

BYLAWS
OF
ROTARY CLUB OF WEST EL PASO FOUNDATION

ARTICLE I

Offices

Section 1. Registered Office. The initial registered office of the corporation shall be at 7400 Viscount, Suite 111, El Paso, Texas 79925, and the name of the initial registered agent of the corporation at such address is Ken Slavin.

Section 2. Other Offices. The corporation may also have offices at such other places both within and without the State of Texas as the Board of Trustees may from time to time determine or the business of the corporation may require.

ARTICLE II

Trustees

Section 1. General Power. The business and affairs of the corporation shall be managed by its Board of Trustees who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

Section 2. Number, Tenure, and Qualification. The Board of Trustees shall consist of such number of Trustees (but not less than 3 nor more than 25) as may be fixed by the Board from time to time by resolution duly adopted by the Board. A trustee must be an active member in good standing of the Rotary Club of West El Paso. Unless changed by resolution of the Board, the Board of Trustees shall be comprised of those members of the Rotary Club of West El Paso who from time to time are then actively serving as its President, Immediate Past President, President-Elect, Vice President, and Treasurer. Membership on this Board shall change at such times as successors to the President, Immediate Past President, President-Elect, Vice President, and Treasurer of the Rotary Club of West El Paso are elected or appointed and have become duly qualified.

Section 3. Removal and Vacancies. Any trustee may be removed either for or without cause, at any special meeting of trustees by the affirmative vote of a majority of the whole Board, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. If any vacancies occur in the Board of Trustees caused by death, resignation, retirement, disqualification or removal from office of any trustee, or by reason of

an increase in the number of trustees, a majority of the remaining trustees then in office, though less than a quorum, may chose new trustees to fill any such vacancies.

Section 4. Place of Meetings. The trustees of the corporation may hold their meetings, both regular and special, either within or without the State of Texas.

Section 5. Annual and Regular Meetings. An annual meeting of the Board of Trustees shall be held after the July Board of Trustees meeting, at the registered office of the corporation, and the Board of Trustees may provide by resolution, the time and place, either within or without the State of Texas, for the holding of regular meetings. No notice of annual meetings or regular meetings need be given to either old or new members unless any such meeting is to held at a different time or place, in which event, notice shall be given in accordance with the provisions of Section 7 of this Article.

Section 6. Special Meeting. Special meetings of the Board of Trustees may be called by or at the request of the President or any two trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board of Trustees called by them.

Section 7. Notice. Notice of any special meeting shall be given at least two days prior thereto by written notice delivered personally or mailed to each trustee at his business address or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Oral notice may be substituted for written notice if given not later than one day before the meeting. Any trustee may waive notice of any meeting. Attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee 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 herein provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

Section 8. Chairman and Quorum. All meetings of the Board of Trustees shall be presided over by the President (who shall be the acting President of the Rotary Club of West El Paso), if present, or if not present, by a trustee designated from among those present at the meeting. At all meetings of the Board of Trustees, the presence of a majority of the whole Board shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute, or by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of trustees, the trustees present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 9. Compensation. By resolution of the Board of Trustees, the trustees may be paid their expenses, if any, of attendance at each meeting of the Board of Trustees, but they shall be paid no trustee's fees or other compensation.

Section 10. Presumption of Assent. A trustee of the corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation within two days after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

ARTICLE III

Notices

Section 1. Manner of Giving. Whenever under the provisions of the statutes or of the Articles of Incorporation, or of these Bylaws, notice is required to be given to any trustee, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such trustee at such address as appears on the books of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States mails as aforesaid.

Section 2. Waiver. Whenever any notice is required to be given to any trustee of the corporation under the provisions of the statutes, or of the Articles of Incorporation, of the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE IV

Officers

Section 1. Officers. The officers of the corporation shall be elected by the Board of Trustees and shall consist of a President (who shall be the acting President of the Rotary Club of West El Paso), a Vice President or Vice Presidents, a Secretary, a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Trustees may from time to time designate, all of whom shall hold office until their successors are elected and qualified. Two or more offices, except the offices of President and Secretary, may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged, or verified by two or more officers.

All officers shall be entitled to be paid or reimbursed for all costs and expenditures incurred in the corporation's business.

