may relieve the Secretary and Treasurer in the handling of clerical and recording matters and shall perform such additional duties as the Board may prescribe. Duties shall be carried out under the direct supervision of the Chair.

ARTICLE VI **COMMITTEES**

6.1 Appointment of Members. Except as otherwise specifically provided herein, the Chair shall appoint members and chairs of all committees. Each committee may consist of one or more directors of the Foundation and shall have such name or designation as the Board may determine. The Chair may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Any committee, to the extent authorized by the Board, shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the Foundation and may generally perform duties and exercise authority as may be directed or delegated by the Board of Directors. Each committee shall regularly report to the Board of Directors. The Chair may appoint persons who are not directors to serve as members of a committee, as long as the Board has not delegated its powers and authority to that committee.

6.2 Investment Committee. If it is determined to be in the best interest of the Foundation, the Chair may appoint two or more directors to serve as an Investment Committee. The Investment Committee may also consist of members of the Club, who are not directors. be

The Investment Committee may meet at stated times or on notice to all of its members. The Investment Committee shall have the powers delegated to it from time to time by the Board of Directors, and such additional powers as may be specifically delegated to the Investment Committee by the Board of Directors.

6.3 Term. Each member of a committee shall continue as a member until the next annual meeting and until a successor is appointed, unless the committee to which the member belongs is discontinued by the Board of Directors or unless the member dies, resigns or is removed as a committee member.

6.4 Committee Meetings. Committee meetings may be held at such places as each committee may determine or as may be specified in the call of any meetings. The Chair of the committee shall arrange for written notice of the time and place of the meeting to be given to members of the committee at least three days prior to the meeting. Business to be transacted at any regular meeting of the committees shall not be limited to the matters set forth in the notice of meeting. The attendance of any committee member at any meeting shall constitute a waiver of notice of the meeting.

6.5 Quorum. A majority of the committee members present in person shall constitute a quorum for the transaction of business at any meeting of the committee.

6.6 Action Without Meeting. Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if a majority of the members of the committee consent to the action in writing, and the written consent is filed with the minutes of the proceedings of the committee.

6.7 Vacancies. The Chair shall appoint persons to fill vacancies on committees resulting from the resignation, removal, or other inability or incapacity of a member. A member so appointed shall serve for the remainder of the unexpired term.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

7.1 Actions Other Than in the Right of the Foundation. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner

which such person reasonably believed to be in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Foundation and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

7.2 Actions by or in the Right of the Foundation. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Foundation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

7.3 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation.

7.4 Insurance. The Foundation will purchase (upon resolution duly adopted by the Board of Directors) and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability.

7.5 Indemnification Required. To the extent that a director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit, or proceeding resulting from or related to such person's position with or service to the Foundation or in defense of any claim, issue or matter related thereto, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. Nothing contained in this section 7.5 shall be deemed to limit the indemnification provided under Sections 7.1 and 7.2, and indemnification under this Section 7.5 shall expand the indemnification provided under Sections 7.1 and 7.2 to the extent permitted by law.

7.6 Entitlement. Every such person shall be entitled, without demand upon the Foundation or any action by the Foundation, to enforce his or her right to such indemnity in an action at law against the Foundation. The right of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any rights to which any such person may now or later be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights pursuant to statute or otherwise, of any such person in any action, suit or proceeding to have assessed or allowed in his or her favor against the Foundation or otherwise, costs and expenses incurred or in connection therewith or any part thereof.

7.7 Immunities. To the fullest extent permitted by law, directors shall not be liable in damages to the Foundation or any member for breach of fiduciary duty as a director.

ARTICLE VIII INTERESTED PARTIES

8.1 Definitions.

(a) Interested Person. Any director or officer who has a material direct or indirect financial interest, as defined in this Article, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (i) a material ownership or investment interest in any entity with which the Foundation has a transaction or arrangement; or (ii) a material compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement. A person shall not be deemed to have a “financial interest” due to an employment arrangement with, or serving as a director or officer of, another non-profit corporation that is exempt from federal income taxation under Section 501(c)(3) of the Code.

8.2 Disclosure. An Interested Person shall disclose to the directors the existence and nature of his or her financial interest in any proposed transaction or arrangement involving the Foundation.

