

CERTIFICATE OF CORPORATE RESOLUTION AUTHORIZING
AMENDMENT TO BYLAWS FOR
MOUNTAIN AND PLAINS ROTARY YOUTH EXCHANGE INC.

I, J.R. Thompson, President of the Board of Directors of Mountain and Plains Rotary Youth Exchange Inc., organized and existing under the laws of Colorado and having its principal place of business at 912 Elm Avenue, Rocky Ford, CO 81067, hereby certify that the following is a true copy of a resolution adopted by the Board of Directors of the Corporation on Feb. 17, 2017 by unanimous consent and that such resolution is now in full force and effect and is in accordance with the provisions of the charter and by-laws of the Corporation.

RESOLVED: That the Bylaws for Mountain and Plains Rotary Youth Exchange Inc. be amended and restated in its entirety as follows:

AMENDED AND RESTATED BYLAWS OF
MOUNTAIN AND PLAINS ROTARY YOUTH EXCHANGE INC.
A COLORADO NONPROFIT CORPORATION

February 17, 2017

ARTICLE I

NAME, PURPOSE, SEAL AND OFFICES

1.01 NAME. The name of the corporation is DISTRICT 5470 MOUNTAIN AND PLAINS ROTARY YOUTH EXCHANGE INC. (“Corporation”).

1.02 PURPOSE. The purpose of the Corporation shall be to promote and assist in the exchange of high school students between Rotary clubs in Rotary International District 5470 and Rotary clubs in other Rotary International districts outside the United States.

1.03 SEAL. The seal of the Corporation, should the Corporation elect to have a seal, shall be circular in form and shall have inscribed thereon the name of the Corporation and the words, “Corporate Seal, Colorado.” The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

1.04 OFFICES. The principal office of the Corporation in the State of Colorado shall be located at 912 Elm Avenue, Rocky Ford, CO 81067. The Corporation may have such other offices either within or without the State of Colorado as the Board of Directors may from time to time appoint as the purpose of the Corporation may require.

ARTICLE II

DIRECTORS

2.01 GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors.

2.02 NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be FIVE (5) until changed by the Board of Directors by amendment of these Bylaws. The Board of Directors shall consist of:

- 1) the Chair of the District Youth Exchange Committee;
- 2) the Alternate Responsible Officer as designated to the U.S. Department of State for Rotary District 5470;
- 3) the District Governor Nominee for District 5470;
- 4) two Directors-at-large.

Each Director holding office by virtue of his or her leadership position in District 5470 shall hold office for a term commencing as of the date of accession to such office in District 5470 and ending as of the date on which such office is vacated, regardless of whether those dates coincide with the date of an annual meeting of the Corporation or with the beginning or end of the Corporation's fiscal year. Each Director-at-large shall be elected at the annual meeting of the Board and hold office for a term of one year from the date of election or until the date on which his successor as director shall have been elected and qualified, whichever first occurs. Directors shall be natural persons, eighteen (18) years of age or older and residents of the United States. Directors-at-large shall be selected by a majority of the Directors then serving and must be Rotarians with prior involvement in Rotary Youth Exchange in District 5470. Any Rotarian who is a member in good standing of a Rotary Club in District 5470 may nominate himself or herself or any other Rotarian to serve as a Director-at-large by written communication to the President of the Board of Directors.

2.03 REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held annually during the month of July, on a date to be specified by the President of the Board of Directors, at such other time and place, either within or without the State of Colorado, as may be designated by the President of the Board.

If the President fails to call an annual meeting as required by this section by the end of July, any other Director then serving may call such meeting. The Board of Directors may set, by resolution at any regularly scheduled meeting, the time and place, either within or

without the State of Colorado, for the holding of additional regular meetings without other notice than such resolution, provided that such place must be accessible by telephone or other electronic means of communication to any director who chooses to participate by electronic means pursuant to section 2.10 hereof.

2.04 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of any director. The person or persons calling such special meetings may fix any place within District 5470 as the place for holding any special meeting, provided that such place must be accessible by telephone or other electronic means of communication to any director who chooses to participate by electronic means pursuant to section 2.10 hereof.

2.05 NOTICE. Notice of any regular or special meeting shall be given at least five (5) working days previous thereto by written notice delivered personally, mailed to each director at his or her business address, by facsimile, or by any form of written electronic communication. No notice shall be required as to any meeting scheduled by resolution as provided in Article 2.03.

2.06 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

2.07 MANNER OF ACTING. Except as otherwise required by law or the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.08 COMPENSATION. Directors shall receive no compensation for their services as directors.

2.09 INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken shall be signed by all the directors.

2.10 PARTICIPATION BY ELECTRONIC MEANS. Any member of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar electronic communication media by which all persons participating in the meeting can hear each other at the same time.

2.11 VACANCIES. A vacancy occurring on the Board of Directors as

a result of the death, resignation, removal of a director, the expiration of the term of office of a director serving by virtue of his or her leadership position in District 5470, or the sustained unavailability of any officer of Rotary International District 5470 qualified to serve as a director under section 2.02 hereof may be filled by any District 5470 Rotarian with prior experience with Rotary Youth Exchange in District 5470, upon the affirmative vote of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill such a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the directors then in office. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next election of directors and until his successor shall have been elected and qualified.

