

Buckhead Rotary Foundation Bylaws

Article 1: Definitions

Section 1 - Foundation. The Buckhead Rotary Foundation, Inc. (1/15/2025)

Section 2 - Board. The Board of Trustees of the Buckhead Rotary Foundation, Inc. (1/15/2025)

Section 3 - Trustee. A member of the Foundation's Board of Trustees. (1/15/2025)

Section 4 - Director. A Trustee appointed by the President to oversee Development activities. (1/15/2025)

Section 5 - Club. The Rotary Club of Buckhead (Atlanta). (1/15/2025)

Section 6 - Year. The twelve-month period (fiscal year) that begins on 1 July. (1/15/2025)

Article 2: Board

The governing body of the Foundation shall be the board consisting of six of the most recent Past Presidents of the Rotary Club of Buckhead as ex officio Trustees; and six Trustees at Large. At least three of the Trustees at Large must also be Past Presidents of the Club. Each of these Trustees will serve a term of six years. These twelve Trustees, plus any additional ex officio Trustees as hereinafter described, constitute the board. The Trustees shall not receive any compensation for their services. All Officers and Trustees must be active members of the Club. All Trustees shall maintain a "Trustees' Manual" containing information pertinent to the operation of the Foundation and pass this manual on to their successor.

Article 3: Officers

Section 1 - Officers. The Officers of the Foundation shall be a President, who serves a term of three years and is not eligible for a successive term, a Secretary, and a Treasurer, both of whom shall serve three-year terms, and who are eligible for multiple successive terms. Officers shall not receive any compensation for their services. The President serves as the Chairperson of the board. All Officers except the Treasurer must be Trustees of the Foundation at the time of their election. Should a President's or Treasurer's term as Officer expire after the end of his or her term as a Trustee, then the President or Treasurer shall continue as an ex officio Trustee until the expiration of his or her Officer term. (1/15/2025)

Section 2 - Management. Management of the Foundation shall be implemented by three Officers/Directors with assistance from other Trustees when requested: the Secretary, the Treasurer, and a Development Director. The functions of these Officer/Directors are defined in the Policies attached hereto. The President appoints the Development Director while the Secretary and Treasurer are elected by the full board.

1. (a) The President shall direct the work of the Officers/Directors.
2. Each Officer/Director shall transact his/her business as is delegated to him/her in these Bylaws and such additional business as may be referred to them by the President or the board. Except where special authority is given by the board, such Officers/Directors shall not take any action until a report has been made and approved by the board.
3. Each Officer/Director shall report to the board on all their activities, including a report of their activities at quarterly meetings. (1/15/2025)

Article 4: Election of Trustees and Officers

Section 1 - Nominations. At a regular board meeting at least two months prior to the meeting for election of officers, the presiding officer shall ask the board for nominations for all positions, other than the ex officio Trustees, which will become open on the following July 1. The election must be held prior to July 1. All nominees other than Treasurer must be members of the board at the time of their nomination. Trustees serving a full six-year term cannot be elected to another term until at least two years have passed since the end of their last term, except that Trustees elected to serve the remainder of an unexpired term shall be eligible for reelection at the end of that term, provided that they have served less

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than 3 years in that partial term. (1/15/2025)

Section 2 - Additional Trustees. One Trustee at Large shall be elected each Year and each Year the Immediate Club Past President shall become, ex officio, a Trustee. (1/15/2025)

Section 3 - Vacancies. A vacancy in the board or any office shall be filled by action of the remaining Trustees. (1/15/2025)

Article 5: Duties of Officers

Section 1 - President. It shall be the duty of the President to preside at meetings of the board and to perform other duties as ordinarily pertain to the office of President, including but not limited to the appointing of committee chairs. By action of the Club's board, the Foundation President is an ex officio Director of the Club's board. (1/15/2025)

