

**BYLAWS  
FOR  
GLENDORA ROTARY CHARITIES**

A California Nonprofit Public Benefit Corporation

**ARTICLE I**

The name of the corporation (as defined in the Articles of Incorporation) is:

GLENDORA ROTARY CHARITIES.

**ARTICLE II**

**PURPOSES**

The specific purposes for which the corporation is formed are as stated in its articles of incorporation, which currently state that its purposes are charitable, scientific, literary, and educational. including without limitation contributions to: Civic and charitable organizations, Grants for educational and civic improvement purposes.

Non-Partisan Activities - This corporation has been formed under the California Nonprofit Public Benefit Corporation law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

**ARTICLE III**

**OFFICES**

Section 1. Principal Office. The principal office for the transaction of the business of the corporation as stated in its articles of incorporation.

**ARTICLE IV**

**MEMBERSHIP**

Section 1. The corporation shall have one class of members as stated in its articles of incorporation.

Section 2. Matters Requiring Approval of the Corporate Member. The corporate member must approve the following actions of the directors:

- (a) Expenditures from the property of the Foundation, except for:
  - (i) the necessary expenses of administration of the Foundation, and
  - (ii) expenditures of income or principal of gifts to the Foundation which are prescribed by the terms of the gift or bequest, both of which require only the approval of the trustees.
- (b) Amendment or restatement of the articles of incorporation or the bylaws.

## **ARTICLE V DIRECTORS**

All directors of this corporation shall be appointed by the corporate member, the Rotary Club of Glendora.

Section 1. Number, Term, and Qualifications are:

The Governing Body of this Charity Corporation is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary and treasurer.

- (a) Charity Corporation board members, may or may not, be members of the Rotary Club of Glendora.
- (b) A vacancy in the Board shall be deemed to exist whenever any authorized position of director is not filled by a duly elected director, whether caused by death, resignation, removal, incapacity, change in the authorized number of directors or otherwise. Any director of the corporation who is not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.

Section 2. Confidentiality. The Directors of Glendora Rotary Charities shall refrain from disclosing, in any manner, any confidential or proprietary information or material concerning the corporation or its operations, unless they are:

- a) Required to do so to conduct the business of the corporation in its ordinary course, and the disclosure or use is only within the formal activities of the corporation. or
- b) Expressly authorized to do so by the corporation in writing, or
- c) Expressly ordered to do so by a court of law.
- d) Definition of Terms: "Confidential or proprietary information or material" means all information or material that is not in the public domain and that is disclosed or otherwise made available by the corporation and specifically includes but is not limited to information or material concerning the nature of discussions or other communications regarding club members, visitors, and donors.

## **VI OFFICERS**

President of the Rotary Club of Glendora shall act as the presiding officer of Glendora Rotary Charities and shall be the General Manager and Chief Executive Officer of the corporation.

The Treasurer of the Rotary Club of Glendora shall act as the Treasurer. -

The Secretary of the Rotary Club of Glendora shall act as the Secretary.

## **VII MEETINGS**

### Section 1. Meetings

- (a) Regular Meetings. Regular meetings of the Board shall be held at such time as shall be from time to time fixed by the Board.
- (b) An Annual Meeting of the Board shall be held within the first month of the Rotary Year (July 1 to June 30) of each year.
- (c) Special Meetings. Special meetings of the Board may be called by the Board, or the President, or any two directors.

Section 2. Notice of Meetings. Except in the case of meetings for which notice has been dispensed with in Section 3 of this Article VII notice of the time and place of the meetings of the Board.

Section 3. Meetings of the Board may be held through use of video conference or telephone.

Section 4. Powers. Except as limited by the California Nonprofit Public Benefit Corporation law, the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, its Board. The Board may delegate the management of the day-to-day operation of the corporation to other person provided that the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5. Quorum. The number of directors necessary to constitute a quorum shall be greater than half the number of directors of the corporation.

## **ARTICLE VIII CORPORATE RECORDS**

Section 1. Types of Records. This corporation shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of the Board and committees of the Board. Such minutes shall be kept in written form.

