

BY LAWS
OF THE

Foundation
BY LAWS

ROTARY CLUB OF SANTA FE FOUNDATION, INC.

A Non-Profit Corporation

ARTICLE ONE

NAME, PRINCIPAL OFFICE AND REGISTERED OFFICE

Section 1.1. Name. The name of the corporation is the ROTARY CLUB OF SANTA FE FOUNDATION, INC. (the "Corporation").

Section 1.2. Principal Office. The principal office of the Corporation shall be located in the City of Santa Fe, County of Santa Fe, State of New Mexico. The location of the principal office of the Corporation may be changed at any time by the Board of Directors, and the Corporation may have such other offices, either within or without the State of New Mexico, as the business of the Corporation may require from time to time.

Section 1.3. Registered Office. The registered office of the Corporation required by the New Mexico Non-Profit Corporation Act (N.M.S.A. §§53-8-1 *et seq.*) (the "Act") to be maintained within the State of New Mexico shall be located at 125 Lincoln Avenue, Santa Fe, New Mexico 87501 and its mailing address shall be P.O. Box 2465, Santa Fe, New Mexico 87504-2465. The location of the registered office of the Corporation may be changed at any time by the Board of Directors.

ARTICLE TWO

PURPOSES AND POWERS

Section 2.1. Exempt Purposes. The Corporation shall operate as an exempt charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director.

Section 2.2. Specific Purposes. The specific purposes for which the Corporation is formed are:

(A) In its sole discretion and consistent with guidelines developed by the Corporation shall: receive, administer and disburse funds for educational, and charitable purposes and toward that end to take and hold by bequest, devise, gift, grant, purchase, lease or any other lawful means, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income

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FOUNDED 1901. The name of the corporation is the ROTARY CLUB OF SANTA FE.

Section 1.2. Principal Office The principal office of the Corporation shall be located in the City of Santa Fe County of Santa Fe State of New Mexico. The location of the principal office of the Corporation may be changed at any time by the Board of Directors, and the Corporation may have such other offices either within or without the State of New Mexico, as the business of the Corporation may require from time to time.

Section 1.3. Registered Office. The registered office of the Corporation required by the New Mexico Non-Profit Corporation Act (N.M.S.A. §§ 51-2-1 through 51-2-10) to be maintained within the State of New Mexico shall be located at 1121 Lincoln Avenue, Santa Fe, New Mexico 87501 and its mailing address shall be P.O. Box 2102, Santa Fe, New Mexico 87504-2102. The location of the registered office of the Corporation may be changed at any time by the Board of Directors.

Section 5.1. Example Program The Corporation shall operate as an exempt charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code") without regard to whether it is organized as a corporation, partnership, or other entity, and shall not be subject to the provisions of the Code that apply to such entities.

Section 2.2 Specific Findings. The specific purposes for which the Corporation is formed

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thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto; provided that the Corporation shall operate in a manner consistent with the goals of the Santa Fe Rotary Club and Rotary International.

(B) To the extent not inconsistent with law and the exempt purposes stated in Section 2.1 and in furtherance and not in limitation of the specific purposes set forth in this Section 2.4, it is expressly provided that the Corporation is organized for the purposes of engaging in any lawful act or activity for which a non-profit corporation may be organized under the Act.

Section 2.3. Powers. The Corporation shall have all of the powers of a non-profit corporation under the Act and to the extent not inconsistent with law and the exempt purposes stated in Sections 2.1 and 2.2, to do each and every act consistent with carrying out its purposes as set forth above.

Section 2.4. Prohibitions. The Corporation shall operate in a manner that prevents it from becoming a private foundation within the meaning of Section 509 of the Code. However, if at any time the Corporation is, or is treated as if it were a "private foundation" within the meaning of Section 509 of the Code, then the following additional restrictions shall apply:

(A) The Corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

(B) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(C) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(D) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code;

(E) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

Section 2.5. Further Prohibitions. The Corporation shall not engage in nor shall any of its funds, property or income be used to carry on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation except limitation, if any, as may be contained in the instrument under which such property is received; the Corporation shall operate in a manner consistent with the goals of the 501(c)(3) and 501(c)(29) Charitable and Religious Institutions.

(b) To the extent not inconsistent with law and the exempt purposes stated in Section 501(c)(3) and in furtherance and not in limitation of the specific purposes set forth in this Section 501(c)(3), it is expressly provided that the Corporation is organized for the purpose of engaging in any lawful act or activity for which a non-profit corporation may be organized under the Act.

Section 501(c)(3) Purposes. The Corporation shall have all of the powers of a non-profit corporation under the Act and to the extent not inconsistent with law and the exempt purposes stated in Sections 501(c)(3) and 501(c)(29) to do such and other act consistent with carrying out its purposes as set forth above.

Section 501(c)(3) Prohibition. The Corporation shall operate in a manner that prevents it from becoming a private foundation within the meaning of Section 509 of the Code. However, if at any time the Corporation is or is treated as if it were a "private foundation" within the meaning of Section 509 of the Code, then the following additional restrictions shall apply:

(A) The Corporation shall distribute its income for each tax year in such manner and in such manner so as not to become subject to the tax on undistributed income imposed by section 5041 of the Code.

(B) The Corporation shall not engage in any act of self-dealing as defined in section 5041(h) of the Code.

(C) The Corporation shall not own any excess business holdings as defined in section 5041(c) of the Code.

(D) The Corporation shall not make any investments in such manner as to subject it to tax under section 5044 of the Code.

(E) The Corporation shall not make any taxable expenditures as defined in section 5041(d) of the Code.

Section 501(c)(3) Further Prohibition. The Corporation shall not engage in or shall any of its funds, property or income be used to carry on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE THREE

MEMBERSHIP

Section 3.1. Members. Each member in good standing of the Rotary Club of Santa Fe shall automatically be a member of this Corporation. Only members in good standing in the Rotary Club of Santa Fe shall be members of this Corporation.

Section 3.2. Voting. Except as the articles or an amendment, or amendments, thereto otherwise provide, each member shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

Section 3.3. Annual Meeting of Members. All meetings of the members of this Corporation shall be held in Santa Fe County, New Mexico. An annual meeting of the members shall be held in December of each year on the same day as and immediately following or incorporated into the regularly scheduled annual meeting of the Rotary Club of Santa Fe, one of the purposes of which shall be the election of a board of directors of the Corporation. The members of the board of the Corporation so elected shall be installed and become active in July of each year at the same time the members of the board of the Rotary Club of Santa Fe are installed and become active.

