

AMENDED AND RESTATED

BY-LAWS

OF

SCOTTSDALE SUNRISE ROTARY FOUNDATION, INC.¹

ARTICLE I

Section 1. Name. The name of the Corporation shall be SCOTTSDALE SUNRISE ROTARY FOUNDATION, INC.

Section 2. Purpose. The purpose of the organization shall be the acceptance, management and distribution of monies and property donated to the Corporation exclusively for charitable, literary and educational purposes in a manner consistent with the objectives of the Scottsdale Sunrise Rotary Club.

ARTICLE II

Section 1. Members. All active members of the Scottsdale Sunrise Rotary Club, as defined by that Club's Constitution, are automatically members of SCOTTSDALE SUNRISE ROTARY FOUNDATION, INC.

Section 2. Termination of Membership. Membership shall terminate automatically upon an active member's termination as a member of the Scottsdale Sunrise Rotary Club.

ARTICLE III

Section 1. Place of Meeting. Every meeting of the members of this Corporation shall be held in Maricopa County, Arizona, or at such other location within or without the State of Arizona, as

¹As amended July 10, 1992

shall be specified in the notice of said meeting given as hereinafter provided or on a waiver of notice thereof signed by all members of the Corporation.

Section 2. Annual Meeting of Members. The annual meeting of the members of the Corporation shall be held on the first Thursday of December at a time and place selected by the Board of Directors. The time and place of the annual meeting shall be announced at a regular meeting of the Scottsdale Sunrise Rotary Club, at least two (2) weeks in advance. At that meeting, reports of officers and committees may be delivered and directors shall be elected to serve on the Board of Directors.

Section 3. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise regulated by statute, may be called by resolution of the Board of Directors of the Corporation by the President or Secretary, or upon a petition signed by a majority of the members. Such petition and call by resolution or by the President or Secretary shall state the purpose or purposes of such proposed meeting.

Section 4. Notice of Meetings. Notice of every meeting of the members shall be in writing. Such notice shall state any purpose or purposes for which the meeting is called and the time when, and the place where, it is to be held, and a copy thereof shall be served, either personally or by mail, upon each member of record entitled to vote at such meeting. If mailed, it shall be directed to each member at his address as it appears in the membership book of this Corporation unless he shall have filed with