Such other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 2. Annual Reports. The Board of Directors shall cause an Annual Report to be sent to each of its directors in accordance with the provisions of Section 6321 of the California Nonprofit Public Benefit Corporation law.

Section 3. Directors' Right of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

## **ARTICLE IX**

### **BYLAWS**

Section 1. General Scope of the Bylaws. The particular powers and provisions enumerated in these Bylaws are not intended to be, or to be construed to be, to the exclusion of or a limitation upon the exercise of any right, privilege or power which the corporation may lawfully regulate, or delegate in or by its Bylaws, and as to any matter which may hereafter arise and which is not specifically provided for by these Bylaws, the directors shall have the right to act as the majority of them may determine, provided such action is not contrary to the laws of the State of California governing Nonprofit Public Benefit Corporations.

~~Section 2.~~ 2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

~~Section 3.~~ 3. Amendments of Bylaws by Corporate Member. Amendments to these Bylaws may be reviewed from time to time for necessary and timely revision by the Directors. Upon the approval of the Directors, the recommended revision shall be transmitted by the directors to the corporate member for their approval. Revisions to the bylaws shall be effective upon their approval by the directors of the corporate member, provided, however, that any bylaws that are inconsistent with the provisions of the constitution or bylaws of the corporate member.

## **ARTICLE X**

### **ARTICLE XV PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of all meetings of this corporation to which

they apply, provided they are not inconsistent with these bylaws or the laws of the State of California.

I certify that I am the am the duly elected, qualified Secretary of the Rotary Club and Glendora Rotary Charities.

IN WITNESS WHEREOF, on October 4, 2022, at Glendora. California

Revised: October 4, 2022

---

Kathleen Clark  
Secretary  
Glendora Rotary Charities

ARTICLES OF INCORPORATION

OF

GLENDORA ROTARY CHARITIES, INC.

FILED

in the office of the Secretary of State of the State of California

AUG 10 1965  
FRANK M. JORDAN, Secretary of State

Deputy

I.

The name of this corporation is:

GLENDORA ROTARY CHARITIES, INC.

II.

The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in subparagraph (a) of this Article II, are as follows:

(a) The specific activity in which the corporation is primarily to engage is the carrying on of activities from which funds are received and in turn the making of donations to, dispensing charitable contributions through, and otherwise aiding and supporting those organizations qualified for exemption from Federal income tax under the Internal Revenue Code of 1954 as now in effect or as subsequently amended, which are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(b) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation for any of the purposes for which this corporation is formed.

(c) To purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, mortgage, pledge, or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other

Restriction of right  
to amend articles  
Yes No

1 securities or evidence of indebtedness of any person, firm, corporation or  
2 association and, while the owner or holder thereof, to exercise all rights, powers  
3 and privileges of ownership.

4 (d) To purchase or otherwise acquire, own, hold, use, sell, exchange,  
5 assign, convey, lease or otherwise dispose of and mortgage or otherwise  
6 hypothecate or encumber real and personal property.

7 (e) To borrow money, incur indebtedness and to secure the repayment  
8 of the same by mortgage, pledge, deed of trust, or other hypothecation of  
9 property, both real and personal.

10 (f) To carry into effect any one or more of the objects and purposes  
11 hereinabove set forth and to that end to do any one or more of the acts and  
12 things aforesaid, and likewise any and all acts or things necessary or incidental  
13 thereto; and, in conducting or carrying on its activities, and for the purpose  
14 of promoting or furthering any one or more of its said objects or purposes, to  
15 exercise any or all of the powers hereinabove set forth in this Article, and  
16 any other or additional power now or hereafter authorized by law, either alone  
17 or in conjunction with others, as principal, agent or otherwise; provided,  
18 however, that this corporation shall not have the power to, and shall not, carry  
19 on propaganda, or otherwise attempt, to influence legislation or to participate  
20 in, or intervene in (including the publishing or distributing of statements), any  
21 political campaign on behalf of any candidate for public office.