Section 3.4. Notice of Annual Meeting of Members. At least ten (10) days prior to the date fixed by Section 3.3 of this article, written notice of the time and place of such meeting shall be mailed or e-mailed, as hereinafter provided, to each member entitled to vote at such meeting.

Section 3.4. Delayed Annual Meeting. If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had there at as at an annual meeting, provided, however, that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than a ten (10) day notice.

Section 3.5. Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call,
- (b) Reading of Notice and proof of mailing,
- (c) Reading of Minutes of last preceding meeting,
- (d) Report of President,
- (e) Report of Secretary,
- (f) Report of Treasurer,
- (g) Election of Directors,
- (h) Transaction of other business mentioned in the notice,
- (i) Adjournment;

ARTICLE THREE MEMBERSHIP

Section 3.1. Eligibility. Each member in good standing of the Rotary Club of Santa Fe shall automatically be a member of the Corporation. Only members in good standing in the Rotary Club of Santa Fe shall be members of this Corporation.

Section 3.2. Voting. Except as the articles or an amendment or amendments thereto otherwise provide, each member shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

Section 3.3. Annual Meeting of Members. All meetings of the members of this Corporation shall be held in Santa Fe County, New Mexico. An annual meeting of the members shall be held in December of each year on the same day as and immediately following or incorporated into the regularly scheduled annual meeting of the Rotary Club of Santa Fe, one of the purposes of which shall be the election of a board of directors of the Corporation. The members of the board of the Corporation so elected shall be installed and become active in July of each year at the same time the members of the board of the Rotary Club of Santa Fe are installed and become active.

Section 3.4. Notice of Annual Meeting of Members. At least ten (10) days prior to the date fixed by Section 3.3 of this article, written notice of the time and place of such meeting shall be mailed or e-mailed, as hereinafter provided, to each member entitled to vote at such meeting.

Section 3.5. Delayed Annual Meeting. If for any reason the annual meeting of the members shall not be held on the day hereinafter designated, such meeting may be called and held as a special meeting, and the same proceeding may be had thereon as in an annual meeting, provided, however, that the notice of such meeting shall be the same as is required for the annual meeting, namely, not less than ten (10) day notice.

Section 3.6. Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call.
- (b) Reading of Notice and proof of mailing.
- (c) Reading of Minutes of last preceding meeting.
- (d) Report of President.
- (e) Report of Secretary.
- (f) Report of Treasurer.
- (g) Election of Directors.
- (h) Transaction of other business mentioned in the notice.
- (i) Adjournment.

provided, however, that in the absence of any objection, the presiding officer may vary the order of business at discretion.

Section 3.6. Special Meetings of Members. A special meeting of the members may be called at any time by the President, or by a majority of the board of directors. The method by which such meeting may be called is as follows: Upon receipt of a specific writing setting forth the date and objects of such proposed special meeting, signed by the President or by a majority of the board of directors, the Secretary or an Assistant Secretary shall prepare, sign and mail or e-mail the notices requisite to such meeting. Such notice may be signed by the actual, stamped, typewritten or printed signature of the Secretary or of an Assistant Secretary or, if presented via email, shall contain the typed name of the Secretary or Assistant Secretary issuing the notice.

Section 3.7. Notice of Special Meeting of Members. At least five (5) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed or e-mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 3.8. Quorum of Members. Presence in person or by proxy of members representing a majority of the voting rights of this Corporation shall constitute a quorum at any meeting of the members.

Section 3.9. Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the Corporation. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force three years from its date, and no longer.

Section 3.10. Inspectors. Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote there at shall appoint not more than three (3) inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 4.1. Number, Tenure and Qualification. The directors shall be comprised of the current members of the Board of Directors of the Rotary Club of Santa Fe, elected to or otherwise serving in such positions as per the Bylaws of the Rotary Club of Santa Fe: (a) the then present President of the Rotary Club of Santa Fe, (b) the then present President-Elect of the Rotary Club of Santa Fe, (c) the then present Treasurer of the Rotary Club of Santa Fe, (d) the then Secretary of the Rotary Club of Santa Fe, (e) the Immediate Past President of the Rotary Club of Santa Fe, (f) the remaining then current members of the

provided, however, that in the absence of any objection, the presiding officer may vary the order of business at discretion.

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Section 3.1 Notice of Special Meeting of Members. At least five (5) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed or e-mailed, as hereinafter provided, to each member entitled to vote in such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 3.2 Quorum of Members. Presence in person or by proxy of members representing a majority of the voting rights of this Corporation shall constitute a quorum at any meeting of the members.

Section 3.3 Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the Corporation. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force three years from its date and no longer.

Section 3.10 Inspection. Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote there shall appoint not more than three (3) inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

ARTICLE FOUR BOARD OF DIRECTORS

Section 4.1 Number, Terms and Qualification. The directors shall be composed of the current members of the Board of Directors of the Rotary Club of Santa Fe, elected to or otherwise serving in such positions as per the Bylaws of the Rotary Club of Santa Fe: (a) the then present President of the Rotary Club of Santa Fe; (b) the then present President-Elect of the Rotary Club of Santa Fe; (c) the then present Treasurer of the Rotary Club of Santa Fe; (d) the then Secretary of the Rotary Club of Santa Fe; (e) the Immediate Past President of the Rotary Club of Santa Fe; (f) the remaining then current members of the

Board of Directors of the Rotary Club of Santa Fe. Each director shall hold office for the term for which elected and until a successor is elected or appointed and qualified.

Section 4.2. Management. The Board of Directors shall conduct and manage the property, business and affairs of the Corporation. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with the Act, the laws of the State of New Mexico, the Code, the Articles of Incorporation of the Corporation, or with these By Laws.