Section 2 - Secretary. It shall be the duty of the Secretary to keep a record of attendance at meetings; record and electronically preserve the minutes of such meetings; report as required to the Club; and perform other duties as usually pertain to the office of Secretary. (1/15/2025)

Section 3 - Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for them to the board quarterly and at any other time as requested by the board, to prepare annual tax information for the Foundation's tax accountant, and to perform other duties as pertains to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President, all funds, books of account, and any other Foundation property. (1/15/2025)

Article 6: Meetings

Section 1 - Meetings. Meetings of the board shall be held at least quarterly and additionally as called by the President. At the June meeting the election of Officers and Trustees to serve for the ensuing year shall take place. The September meeting agenda will include approval of the fiscal year financial statements and approval of the tax data to be submitted to the tax accountant of the Foundation. The December agenda will include approval of the tax return. The March agenda will include Trustee and Officer nominations as required. (1/15/2025)

Section 2 - Quorum. A majority of the Trustees shall constitute a quorum of the board. (1/15/2025)

Article 7: Finances

Section 1 - Projects. Prior to the beginning of each fiscal year, the board shall accept a listing of charitable projects of interest to the members of the Club and approve a Club Charitable Fund (CCF) Budget containing the planned charitable contributions for the following year but reserving the right to reject any requested contributions. (1/15/2025)

Section 2 - Funds. The Treasurer shall deposit all Foundation funds into a bank named by the board. One signature is required for the checking account, and the President and the Treasurer shall be signatories. Sufficient funds shall be maintained to fund normal operations, and all surplus funds shall be invested in the Foundation's investment accounts at any board-approved financial institutions. Any withdrawals from the investment accounts shall require the signature of both the Treasurer and the President. Transfers between existing bank or investment account can be made by either the Treasurer or President by phone or other electronic means. Opening of new investment or bank accounts or new investment vehicles recommended by the Treasurer shall require the approval of the board. (1/15/2025)

Section 3 - Investment Policy. The Foundation's investments shall be made pursuant to the Investment Policy Statement, attached to these Bylaws. (1/15/2025)

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Section 4 - Expenses & Donations. All bills shall be paid by the Treasurer as they come due. All donations to charities on the approved Club Charity Fund budget shall be made when requested by the appropriate Club Director. During the Year, any requested changes to the charitable donations shall be subject to approval by the board. Operating expenses of the Foundation up to \$2000 each may be paid at the sole discretion of the Treasurer; except that any amount of expenses related to the annual Ball and Auction function can be paid upon request of the Club's Ball Committee with the approval of the Treasurer. (1/15/2025)

Article 8: Amendments

These Bylaws may be amended at any regular board meeting, a quorum being present, by a two-thirds vote of all Trustees present, provided that notice of such proposed amendment shall have been transmitted by any written means to each Trustee at least ten (10) days before such meeting, and proxy votes are accepted. This notice requirement can be waived by a vote equal to two thirds of the entire Board, not just two thirds of those present. No amendment or addition to these Bylaws may be made which is not in harmony with the Constitution and Bylaws of Rotary International.

Article 9: Attachments

Section 1 - Policies. The following Policies are attached but are not part of these Bylaws:

1. Development Director Responsibilities
2. Treasurer Responsibilities
3. Secretary Responsibilities
4. Investment Policy Statement
5. Charitable Giving Policy
6. Otis Jackson Scholarship Policy
7. Internal Control Procedures

[Link to Word document](#) (1/15/2025)

Section 2 - Background Information. The following documents which provide background or support for the Bylaws are attached for information:

1. Articles of Incorporation of the Buckhead Rotary Foundation, Inc.
2. IRS 501(c)(3) Determination Letter
3. Collection and Agency Agreements with Rotary Club of Buckhead, The Rotary Foundation, and the Georgia Rotary Student Program Endowment Fund
4. Letter of instruction to Investment Firm(s)
5. List of Benefactors
6. Recognition of Donations
7. Naming of Giving Levels
8. Appendix A: Otis Jackson Scholarships

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