Section 2. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the corporation, or otherwise, the same shall be filled by the Board of Trustees, and the officer so elected shall hold office until his successor is chosen and qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. President. The President shall be the principal executive officer of the corporation, and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instrument which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws to some other qualified officer or agent of the corporation, or shall be required by law to be otherwise signed and executed. In general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 5. Vice President. Any Vice President may perform the usual and customary duties that pertain to such office (but no unusual or extraordinary duties or powers conferred by the Board of Trustees upon the President) and, under the direction and subject to the control of the Board of Trustees, such other duties as may be assigned to him by the Board or the President. During the absence or the disability of the President, he shall exercise all the powers and discharge all the duties of the President.

Section 6. Secretary. It shall be the duty of the Secretary to attend all meetings of the Board of Trustees and record correctly the proceedings had at such meeting in a book suitable for that purpose. It shall also be the duty of the Secretary to attest with his signature all deeds, conveyances, or other instruments of the corporation. The person holding the office of Secretary shall also perform, under the direction and subject to the control of the Board of Trustees, such other duties as may be assigned to him. The duties of the Secretary may also be performed by any Assistant Secretary.

Section 7. Treasurer. The Treasurer shall keep such moneys of the corporation as may be entrusted to his keeping and account for the same. He shall be prepared at all times to give information as to the condition of the corporation and shall make a detailed annual report of the entire business and financial condition of the corporation. The person holding the office of Treasurer shall also perform, under the direction and subject to the control of the Board of

Trustees, such other duties as may be assigned to him. The duties of the Treasurer may also be performed by an Assistant Treasurer.

Section 8. Delegation of Authority. In the case of any absence of any officer of the corporation, or for any other reason that the Board may deem sufficient, the Board of Trustees may delegate some or all of the powers or duties of such officer to any other officer or to any trustee, employee, or agent for whatever period of time seems desirable, provided that a majority of the entire Board concurs therein.

ARTICLE V

Contracts, Loans, Checks, and Deposits

Section 1. Contracts. The Board of Trustees 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 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 general or specific resolution of the Board of Trustees.

Section 3. Checks, Drafts, Etc. 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 directed by resolution of the Board of Trustees.

Section 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 Trustees may select.

ARTICLE VI

General Provisions

Section 1. Fiscal Year. The fiscal year of the corporation shall be from July 1 to June 30.

Section 2. Seal. No corporate seal shall be required.

Section 3. Indemnification. The corporation shall indemnify any trustee, officer, or employee, former trustee, officer, or employee of the corporation, or any person who may have served at its request as a trustee, officer, or employee of another corporation in which it owns shares of stock, or of which it is a creditor, against expenses and costs (including attorney's fees) actually and necessarily incurred by him, and further against any amount paid in satisfaction of judgments in connection with any action, suit, or proceeding, whether civil or

criminal in nature, in which he is made a party by reason of being or having been made such a trustee, officer, or employee at the time such cost or expenses are incurred by or imposed upon him (except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty). The corporation may also reimburse to any trustee, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee of the trustees not involved in the matter in controversy, whether or not a quorum, that it was to the best interests of the corporation that such settlement be made and that such trustee, officer, or employee was not guilty of gross negligence or willful misconduct. Such rights or indemnification and reimbursement shall not be deemed exclusive of any other rights to which such trustee, officer, or employee may be entitled by law or under any bylaw, agreement, or otherwise.

Section 4. Non-liability of Trustees. A member of the Board of Trustees of the corporation is not liable to the corporation for monetary damages for an act or omission in the trustee's capacity as a trustee, except that this Article does not eliminate or limit the liability of a trustee for :

- (1) A breach of the trustee's duty of loyalty to the corporation ;
- (2) An act or omission not in good faith that constitutes a breach of duty of the trustee of the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) A transaction from which the trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the trustee's office;
- (4) An act related to an unlawful distribution.

ARTICLE VII

Amendments

These Bylaws may be altered, amended, or replaced at any meeting of the Board of Trustees at which a quorum is present by the affirmative vote of two-thirds (2/3) of the entire Board of Trustees, provided that notice of the proposed alteration, amendment, or repeal be contained in the notice of such meeting.

ARTICLE VIII


Grants and Donations

Unless the grantor or donor shall otherwise direct in writing at the time the grant or donation is made, the corpus or principal of every gift or grant hereafter made to the corporation shall be permanently held in trust by the corporation, and only the income

therefrom shall be used for the purposes of the corporation, but this restriction shall not prevent, in any way, the corporation from converting (through sale, or otherwise) any part of such corpus or principal into some other form of investment that the corporation deems appropriate, at any time.

ROTARY CLUB OF WEST EL PASO FOUNDATION

By: 
6-30-97, President

By: 
6-30-97, Secretary