Section 4.3. Powers of Directors. The Board of Directors may exercise all of the powers granted to Directors under the Act, including but not limited to the following powers:

- (A) Hold meetings at such times and places as is deemed proper;
- (B) Appoint committees;
- (C) Audit bills and disburse funds of the Corporation;
- (D) Carry on correspondence and communicate with other associations and organizations interested in the purposes of the Corporation;
- (E) Appoint and remove, employ and discharge and, except as otherwise provided in these By Laws, prescribe the duties and fix the compensation, if any, of all officers of the Corporation;
- (F) Accept on behalf of the Corporation any contribution, gifts, bequests or devises for any purpose of the Corporation;
- (G) Devise and carry into execution such other measures as it deems proper and expedient to promote the objects and purposes of the Corporation;
- (H) Supervise all officers of the Corporation to assure that their duties are performed properly; and
- (I) To each have the right at any reasonable time to inspect and to copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4.4. Vacancies and Resignations. Vacancies on the Board shall exist (A) on the death, resignation or removal of any Director, and (B) whenever the numbers of authorized Directors is increased. Any Director may resign by giving written notice to the Secretary of the Corporation. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of the Corporation if no date of resignation is specified. Vacancies occurring, for any reason whatsoever, in

Board of Directors of the Rotary Club of Santa Fe. Each director shall hold office for the term for which elected and until a successor is elected or appointed and qualified.

Section 4.3. Management. The Board of Directors shall conduct and manage the property, business and affairs of the Corporation. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with the Act, the laws of the State of New Mexico, the Code, the Articles of Incorporation of the Corporation or with these By Laws.

Section 4.4. Powers of Directors. The Board of Directors may exercise all of the powers granted to Directors under the Act, including but not limited to the following powers:

- (A) Hold meetings at such times and places as is deemed proper.
- (B) Appoint committees.
- (C) Audit bills and disburse funds of the Corporation.
- (D) Carry on correspondence and communicate with other associations and organizations interested in the purposes of the Corporation.
- (E) Appoint and remove, employ and discharge and, except as otherwise provided in these By Laws, prescribe the duties and fix the compensation of any of all officers of the Corporation.
- (F) Accept on behalf of the Corporation any contribution, gifts, bequests or devises for the purpose of the Corporation.
- (G) Devise and carry into execution such other measures as it deems proper and expedient to promote the objects and purposes of the Corporation.
- (H) Supervise all officers of the Corporation to assure that their duties are performed properly, and
- (I) To each have the right at any reasonable time to inspect and to copy all books, records and documents of any kind and to inspect the physical properties of the Corporation.

Section 4.5. Vacancies and Resignations. Vacancies on the Board shall exist (A) on the death, resignation or removal of any Director and (B) whenever the number of authorized Directors is increased. Any Director may resign by giving written notice to the Secretary of the Corporation. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of the Corporation if no date of resignation is specified. Vacancies occurring for any reason whatsoever in

the board of directors shall be filled by appointment made by the remaining directors of the Board of Directors of the Santa Fe Rotary Club. Each person so elected to fill a vacancy shall remain a director for the remainder of such director's term.

Section 4.5. Compensation. The Directors shall not receive any stated salaries for their services. The Board of Directors may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors or authorize a fixed sum for their expenses of attendance, if any, at any regular or special meetings of the Board. Nothing in this Section 4.5 shall preclude a Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE FIVE

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of New Mexico, for the holding of regular meetings without other notice than such resolution.

Section 5.2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President at any time. Upon written request of at least two (2) Directors, the President shall call a special meeting to be held not more than twenty (20) days after the receipt of such request. The President may fix any place, either within or without the State of New Mexico, as the place for holding any special meeting of the Board of Directors.

Section 5.3. Annual Meeting. The annual meeting of the Directors shall be held in December of each year immediately following the annual meeting of the Corporation, for the purpose of confirming the installation of Directors and officers and the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. In the event that such annual meeting is not held by oversight or otherwise on the date herein provided for, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently possible, and any election or business transacted at such meeting shall be as valid as if transacted or held at the regularly scheduled annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

Section 5.4. Notice. Notice of any special meeting of the Directors shall be given at least ten (10) days prior to the meeting by written notice delivered personally or mailed to each Director at the Director's address in a sealed envelope with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the Corporation receives electronic confirmation of receipt of such e-mailed notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided by these By Laws, neither

the Board of Directors shall be filled by appointment made by the remaining directors of the Board of Directors of the State's Rotary Club. Each person so elected to fill a vacancy shall remain a director for the remainder of such director's term.

Section 4.2 Compensation. The Directors shall not receive any stated salaries for their services. The Board of Directors may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors or authorize a fixed sum for their expenses of attendance. It may, in any regular or special meeting of the Board, nothing in this Section 4.2 shall preclude a Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE XVI

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Regular Meetings. The Board of Directors may provide by resolution, the time and place, either within or without the State of New Mexico, for the holding of regular meetings without other notice than such resolution.

Section 5.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President at any time. Upon written request of at least two (2) Directors, the President shall call a special meeting to be held not more than twenty (20) days after the receipt of such request. The President may fix the place, either within or without the State of New Mexico, as the place for holding any special meeting of the Board of Directors.

Section 5.3 Annual Meeting. The annual meeting of the Directors shall be held in December of each year immediately following the annual meeting of the Corporation for the purpose of continuing the installation of Directors and officers and the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. In the event that such annual meeting is not held by oversight or otherwise on the date herein provided for, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently possible, and any election or business transacted at such meeting shall be as valid as if transacted or held in the regularly scheduled annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

Section 5.4 Notice. Notice of any special meeting of the Directors shall be given in least ten (10) days prior to the meeting by written notice delivered personally or mailed to each Director at the Director's address in a sealed envelope with postage and cost prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the Corporation receives electronic confirmation of receipt of such e-mailed notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided by these By Laws, neither

the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5.5. Quorum. At any meeting of the Board of Directors of the Corporation, the presence of a majority of the Directors in person shall constitute a quorum for the transaction of business. The President, or in the absence of the President, the Vice-President of the Corporation shall act as the Chair of the Board of Directors. In the absence of the President or Vice-President of the Corporation, the quorum present may choose a Chair for the meeting. If less than a quorum is present, a majority of the Directors present may adjourn any meeting from time to time without further notice.

Section 5.6. Manner of Acting. The act of the majority of the entire Board of Directors then in office at a meeting shall be the act of the full Board of Directors, except as provided by law or by these By Laws.