22 The foregoing statement of purposes shall be construed as a statement  
23 of both purposes and powers, and the purposes and powers stated in each  
24 clause, except where otherwise expressed, shall be in nowise limited or res-  
25 tricted by reference to or inference from the terms or provisions of any other  
26 clause, but shall be regarded as independent purposes and powers.

27 Notwithstanding any of the above statements of purposes and powers,  
28 this corporation shall not engage in activities which in themselves are not in  
29 furtherance of the charitable purposes set forth in subparagraph (a) of this  
30 Article II.

31 The properties of this corporation shall be held in trust for the purposes  
32 above set forth, but with full power to sell, exchange, encumber or otherwise

1 dispose of the same, subject to the rights of the creditors of this corporation.

2 III.

3 The county in the State of California where the principal office for the  
4 transaction of the business of this corporation is to be located is Los Angeles  
5 County.

6 IV.

7 The number of Directors of this corporation shall be eight (8), and the  
8 names and addresses of the persons who are appointed to act in the capacity of  
9 Directors until the selection of their successors are as follows:

10	<u>Names</u>	<u>Addresses</u>
11	Ross L. Handy	7919 N. Easley Canyon Road, Glendora, Calif.
12	Keith Van Vliet	721 E. Huerta Verde Road, Glendora, Calif.
13	Ray Moon	514 S. Barranca Avenue, Covina, Calif.
14	Herbert E. Sharp	815 E. Northridge Avnue, Glendora, Calif.
15	Norman Campbell	630 N. Pennsylvania Avenue, Glendora, Calif.
16	Howard W. Hopkins	130 Wagonwheel Road, Glendora, California
17	James E. Ray	140 S. Country Club Drive, Glendora, Calif.
18	George C. McGill	111 N. Oak Tree Drive, Glendora, Calif.

19 The number of Directors may be fixed or changed from time to time by  
20 amendment of the Articles of Incorporation, or by amendment of the By-Laws  
21 of this corporation duly adopted by the vote or written assent of the members  
22 of the corporation pursuant to the By-Laws.

23 V.

24 The persons who are Directors of this corporation from time to time shall  
25 be its only members and upon ceasing to be a Director of this corporation, any  
26 such person shall cease to be a member.

27 The members and Directors of this corporation shall have no liability  
28 for dues or assessments. In the election of Directors each member of this  
29 corporation shall be entitled to one vote for each office to be filled.

30 VI.

31 This corporation is organized pursuant to the General Nonprofit Cor-  
32 poration Law of the State of California. This corporation is not organized



1 not shall it be operated, for pecuniary gain or profit, and it does not con-  
2 template the distribution of gains, profits or dividends to the members thereof  
3 or to any private shareholder or individual. The property, assets, profits  
4 and net income of this corporation are irrevocably dedicated to charitable,  
5 scientific, literary, educational and religious purposes and no part of the  
6 profits or net income of this corporation shall ever inure to the benefit of any  
7 director, officer, or member thereof or to the benefit of any private share-  
8 holder or individual. Upon the winding up of this corporation, the assets of  
9 this corporation remaining after payment of, or provision for payment of, all  
10 debts and liabilities of this corporation shall be distributed to a corporation  
11 or corporations, fund or funds, or foundation or foundations, qualified for  
12 exemption from Federal income tax under Section 501 (c) (3) of the Internal  
13 Revenue Code of 1954 as now in effect or as subsequently amended.

14 VII.

15 The Articles of Incorporation of this corporation shall not be amended  
16 except with the vote or written consent of a majority of its members.

17 IN WITNESS WHEREOF, for the purpose of forming this corporation as  
18 a private nonprofit corporation for the purposes set forth in Article II hereof,  
19 under and pursuant to the provisions of the General Nonprofit Corporation Law  
20 of the State of California, we, the undersigned, constituting the incorporators  
21 of this corporation, including the persons named hereinabove as its first  
22 Directors, have executed these Articles of Incorporation this 22nd day of  
23 April, 1966.