ARTICLE III OFFICERS

3.01 NUMBER. The Officers of the Corporation shall be the President, the Treasurer, the Alternate Responsible Officer as designated to the U.S. Department of State for Rotary District 5470; and the Secretary. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices, except the offices of President and Secretary, may be held simultaneously by the same person. Officers of the corporation shall be natural persons of the age of eighteen (18) years or older.

3.02 ELECTION AND TERMS OF OFFICE. The Officers of the Corporation shall be elected annually by the Board of Directors at their regular July meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3.03 REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors when in its judgment the best interests of the Corporation would be served thereby. Election or appointment of an officer or agent shall not of

itself create contract rights.

3.04 PRESIDENT. The President shall, subject to the direction and supervision of the Board of Directors and the Youth Services Chair of Rotary District 5470, be the principal executive officer of the Corporation and shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed, and such other duties as may be prescribed by the Board of Directors from time to time.

3.05 TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws; and, in general, perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer may designate any Rotarian who is a member in good standing of a Rotary Club in District 5470 as an assistant for the collection and deposit of funds payable to the Corporation, and may engage an agent to perform such bookkeeping or accounting services as may be needed in the conduct of the business of the Corporation. Any agent so engaged need not be a Rotarian.

3.06 SECRETARY. The Secretary shall prepare and maintain the Minutes of the Board of Directors' meetings and other records and information required to be kept by the Corporation; be custodian of the seal of the Corporation, if there is a seal, and authenticate the records of the Corporation, and, in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors. The Secretary may engage an agent to perform such recordkeeping services as may be needed in the conduct of the business of the Corporation. Any agent so engaged need not be a

Rotarian. All minutes of the Board of Directors' meetings shall be disseminated to all members of the Board of Directors, to any member of District 5470 Rotary Youth Exchange Committee who submits a written request for any such minutes, and shall be posted to the District 5470 Rotary Youth Exchange Website or the District 5470 Club Runner if no such website is in existence.

3.07 ALTERNATE RESPONSIBLE OFFICER. The Alternate Responsible Officer ("ARO") must:

1. Be thoroughly familiar with the Exchange Visitor Program regulations and policies;
2. Ensure that the SEVIS sponsor information is updated to reflect any changes in address, telephone numbers, fax numbers, email addresses, and names of new ARO before the official leaves;
3. Validate in SEVIS the arrival and participation of each exchange visitor in their program activity as soon as possible but within thirty days of the program start date, updating the current U.S. address of each participant;
4. Act as custodian for the control, issuance, and distribution of Forms DS- 2019;
5. Verify that all exchange visitors have health/accident insurance in place.
6. Perform all other duties as specified by the Responsible Officer for Western States Student Exchange, Inc. ("WESSEX").

3.08 SALARIES. Officers shall not receive any stated salaries for their services.

ARTICLE IV

FINANCIAL MATTERS

4.01 GENERAL MATTERS. The Board of Directors shall be responsible for all financial and budget issues arising from the operation of the D5470 Rotary Youth Exchange Program.

4.02 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

4.03 LOANS. Loans may be contracted on behalf of the Corporation and evidences of indebtedness issued in its name when authorized by a resolution of the Board of Directors. Such authority may be

general or confined to specific instances.

4.04 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4.05 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

4.06 TAX AND GOVERNMENTAL ISSUES. The Board of Directors shall be responsible for the filing of all required tax returns and governmental reports and registrations required of a 501(c) (3) tax exempt entity. Agents may be engaged from time to time to perform such services as may be needed in the conduct of the business of the Corporation. Any agent so engaged need not be a Rotarian.

4.07 Scholarship Fund. A scholarship fund shall be included as a line item in the annual budget as adopted by the Board of Directors. Said scholarships will not exceed \$1000 per student and must include a sponsoring club match. The chair of the District 5470 Youth Exchange Committee, as a member of said Board, shall appoint no less than three and no more than five of the district committee (who may also be board members) to accept and evaluate applications by outbound students for a scholarship, recommending to the District Chair which students should receive scholarships from the district in what amount. The District Chair shall be responsible for announcing scholarship recipients and amounts to the Board, the DG, DGE, DGN and Youth Services Chair as well as the students and their sponsoring clubs.

4.08 DISPOSITION OF FUNDS UPON DISSOLUTION OF CORPORATION.

Should the Corporation ceased to exist, all funds then in its custody shall be transferred to The Rotary Foundation of Rotary International, a section 501(c)(3) non-profit corporation, with any recognition for such transfer of funds to be given to Rotary International District 5470.

ARTICLE V

FISCAL YEAR

The fiscal year of the Corporation shall begin on December 1 of each year and end on November 30 of the following year.

ARTICLE VI

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the law under which this Corporation is organized, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time of stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII

EXEMPT ACTIVITIES

Notwithstanding any other provisions of these Bylaws, no director, officer, employee, agent or representative of the Corporation shall take any action or carry out any activity by or on behalf of the Corporation not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or an organization contributions to which are deductible under Section 170 (c) (2) thereof, or regulations there under, as they now exist or as they may hereafter be amended.