Section 5.7. Action By Unanimous Consent. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting.

Section 5.8. Participation by Telephone. Any one or more members of the Board or any Committees of the Board may participate in a meeting of the Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting for all purposes, including but not limited to the establishment of a quorum.

Section 5.9. Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for the reason of any conflict of interest, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if the material facts as to the Director's or Directors' relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of all of the disinterested directors, even though the disinterested directors be less than a quorum.

Section 5.10. Removal of Directors. A director of the Corporation may be removed, with or without cause, at a duly noticed regular or special meeting of the Directors by a vote of at least two-

the business to be transacted at, and the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 2.7. Quorum. At any meeting of the Board of Directors of the Corporation, the presence of a majority of the Directors in person shall constitute a quorum for the transaction of business. The President, or in the absence of the President, the Vice-President of the Corporation shall act as the Chair of the Board of Directors. In the absence of the President or Vice-President of the Corporation, the quorum present may choose a Chair for the meeting. If less than a quorum is present, a majority of the Directors present may adjourn any meeting from time to time without further notice.

Section 2.8. Minority of Acting. The act of the majority of the entire Board of Directors taken in office in a meeting shall be the act of the full Board of Directors, except as provided by law or by these Bylaws.

Section 2.9. Action by Unanimous Consent. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting.

Section 3.0. Participation by Telephone. Any one or more members of the Board or any Committee of the Board may participate in a meeting of the Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting for all purposes, including but not limited to the establishment of a quorum.

Section 3.1. Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for the reason of any conflict of interest, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof, which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if the material facts as to the Director's or Director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of all of the disinterested directors, even though the disinterested directors be less than a quorum.

Section 3.2. Removal of Directors. A director of the Corporation may be removed, with or without cause, at a duly noticed regular or special meeting of the Directors by a vote of at least two-

thirds (2/3) of the entire Board of Directors then in office. The notice of such meeting shall indicate that one of the specific purposes of the meeting is the removal of such Director. In such case, if the removed Director remains on the Board of Directors of the Santa Fe Rotary Club, then the Corporation's Board of Directors may appoint from its membership a person to serve the remainder of such Director's term.

ARTICLE SIX

COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1. Power to Appoint Committees. The Board of Directors may create an Executive Committee and any other committees deemed necessary or appropriate by the Board of Directors.

Section 6.2. Executive Committee. The Executive Committee shall have not less than four (4) members and shall be comprised of the President (who shall serve as Chair of the Executive Committee) of the Corporation and such other members of the Board of Directors of the Corporation as the Board of Directors of the Corporation deems appropriate from time to time.

(A) The Executive Committee shall have the power of and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board of Directors, except as to the election or removal of Officers (except that the Executive Committee may fill a vacancy in any office except for the President) or Directors of the Corporation, the amendment or repeal of these By Laws or any other matters of concern which the Board of Directors are required by law, the Articles of Incorporation of the Corporation or these By Laws to act.

(B) The action of the Executive Committee shall require the unanimous consent of all of the members of the Executive Committee at a meeting or by unanimous consent resolution.

(C) The Executive Committee shall advise the Board of Directors within ten (10) days of any such action of all significant matters pertaining to the affairs of the Corporation and shall have and may exercise such specific power and perform such specific duties as prescribed by these By Laws or as the Board of Directors shall from time to time prescribe or direct by resolution. The Executive Committee may request ratification of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 6.3. Other Committees. Other committees may be appointed by the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of the Corporation. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. The authority of any such committees shall be specifically set forth in the resolution of the Board of Directors authorizing any such committees. Minutes of each such committee shall be maintained.

of such Director's term. (Corporation's Board of Directors may appoint from its membership a person to serve the remainder removed Director remains on the Board of Directors of the State of Texas. (That then the purpose of the meeting is the removal of such Director. In such case, if the (this (2)) of the entire Board of Directors then in office. The notice of such meeting shall indicate

ARTICLE XII COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1 Power to Appoint Committees. The Board of Directors may create an Executive Committee and any other committees deemed necessary or appropriate by the Board of Directors.

Section 6.2 Executive Committee. The Executive Committee shall have not less than four (4) members and shall be composed of the President who shall serve as Chair of the Executive Committee of the Corporation and such other members of the Board of Directors of the Corporation as the Board of Directors of the Corporation deems appropriate from time to time.

(A) The Executive Committee shall have the power of and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board of Directors except as to the election or removal of Officers (except that the Executive Committee may fill a vacancy in any office except for the President) or Directors of the Corporation, the amendment or repeal of these By-Laws or any other matters of concern which the Board of Directors are required by law, the Articles of Incorporation of the Corporation or these By-Laws to act.

(B) The action of the Executive Committee shall require the unanimous consent of all of the members of the Executive Committee at a meeting or by unanimous consent resolution.

(C) The Executive Committee shall advise the Board of Directors within ten (10) days of any such action of all significant matters pertaining to the affairs of the Corporation and shall have and may exercise such specific power and perform such specific duties as provided by these By-Laws or as the Board of Directors shall from time to time prescribe or direct by resolution. The Executive Committee may request cancellation of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 6.3 Other Committees. Other committees may be appointed by the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of the Corporation. Each such committee shall serve in the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. The authority of any such committee shall be specifically set forth in the resolution of the Board of Directors authorizing any such committee. Minutes of each such committee shall be maintained.

(A) Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be effective for all purposes as the act or authorization of the Board of Directors.

(B) The action of any such committee shall require the unanimous consent of all of the members of any such committee at a meeting or by unanimous consent resolution.

(C) The Board of Directors shall be advised by such committee within ten (10) days of any such action of such committee. Any such committee may request ratification of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 6.4. Chair. One member of each committee shall be appointed chair by the President. The Chair of any such committee shall be a member of the Board of Directors.

ARTICLE SEVEN

HONORARY OR ADVISORY BOARDS

The Board of Directors of the Corporation may establish one or more Honorary Boards or Advisory Boards at any annual or special meeting, with such functions, members and terms as the Board of Directors of the Corporation may deem appropriate. The members of such Honorary or Advisory Boards shall hold office for the terms for which elected. The members of such Honorary or Advisory Boards may advise and consult with the Board of Directors but shall have no vote on any corporate matter. The Board of Directors of the Corporation may also, in addition or as an alternative to the Honorary or Advisory Boards described above, designate one or more individuals as Honorary or Advisory Directors of the Corporation, with such functions and terms as the Board of Directors of the Corporation may deem appropriate. Such Honorary or Advisory Directors shall have no vote on any corporate matter, but shall consult with or advise the Board from time to time.