24 *Ross L. Handy*  
ROSS L. HANDY

25 *Keith Van Vliet*  
KEITH VAN VLIET

26 *Ray Moon*  
RAY MOON

27 *Herbert E. Sharp*  
HERBERT E. SHARP

28 *Norman Campbell*  
NORMAN CAMPBELL

29 *Howard W. Hopkins*  
HOWARD W. HOPKINS

30 *James E. Ray*  
JAMES E. RAY

31 *George C. McGill*  
GEORGE C. MCGILL

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

STATE OF CALIFORNIA }  
COUNTY OF LOS ANGELES }

99.

On this 22<sup>nd</sup> day of April, 1966, before me, the undersigned, a Notary Public in and for the County of Los Angeles, State of California, personally appeared ROSS L. HANDY, KEITH VAN VLIET, RAY MOON, HERBERT E. SHARP, NORMAN CAMPBELL, HOWARD W. HOPKINS, JAMES E. RAY and GEORGE C. MCGILL, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, the day and year in this certificate first above written.

Jack Lopin  
Notary Public in and for said  
County and State.  
JACK LOPIN  
My Commission Expires Feb. 8, 1970





## FRANCHISE TAX BOARD

1026 P STREET

SACRAMENTO, CALIFORNIA 95814

August 10, 1966

Glendora Rotary Charities, Inc.  
c/o Jack Lopin  
Attorney at Law  
115 East Foothill Boulevard  
Glendora, California 91740

Re: Exemption from franchise tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701d of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a charitable organization.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to this office in order that their effect upon your exempt status may be determined.

If in any year your gross income exceeds \$25,000, you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

If you have income from an unrelated trade or business that is taxable under the provisions of Section 23731 of the Revenue and Taxation Code, you must file a return on Form 109 on or before the 15th day of the 3rd month following the close of your fiscal year. Copies of this form may be obtained from this office or any of its branches.

Contributions made to you are deductible by the donors in arriving at their taxable net income in the manner and to the extent provided by Sections 17214, 17215, 17216, and 24357 of the Revenue and Taxation Code.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within 30 days.

Very truly yours,

James T. Philbin  
Associate Tax Counsel

JTP:ef

cc: Secretary of State

(0)

FTB 4212 (11-64)

EOB878-4635 06/27/2022 5:00 PM Received by California Secretary of State

For Office Use Only

**-FILED-**

File No.: BA20220522583  
Date Filed: 6/27/2022

# Certificate of Amendment of Articles of Incorporation

The undersigned certifies that:

They are the President and Secretary, respectively, of Glendora Rotary Charities, Inc. (File 513578)

Article IV of the Articles of Incorporation is amended to read as follows:

### IV

The number of Directors of this corporation shall be eight (8) and the names and addresses of the persons who are appointed to act in the capacity Directors until the selection of their successors are as follows:

Names	Addresses
Ross L. Handy	7919 N. Easley Canyon Road, Glendora, California
Keith Van Vliet	721 E. Huerta Verde Road, Glendora, California
Ray Moon	514 S. Barranca Avenue, Glendora, California
Herbert F. Sharp	815 E. Northridge Avenue, Glendora, California
Norman Campbell	630 N. Pennsylvania Avenue, Glendora, California
Howard W. Hopkins	130 Wagonwheel Road, Glendora, California
James E. Ray	140 S. Country Club Drive, Glendora, California
George C. McGill	11 N. Oak Tree Drive, Glendora, California

The corporation shall have one class of members, which class shall consist of one member, designated as the "corporate member." The initial corporate member shall be The Rotary Club of Glendora, Inc., or any successor thereto resulting by merger, consolidation, or change of name. If a vacancy shall exist in the position of corporate member for any reason, the Directors of the corporation shall elect a new corporate member.

The number of Directors may be changed from time to time by amendment of the Articles of Incorporation, or by amendment of the By-Law of this corporation duly adopted by the vote or written assent of the members of corporation pursuant to the bylaws.

This amendment was approved by the board of directors and approved by the members. We further declare under the penalty of perjury under the laws of the state of California that the names set forth in this certificate are true and correct of our knowledge.

Dated 4-19-22

Christine Storm Smith  
Christine Storm Smith, President

Jane A. Bock  
Jane A. Bock, Secretary