

BY-LAWS

ADOPTED ON JULY 31, 2008

OF

ROTARY DISTRICT 7090 YOUTH EXCHANGE PROGRAM, INC.

ARTICLE I – OFFICES

The office of the Corporation shall be located in the City of Buffalo, County of Erie, and State of New York. The Corporation may also maintain offices at such other places in the State as the Board of Directors may from time to time approve.

ARTICLE II – MEMBERS

The Corporation shall have no members. Exclusive authority to manage the affairs of the Corporation shall be vested in the Board of Directors and its President as described hereinafter.

ARTICLE III
BOARD OF DIRECTORS

1. The Corporation shall be managed by its Board of Directors and in accordance with the Rotary District 7090 Youth Exchange Manual described in Article V. Each Director shall be at least 18 years of age. The initial Board of Directors shall consist of three persons. Thereafter, the number of Directors constituting the entire Board shall not be less than three nor more than the number required so that a majority of the entire Board of Directors are United States citizens. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the Directors.
2. The first Board of Directors shall consist of those persons named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until their First Meeting and until their successors have been duly elected and qualify. Thereafter, Directors shall be elected to hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his prior death, resignation or removal, and subject to the following:

(A) Through to 6/30/09, the Directors shall be:

- Ralph Montesano (Current Rotary District 7090 Governor); and

- Pravin Suchak (Current District 7090 Governor-Elect); and
- Kevin Crouse (Current Rotary District 7090 Director of Youth Services); and
- Richard Earne; and
- David George.

(B) Thereafter, the Directors, who shall be elected at the Annual Meeting of the Board of Directors during June immediately prior to each July 1 when their one year term of office begins, shall be:

- The Rotary District 7090 Governor effective July 1; and
- The Rotary District 7090 Governor-Elect effective July 1; and
- The Rotary District 7090 Director of Youth Services effective July 1; and
- Such other Rotarians designated by a majority of the foregoing, including the Rotary District 7090 Governor effective July 1, who shall be necessary so that a majority of the entire Board of Directors commencing next July 1 shall be citizens of the United States.

3. Any Director, excluding those then occupying any of the first three Rotary District 7090 positions set forth in Article III 2.(B), may be removed with or without cause by vote of a majority of the Board of Directors.
4. A Director may resign from office at any time by delivering a written resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Corporation. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.
5. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor. The vacancy occurring for a Director who had occupied one of the first three Rotary District 7090 positions set forth in Article III 2.(B) above shall be filled by the person assuming the same position in Rotary District 7090, or if not exactly applicable, then the closest similar position thereto, or if not applicable, then by the President of the Corporation. Such newly-created directorships and vacancies shall be created and filled so that a majority of the entire Board of Directors shall be citizens of the United States.
6. (a) Meetings of the Board shall be held at any place within or without the State of New York as the Board may from time to time fix or as shall be specified in the notice, or waiver of notice thereof. An Annual Meeting of the Board of Directors shall be held in June of each fiscal year at such time and place as shall be fixed by the Board of Directors from time to time or by the person or persons calling the meeting.

(b) No notice shall be required for Annual Meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Notice of time and place of each special meeting of the Board of Directors shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business, or at such other address as he or she may have designated in a written request filed with the Secretary of the Corporation at least eight days before the day on which the meeting is to be held, provided, however, that if such notice is for a special meeting requiring prompt action, such notice may be sent to him or her at such address by telegram or cablegram or facsimile transmission or by telephone, not less than forty-eight hours before the time at which such meeting is to be held. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or to her.

7. (a) Except as otherwise stated by law, the Certificate of Incorporation of this Corporation or these By-laws, a majority of the Board of Directors, including the current Rotary District 7090 Governor, shall constitute a quorum for the transaction of business or of any specified item of business. At any meeting held to remove one or more Directors a quorum shall consist of a majority of the Directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Director present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise stated by law or these By-laws, the vote of a majority of the Directors present at the time of vote, if a quorum is present at such time, shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board or a committee thereof 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 a meeting.