ARTICLE EIGHT

OFFICERS

Section 8.1. Number. The officers of the Corporation shall consist of a President, one Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. All officers shall be members of the Board of Directors. Only one office may be held by the same person at one time.

Section 8.2. Election and Term of Office. Unless otherwise agreed by a majority vote of the directors, the offices of the Corporation shall be held by the same persons, in the same capacities, as those of the Santa Fe Rotary Club, except that the President Elect of the Santa Fe Rotary Club shall serve as the President of the Corporation. In no event shall a non-member of the Corporation nor a non-member of the Board of Directors of the Santa Fe Rotary Club serve as an officer or director of the Corporation. The Officers of the Corporation shall be empowered to exercise and shall act in accordance with the duties and powers for their positions as set out in these Bylaws for this Corporation.

(f) Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be as effective for all purposes as the act or authorization of the Board of Directors.

(g) The action of any such committee shall require the unanimous consent of all of the members of any such committee at a meeting or by unanimous consent resolution.

(h) The Board of Directors shall be advised by such committee within ten (10) days of any action of such committee. Any such committee may request ratification of its act by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 6-4. Chair. One member of each committee shall be appointed chair by the President. The Chair of any such committee shall be a member of the Board of Directors.

ARTICLE SEVEN HONORARY OR ADVISORY BOARDS

The Board of Directors of the Corporation may establish one or more Honorary Boards or Advisory Boards at any annual or special meeting with such functions, members and terms as the Board of Directors of the Corporation may deem appropriate. The members of such Honorary or Advisory Boards shall hold office for the terms for which elected. The members of such Honorary or Advisory Boards may advise and consult with the Board of Directors but shall have no vote on any corporate matter. The Board of Directors of the Corporation may also, in addition or as an alternative to the Honorary or Advisory Boards described above, designate one or more individuals as Honorary or Advisory Directors of the Corporation with such functions and terms as the Board of Directors of the Corporation may deem appropriate. Such Honorary or Advisory Directors shall have no vote on any corporate matter, but shall consult with or advise the Board from time to time.

ARTICLE EIGHT OFFICERS

Section 8-1. Number. The officers of the Corporation shall consist of a President and Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. All officers shall be members of the Board of Directors. Only one officer may be held by the same person at one time.

Section 8-2. Election and Term of Office. Unless otherwise agreed by a majority vote of the directors, the officers of the Corporation shall be held by the same persons in the same capacities as those of the same The Rotary Club, except that the President shall be elected for a term of one year as the President of the Corporation. In no event shall a non-member of the Corporation not a non-member of the Board of Directors of the same The Rotary Club serve as an officer or director of the Corporation. The Officers of the Corporation shall be empowered to exercise and shall act in accordance with the duties and powers for their positions as set out in these Bylaws for the Corporation.

Section 8.3. Removal. An Officer of the Corporation may be removed, with or without cause, at a duly noticed regular or special meeting of the Directors by a vote of at least two-thirds (2/3) of the entire Board of Directors. The notice of such meeting shall indicate that one of the specific purposes of the meeting is the removal of such Officer. Such removed Officer, at the discretion of the Board, may remain as a Director.

Section 8.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, and such person still serves on the Board of Directors of the Rotary Club of Santa Fe, then such vacancy may be filled by the Board of Directors of the Corporation (or, as to any office other than the office of the President, by the Executive Committee of the Board of Directors of the Corporation) for the un-expired portion of the term. In the event of a vacancy in the office of President or the President's inability to serve for any reason, the powers and duties of that office shall be exercised by the Vice-President. If the particular vacancy also exists on the Board of Directors of the Rotary Club of Santa Fe, then the vacancy on the Board of Directors of the Corporation shall be filled for the remainder of the existing term by the person selected to fill the vacancy on the Board of Directors of the Rotary Club of Santa Fe.

Section 8.5. President. The President-Elect of the Rotary Club of Santa Fe shall serve as President of the Corporation. The President shall be the chief executive officer of the Corporation. The President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all documents and other instruments of the Corporation. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate including, but not limited to, the following:

(A) The President shall act as chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors;

(B) The President shall have general supervision over the other officers of the corporation and the management of the business of the Corporation;

(C) The President shall sign all official documents and instruments on behalf of the Corporation;

(D) The President shall be an *ex-officio* member of all committees; and

(E) The President shall submit a written report at the conclusion of the President's term in office.

Section 8.6. Vice-President. The current President of the Rotary Club of Santa Fe shall act as the Vice-President of the Corporation. Except as specifically limited by vote of the Board of Directors, the Vice President (or if there is more than one Vice-President, the one designated senior in status by the Board of Directors) shall perform the duties and have the powers of the President

(c) The President shall be authorized to make such adjustments as he may deem appropriate in the number of personnel assigned to each office or position.

(12) The President shall have general supervision over the other officers of the corporation and the management of the business of the Corporation.

shall designate individuals, but not limited to, the following:

duties commonly incident to such office and shall perform such other duties as the Board of Directors shall sign all documents and other instruments of the Corporation. The President shall perform all the (The President, unless some other person is specifically authorized by vote of the Board of Directors, President of the Corporation. The President shall be the chief executive officer of the Corporation.

Section 8.2. President. The President-Treasurer of the Royal Club of Spain, he shall serve as

vacancy on the Board of Directors of the Rotary Club of Santa Fe Corporation shall be filled for the remainder of the ensuing term by the person selected to fill the Directors of the Rotary Club of Santa Fe; then the vacancy on the Board of Directors of the office shall be exercised by the Vice-President. If the particular vacancy also exists on the Board of office of President or the President's inability to serve for any reason, the powers and duties of that Directors of the Corporation for the unexpired portion of the term. In the event of a vacancy in the as to any office other than the office of the President, by the Executive Committee of the Board of Club of Santa Fe; then such vacancy may be filled by the Board of Directors of the Corporation (or, classification or otherwise), and such person shall serve on the Board of Directors of the Rotary Section 3.4. Resignation. A vacancy in any office because of death, resignation, removal

Section 2.2. Removal. An Officer of the Corporation may be removed with or without cause at a duly noticed regular or special meeting of the Directors by a vote of at least two-thirds (2/3) of the entire Board of Directors. The notice of such meeting shall indicate that one of the specific purposes of the meeting is the removal of such Officer. Such removal of Officer at the discretion of the Board may remain as a Director.

during the absence or disability of the President and shall have the power to sign all documents and other instruments of the Corporation during the absence or disability of the President. The Vice-President (or each of them if there is more than one Vice-President) shall perform such other duties and have such other powers as the President and/or the Board of Directors shall designate.