8.3 Procedures for Addressing Conflicts of Interest. The Chair or the chair of a committee considering a transaction or arrangement involving an Interested Person shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board or committee shall determine whether the Foundation may, without undue burden, delay or expense, obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in the best interest of the Foundation and whether the transaction is fair to the Foundation.

8.4 Violations. If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose a conflict of interest as required in this Article, the Board or committee shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Interested Person has in fact failed to disclose a conflict of interest as required in this Article, the Board or committee shall take appropriate disciplinary and corrective action.

8.5 Record of Proceedings. The minutes of the Board or committee shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed, and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken.

8.6 Compensation. A director or committee member who receives compensation, directly or indirectly, from the Foundation shall not vote on matters pertaining to his or her compensation.

8.7 Validation of Contracts. No contract or transaction between the Foundation and one or more of its directors, officers or members, or other organization in which one or more of its directors, officers or members are directors, officers or members or have a financial interest shall be void or voidable solely for this reason or solely because the director, officer or member is present at or participates in the meeting of the Board which authorizes the contract or transaction or solely because his or her vote is counted for such purposes if:

(a) The material facts as to the director's interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director(s); or

(b) The contract or transaction is fair as to the Foundation as of the time it is authorized, approved or ratified by the Board of Directors.

8.8 Quorum. Interested directors shall not be counted in determining the presence of a quorum at a meeting at which the Board of Directors authorizes the contract or transaction.

ARTICLE IX

MISCELLANEOUS PROVISIONS

9.1 Notices. Unless otherwise provided by these Bylaws, notice may be given in writing and delivered personally, sent by United States mail postage paid, by facsimile or by electronic mail, and addressed to the individual to whom notice is being given at such address as appears on the records of the Foundation.

9.2 Waiver of Notice. A person entitled to notice under these Bylaws may waive the notice requirement by executing a waiver in writing or by electronic mail.

9.3 Policy Against Discrimination. The Foundation shall not exclude from participation, deny benefits or services, or discriminate against any individual, on the basis of race, color, national origin, religion, gender, sexual orientation, age, citizenship, or physical disability or impairment, under any program or activity it sponsors or conducts.

9.4 No Implied Rights. Nothing contained in these Bylaws is intended to confer any rights or benefits upon any individual or to confer any private right, remedy or right of action upon any person. These Bylaws are intended for internal corporate use only and solely for the governance of the internal affairs of the Foundation.

9.5 Whistleblower Policy. The Foundation will adhere to all laws and regulations that apply to it. The support of all employees, officers, and directors is necessary to achieving compliance with various laws and regulations. The Foundation will not retaliate against an employee, officer, or director who, in good faith, has made a protest as to, complained about, disclosed, or threatened to disclose some practice of the Foundation to a supervisor, public body, or law enforcement officer on the basis of a reasonable belief that the practice is in violation of a law, rule, or regulation or is in violation of a clear mandate of public policy.

Employees, officers, and directors are encouraged to make such protests, complaints, and disclosures within the Foundation prior to seeking redress outside the Foundation.

Any employee may make such complaints in writing to such employee's supervisor, any officer, or any director. Any officer may make such complaints in writing to any superior officer or any director. Any director may make such complaints in writing to the Chair.

Any person receiving such a complaint shall immediately report it to the Chair (or to some other director of the Foundation who is not implicated by the complaint), and the receiver of the report shall appoint a committee of three directors to investigate the complaint. The results of such investigation shall be distributed to the Board within thirty days of appointment of such committee. If, given the nature of the complaint, a committee of the Board cannot be appointed, legal counsel shall be consulted and appropriate actions taken.

An employee, officer, or director who files a complaint must be acting in good faith and must have reasonable grounds for believing the information disclosed indicates a violation of a law, rule, or regulation or is in violation of a clear mandate of public policy. Any allegations that prove not to be substantiated and which prove to have been made maliciously or with knowledge of their falsity will be subject to disciplinary action.

ARTICLE X
AMENDMENTS

Except as expressly prohibited by the General Corporation Act of the State of Oklahoma, these Bylaws may be added to, altered, amended, or repealed, and new or other Bylaws may be made and adopted by a majority of the members at any regular or special meeting of the members upon five business days' notice.

These Amended and Restated Bylaws were reviewed and adopted by the Board of Directors of the Foundation on _____.

Secretary, Rotary Club 29 Foundation