8. The Chairperson of the Board, if any, shall be the President who shall preside at all meetings of the Board of Directors. If there be no Chairperson, or in his absence, any other Director chosen by the Board, shall preside.
9. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may

delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate. Notwithstanding the foregoing, no powers nor duties of the President shall be delegated to any person or committee.

10. Notwithstanding anything herein contained, no action may be made by the Board of Directors without participation therein by the current Rotary District 7090 Governor or his or her written consent.

ARTICLE IV OFFICERS

1. The Board of Directors, at its Annual Meeting in June of each fiscal year, shall elect or appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer, and may appoint one or more Assistant Secretaries or Assistant Treasurers, or such other officers as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one officer may hold the offices of President and Secretary. A majority of officers must be citizens of the United States.
2. Each officer shall hold office for one year beginning July 1 after election through to June 30th, and until his successor has been duly elected and qualifies.
3. Any officer, excluding those then occupying any of the first three Rotary District 7090 positions set forth in Article III 2.(B) above, may be removed with or without cause by a vote of the majority of the Board of Directors.
4. (a) The President shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized whether generally or specifically by the Board. The President shall be the Rotary District 7090 Governor effective July 1.

(b) The Vice-President shall perform such duties as may be prescribed by the President from time to time.

(c) The Secretary shall attend all meetings of the members and the Board of Directors, and of the executive committee, and shall preserve in the books of the Corporation true minutes of the proceedings of all meetings. He or she shall safely keep in his or her custody the seal of the Corporation and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by statute, by these By-laws, or resolution and shall perform any other duties as may be delegated by the Board of Directors or by the executive committee.

(d) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation. He or she shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit or cause to be deposited said funds in the name and to the credit of the Corporation in such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall authorize the disbursement of funds of the Corporation as may be ordered by the Board, including the President, taking proper vouchers for the disbursements, and shall render to the President and Directors at the annual meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the Corporation. If required by the Board, he or she shall deliver to the President of the Corporation, and shall keep in force, a bond in form, amount and with a surety or securities satisfactory to the board, conditioned for faithful performance of the duties of the office, and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in the possession or control of the Treasurer and belonging to the Corporation.

(e) The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

ARTICLE V – YOUTH EXCHANGE PROGRAM

The Board of Directors shall adopt a Rotary District 7090 Youth Exchange Manual of Operations containing provisions relating to a Youth Exchange Chair, Committee, Program and related matters. Such Manual may be amended by a majority vote of the Board of Directors which must include the President. If there occurs an inconsistency between such Manual and these By-laws, the provisions of such Manual shall control.

ARTICLE VI – CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors or committees shall be disclosed to the other directors or committee members and made a matter of record through an annual procedure and also when the interest becomes a matter of Board or committee action. Any director or committee member having a duality of interest or possible conflict of interest on any matter shall not vote or use his personal influence on the matter but shall be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made the abstention from voting and the quorum situation. The foregoing requirement shall not be construed as preventing the director or committee member from briefly stating his position on the matter, or from answering questions of other directors or committee members since his knowledge may be of great assistance.

ARTICLE VII
MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, or any other place designated by the President, complete and correct records and books of account of the Corporation, including a minute book, which shall contain a copy of the Corporation's Certificate of Incorporation, a copy of these By-laws and all minutes of meetings of the Boards of Directors, or any committee thereof.
2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.
3. The fiscal year of the Corporation shall be July 1 through June 30, or as fixed by the Board of Directors from time to time, subject to applicable law.
4. These By-laws may be amended, altered, or repealed, or new By-laws may be made, by a majority of the Directors, including the then current Rotary District 7090 Governor, at a special meeting called for the purpose of amending these By-laws provided that any notice of such meeting include the proposed amendment, alteration or repeal of these By-laws.

ARTICLE VIII
CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

1. The Board of Directors, including the then current Rotary District 7090 Governor, is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.
2. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors, including the then current Rotary District 7090 Governor, may deem desirable.

ARTICLE IX
INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person or such person's testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.