Section 8.7. Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have all of the duties commonly incident to that of a Treasurer including, but not limited to, the following duties:

(A) Have the care and custody of the money, funds, valuable papers, and documents of the Corporation;

(B) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, revenue and expense and gains and losses;

(C) Be responsible for the preparation of an annual budget for approval by the Board of Directors and shall maintain such records as will accurately account for all the monies received and paid out by the Corporation;

(D) Deposit all monies and other valuable effects of the Corporation in such banks and depositories as the Board of Directors may direct;

(E) Prepare and present a complete financial report following the close of the Treasurer's term in office, which shall be reviewed and approved by the Board of Directors of the Corporation.

(F) Disburse or cause to be disbursed funds of the Corporation as may be directed by the Board of Directors of the Corporation;

(G) Render to the President and to the Board of Directors annually, or whenever requested, an account of any and all transactions taken as Treasurer and of the financial condition and operating results of the Corporation;

(H) Prepare or cause to be prepared and certify or cause to be certified, the financial statements of the Corporation to be included in any required reports;

(I) Act as chair of any Finance Committee appointed by the Board of Directors;

(J) If required by the Board, the Treasurer shall deliver to the President, and shall keep in force at the expense of the Corporation, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of the office, and for restoration to the Corporation in case of the Treasurer's death, resignation, retirement or removal from office of all books, papers,

during the absence or disability of the President and shall have the power to sign all documents and other instruments of the Corporation during the absence or disability of the President. The Vice-President (or each of them if there is more than one Vice-President) shall perform such other duties and have such other powers as the President and/or the Board of Directors shall designate.

Section 3.1. Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have all of the duties commonly incident to that of a Treasurer including, but not limited to, the following duties:

(A) Have the care and custody of the money, funds, valuable papers, and documents of the Corporation;

(B) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, revenue and expense and gains and losses;

(C) Be responsible for the preparation of an annual budget for approval by the Board of Directors and shall maintain such records as will accurately account for all the monies received and paid out by the Corporation;

(D) Deposit all monies and other valuable effects of the Corporation in such banks and depositories as the Board of Directors may direct;

(E) Prepare and present a complete financial report following the close of the Treasurer's term in office, which shall be reviewed and approved by the Board of Directors of the Corporation;

(F) Disburse or cause to be disbursed funds of the Corporation as may be directed by the Board of Directors of the Corporation;

(G) Render to the President and to the Board of Directors annually, or whenever requested, an account of any and all transactions taken as Treasurer and of the financial condition and operating results of the Corporation;

(H) Prepare or cause to be prepared and certify or cause to be certified, the financial statements of the Corporation to be included in any required reports;

(I) Act as chair of any Finance Committee appointed by the Board of Directors;

(J) If required by the Board, the Treasurer shall deliver to the President, and shall keep in force at the expense of the Corporation, a bond in full amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of the office, and for restoration to the Corporation in case of the Treasurer's death, resignation, retirement or removal from office of all books, papers,

vouchers, money and property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

(J) Delegate any duties or functions as appropriate.

Section 8.8. Secretary. The Secretary shall:

(A) Be responsible for the preparation and submission of notices of all meetings;

(B) Be responsible for keeping accurate minutes of all meetings of the Board of Directors;

(C) Maintain a file of corporate correspondence and other records;

(D) Certify and keep at the principal office of the Corporation the original or a copy of these By Laws as amended or otherwise altered to date; and

(E) Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors.

In the absence of the Secretary or the Secretary's inability to perform the Secretary's duties, such duties may be performed by an Assistant Secretary or by a Secretary *pro tem* appointed at any meeting.

Section 8.9. Assistant Treasurers and Assistant Secretaries. The Board of Directors may appoint or may authorize, from its members of the Board of Directors of the Corporation, Assistant Treasurers and Assistant Secretaries to perform such duties as shall be assigned to them by the Board of Directors or by the President.

Section 8.10. Expense Reimbursement. The Board of Directors may authorize reimbursement for expenses incurred by Officers in connection with the performance of their duties as Officers on behalf of the Corporation.

Section 8.11. Resignation. Any officer may resign effective upon giving written notice to the President or Secretary, unless such notice specifies a later time for the effectiveness of such resignation.

Section 8.11. Resignation. Any officer may resign effective upon giving written notice to the President or Secretary, unless such notice specifies a later time for the effectiveness of such resignation.

Section 8.10. Expense Reimbursement. The Board of Directors may authorize reimbursement for expenses incurred by Officers in connection with the performance of their duties as Officers on behalf of the Corporation.

Section 8.9. Assistant Treasurer and Assistant Secretaries. The Board of Directors may appoint or may authorize from its members of the Board of Directors of the Corporation, Assistant Treasurers and Assistant Secretaries to perform such duties as shall be assigned to them by the Board of Directors or by the President.

In the absence of the Secretary or the Secretary's inability to perform the Secretary's duties, such duties may be performed by an Assistant Secretary or by a Secretary who was appointed at any meeting.

Board of Directors may determine a book of minutes of all meetings of the Directors.

(E) Keep at the principal office of the Corporation or at such other place as the copy of these By Laws as amended or otherwise altered to date, and

(D) Certify and keep at the principal office of the Corporation the original or a

Directors:

(B) Be responsible for keeping accurate minutes of all meetings of the Board of

(A) Be responsible for the preparation and submission of notices of all meetings;

Section 8.8. Secretary. The Secretary shall

(1) Delegate any duties or functions as appropriate.

under the Treasurer's control belonging to the Corporation vouchers, money and property of whatever kind in the Treasurer's possession or

ARTICLE NINE
DUTIES AND LIABILITIES OF OFFICERS AND DIRECTORS

Section 9.1. Duties of Directors. As required by the Act, as the Act shall change from time to time, a Director shall perform the Director's duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in the manner the Director believes to be in or not opposed to the best interests of the Corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a Director shall be entitled to rely upon factual information, opinions, reports or statements including financial statements and other financial data in each case prepared or presented by:

(A) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable or competent in the matters presented;

(B) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

(C) A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these By Laws as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 9.2. Liability of Directors. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director unless: (A) the Director has breached or failed to perform the duties of the Director's office in compliance with Section 9.1 above; and (B) the breach or failure to perform constitutes willful misconduct or recklessness.

Section 9.3. Immunity. Except as otherwise provided in this Section 9.3, no member of the Board of Directors of the Corporation shall be held personally liable for any damages resulting from: (A) any negligent act or omission of an employee of the Corporation; (B) any negligent act or omission of another Director of the Corporation; or (C) any action taken as a Director or any failure to take any action as a Director unless: (1) the Director has breached or failed to perform the duties of the Director's office; and (2) the breach or failure to perform constitutes willful misconduct or recklessness.

Section 9.4. Exceptions to Immunity. Notwithstanding the foregoing provisions of this Section 9.3, the immunity granted Directors under Section 9.3 shall not extend to acts or omissions of a Director that (A) constitute willful misconduct or recklessness personal to the Director; or (B) are taken without official proceedings of the Corporation. Additionally, if a Director votes to transfer assets of the Corporation in order to avoid claims against the Corporation resulting from a judgment against the Corporation, the immunity provided by Section 9.3 shall have no force or effect as to that Director.

ARTICLE II DUTIES AND LIABILITY OF OFFICERS AND DIRECTORS

Section 2.1 Duties of Directors. As required by the Act, as the Act shall change from time to time, a Director shall perform the Director's duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in the manner the Director believes to be in or not opposed to the best interests of the Corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a Director shall be entitled to rely upon factual information, opinions, reports or statements including financial statements and other financial data in each case prepared or presented by:

(A) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable or competent in the matters presented;

(B) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

(C) A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these By-Laws as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 2.2 Liability of Directors. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director unless: (A) the Director has breached or failed to perform the duties of the Director's office in compliance with Section 2.1 above; and (B) the breach or failure to perform constitutes willful misconduct or recklessness.

Section 2.3 Limitation of Liability. Insofar as otherwise provided in this Section 2.3, no member of the Board of Directors of the Corporation shall be held personally liable for any damages resulting from: (A) any negligent act or omission of an employee of the Corporation; (B) any negligent act or omission of another Director of the Corporation; or (C) any action taken as a Director or any failure to take any action as a Director unless: (1) the Director has breached or failed to perform the duties of the Director's office; and (2) the breach or failure to perform constitutes willful misconduct or recklessness.

Section 2.4 Limitation of Liability. Notwithstanding the foregoing provisions of this Section 2.4, the immunity granted Directors and Section 2.3 shall not extend to acts or omissions of a Director that: (A) constitute willful misconduct or recklessness; or (B) are taken without official proceedings of the Corporation. Additionally, if a Director votes to transfer assets of the Corporation in order to avoid claims against the Corporation resulting from a judgment against the Corporation, the immunity provided by Section 2.3 shall have no force or effect as to that Director.

ARTICLE TEN
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 10.1. Power to Indemnify in Actions, Suits or Proceedings. Subject to the Act and Section 10.2, the Corporation shall indemnify any person who was or is 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 such person is or was a Director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such 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 or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 10.2. Authorization of Indemnification. Any indemnification under this Article TEN (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (A) by the unanimous vote of the Board of Directors of the Corporation at a special or regular meeting of the Directors where a quorum is present of all Directors who were not named as parties to any such action, suit or proceeding, or (B) by special legal counsel in a written opinion. To the extent, however, that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, such officer or Director shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, without the necessity of authorization in the specific case.

Section 10.3. Good Faith Defined. For purposes of any determination under Section 10.2 above, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such conduct was unlawful, if his action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to such person by the authorized agents of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this Section 10.3 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or

was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this Section 10.3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 10.1 above.

Section 10.4. Indemnification by a Court. Notwithstanding any contrary determination in the specific case under Section 10.2 above, and notwithstanding the absence of any determination thereunder, any director or officer may apply to any court of competent jurisdiction in the State of New Mexico for indemnification to the extent otherwise permissible under Section 10.1 above. The basis of such indemnification by a court shall be a determination by such court that indemnification of the director or officer is proper in the circumstances because such officer or director has met the applicable standards of conduct set forth in Section 10.1 above. Neither a contrary determination in the specific case under Section 10.2 above nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director or officer seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 10.4 shall be given to the Corporation promptly upon the filing of such application. If successful, in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

Section 10.5. Nonexclusivity of Indemnification. The indemnification provided by or granted pursuant to this Article TEN shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, contract, vote of disinterested directors, or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in Section 10.1 above shall be made to the fullest extent permitted by law. The provisions of this Article TEN shall not be deemed to preclude the indemnification of any person who is not specified in Section 10.1 above but whom the Corporation has the power or obligation to indemnify under the provisions of the Act, or otherwise.

Section 10.6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article TEN.

Section 10.7. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article TEN shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.8. Limitation on Indemnification. Notwithstanding anything contained in this Article TEN to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section 10.4 hereof), the Corporation shall not be obligated to indemnify any director or officer in

was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this Section 10.3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard set forth in Section 10.1 above.

Section 10.4. Indemnification by a Corporation. Notwithstanding any contrary determination in the specific case under Section 10.3 above, and notwithstanding the absence of any determination thereunder, any director or officer may apply to any court of competent jurisdiction in the State of New Jersey for indemnification to the extent otherwise permissible under Section 10.1 above. The basis of such indemnification by a court shall be a determination by such court that indemnification of the director or officer is proper in the circumstances because such officer or director has met the applicable standard of conduct set forth in Section 10.1 above. Whether a contract, determination in the specific case under Section 10.2 above or the absence of any determination thereunder shall be a defense to such application or not, a presumption that the director seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 10.4 shall be given to the Corporation promptly upon the filing of such application. It is understood in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

Section 10.5. Limitation on Indemnification. If the indemnification provided by or granted pursuant to this Article TEN shall not be deemed contrary to any other right to which those seeking indemnification or advancement of expenses may be entitled under any (a) law, agreement, contract, vote of shareholders or director or pursuant to the decision (b) never entitled) of any court of competent jurisdiction or otherwise, both as to action in such person's official capacity and as to action in a shareholder capacity, while holding such office, it being the policy of the Corporation that indemnification of the persons specified in Section 10.1 above shall be made to the fullest extent permitted by law. The provisions of this Article TEN shall not be deemed to preclude the indemnification of any person who is not specified in Section 10.1 above but whom the Corporation has the power or obligation to indemnify under the provisions of the Act or otherwise.

Section 10.6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article TEN.

Section 10.7. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article TEN shall, unless otherwise provided, when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.8. Limitation on Indemnification. Notwithstanding anything contained in this Article TEN to the contrary, except for proceeding to enforce right to indemnification (which shall be governed by Section 10.4 hereof), the Corporation shall not be obligated to indemnify any director or officer in

connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation.

ARTICLE ELEVEN

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 11.1. 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.

Section 11.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 11.3. Checks, Drafts and Other Financial Instruments. 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.

Section 11.4. 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.

ARTICLE TWELVE

FISCAL YEAR

The fiscal year of the Corporation shall be the period beginning on July 1 and ending on June 30 of each year.

ARTICLE THIRTEEN

CORPORATE SEAL

The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the Corporation.

ARTICLE FOURTEEN

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer or convey all of the remaining assets of the Corporation to The Rotary International Foundation provided that the Rotary International Foundation is then an organization or institution described in Sections 501(c)(3) and

connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to be the Board of Directors of the Corporation.

ARTICLE ELEVEN CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 11.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or contracts 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.

Section 11.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 11.3. Checks, Drafts and Other Financial Instruments. 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.

Section 11.4. 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.

ARTICLE TWELVE FISCAL YEAR

The fiscal year of the Corporation shall be the period beginning on July 1 and ending on June 30 of each year.

ARTICLE THIRTEEN CORPORATE SEAL

The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the Corporation.

ARTICLE FOURTEEN DISSOLUTION

Upon dissolution of the Corporation the Board of Directors shall after paying or making provision for the payment of all liabilities of the Corporation transfer or convey all of the remaining assets of the Corporation to The Henry International Foundation provided that the Henry International Foundation is then an organization or institution described in Sections 501(c)(3) and

either Section 170(c)(1) or Section 170(c)(2) of the Code. Should The Rotary International Foundation not then be an organization or institution described in Sections 501(c)(3) and either Section 170(c)(1) or Section 170(c)(2) of the Code, all of the remaining assets of the Corporation shall be distributed to one or more non-profit domestic or foreign corporations, or non-profit organizations, as shall then be exempt organizations within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the state district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIFTEEN

NOTICES

Section 15.1. Notices. Whenever written notice is required by law, the Articles of Incorporation or these By Laws, to be given to any director or member of a committee, such notice may be given by mail, addressed to such director or member of a committee, at such person's address as it appears on the records of the Corporation, with postage prepaid, and such notice shall be deemed to be given five (5) days after the notice shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery. Written notice may also be given by e-mail provided that an electronic notice of receipt is obtained by the sender of such e-mail.

Section 15.2. Waivers of Notice. Whenever any notice is required by law, the Articles of Incorporation or these By Laws, to be given to any director or member of a committee, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE SIXTEEN

NON-DISCRIMINATION POLICY

The Corporation is committed to equal opportunity and shall not discriminate on the basis of race, color, national or ethnic origin, age, gender or sexual preference.

ARTICLE SEVENTEEN

AMENDMENTS

These By Laws may be altered, amended or repealed, in whole or in part, or new By Laws may be adopted by the Board of Directors of the Corporation, provided, however, that notice of such alteration, amendment, repeal or adoption of new By Laws be contained in the notice of such meeting of the Board of Directors. All such amendments must be approved by an affirmative vote of at least

either Section 170(c)(1) or Section 170(c)(2) of the Code. Should The Rotary International Foundation not then be an organization described in Sections 501(c)(3) and either Section 170(c)(1) or Section 170(c)(2) of the Code, all of the remaining assets of the Corporation shall be distributed to one or more non-profit domestic or foreign corporations or non-profit organizations, as shall then be exempt organizations within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the state district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIFTEEN NOTICES

Section 15.1 Notices. Whenever written notice is required by law, the Articles of Incorporation or these By Laws, to be given to any director or member of a committee, such notice may be given by mail, addressed to such director or member of a committee at such person's address as it appears on the records of the Corporation, with postage prepaid, and such notice shall be deemed to be given five (5) days after the notice shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery. Written notice may also be given by e-mail provided that an electronic notice of receipt is obtained by the sender of such e-mail.

Section 15.2 Waivers of Notice. Whenever any notice is required by law, the Articles of Incorporation or these By Laws, to be given to any director or member of a committee, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE SIXTEEN NON-DISCRIMINATION POLICY

1. The Corporation is committed to equal opportunity and shall not discriminate on the basis of race, color, national or ethnic origin, age, gender or sexual preference.

ARTICLE SEVENTEEN AMENDMENTS

These By Laws may be altered, amended or repealed, in whole or in part, or new By Laws may be adopted by the Board of Directors of the Corporation, provided, however, that notice of such alteration, amendment, repeal or adoption of new By Laws be contained in the notice of such meeting of the Board of Directors. All such amendments must be approved by an affirmative vote of at least

two-thirds (2/3) of the entire Board of Directors then in office at a duly noticed regular or special meeting of the Board of Directors.

ADOPTED as of the _____ day of _____, 2005.

ROTARY CLUB OF SANTA FE FOUNDATION,
INC.

By: _____
Its President

ATTEST:

Its: Secretary

CERTIFICATE OF SECRETARY

The undersigned Secretary of the ROTARY CLUB OF SANTA FE FOUNDATION, INC. hereby attests that the foregoing By Laws represent a true and correct copy of the By Laws adopted by the Board of Directors of the Corporation at a duly noticed meeting.

Secretary