

Bylaws of Ruritan National Foundation, Inc.

Article I – Principal Offices

The principal office of the Ruritan National Foundation shall be located at or in the vicinity of Dublin, Virginia (same as the sole member, Ruritan National). The Foundation may have such other offices, either within or without the state of incorporation as the board of directors may designate or as the business of the Foundation may from time to time require.

Article II – Meetings

The annual meeting of the Foundation shall be held January or each year in conjunction with the annual meeting of the sole member (Ruritan National), with the time and place for the meeting to be determined by Board of Directors of the sole member.

Article III – Purposes

The Foundation is organized to manage and maintain a trust for the encouragement, promotion and financing of the charitable, educational and benevolent principles and activities of Ruritan Clubs and of Ruritan National and for charitable, religious, literary, educational, and scientific purposes, including, for such purposes and without limitations, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, now as in force or as amended; and to the extent consistent therewith, for the conduct of any or all lawful affairs, not required to be stated specifically in these Articles of Incorporation, for which non-stock corporations may be incorporated under Chapter 10 Title 13.1 of the Code of Virginia, as amended, or to exempt organizations under Section 501 (c) (4) of the Internal Revenue Code whose purposes are aligned with that of the Foundation. The Foundation gives grants to individuals for post-secondary education and to victims of natural disasters. Income from growth in investments, interest and dividends will be used to fund the educational programs of the Foundation. Disaster relief will be funded directly by donations.

Article IV – Sole Member

The Foundation shall have one member, Ruritan National, hereinafter referred to as the “Sole Member.” The Sole Member shall have full voting rights and such other rights as are granted members under the Virginia Non-Stock Corporation Act.

Article V – Officers and Directors

The governing body of the Foundation shall be a Board of Directors and the decision of the Board of Directors shall be final, subject to the right of revision of any decision by a vote of two-thirds (2/3) of the Board of Directors of the Sole Member at the first regularly scheduled meeting of the Board of Directors of the Sole Member after the decision in question. All such decisions shall be submitted to the Board of Directors of the Sole Member at least ten days prior to such scheduled meeting. The Foundation Board of Directors shall meet at least annually.

The Board of Directors shall be the President, Vice-President, Secretary, Treasurer, and Promotion Chair. Directors must be members of Ruritan National. As used herein, the term Director shall mean Trustee and the Board of Directors shall mean Board of Trustees as referred to in the Bylaws of Ruritan National.

A Director may be removed only with cause, only at a meeting called for the purpose of removing the Director, and by the procedure defined in the Bylaws of the Foundation and the Bylaws of Ruritan National. The director to be considered for removal will be allowed to attend the meeting called for the purpose of removal and will be allowed to present information to be considered by the remaining directors. A majority vote, by secret ballot, of the remaining directors is required for removal of a director.

Each Foundation director must be and remain an active member of a Ruritan Club.

Article VI – Elections

Each Director is elected by the Sole Member for a five-year term with one Director elected annually. No Director that has served a full term may be re-elected without a lapse of one year. Elections shall be conducted during the annual Ruritan National Convention in accordance with the provisions of the Bylaws of Ruritan National.

Article VII – Duties of Officers and Directors

Section A. President – It shall be the duty of the President to act as chair of the Board of Directors and preside at all meetings of the Foundation and perform such other duties as may pertain to this office.

Section B. Vice-President - It shall be the duty of the Vice President to act as chair of the Board of Directors and preside at all meetings of the Foundation in the absence of or when requested by the President and perform such other duties as may pertain to this office.

Section C. Secretary – It shall be the duty of the Secretary to record minutes of the annual meeting and board meetings and perform such other duties as may pertain to this office.

Section D. Treasurer – It shall be the duty of the Treasurer to maintain records of all funds of the Foundation, accounting to the Foundation at the annual meeting and at other times when requested by the Board of Directors, and perform such other duties as may pertain to this office.

Section E. Board of Directors – The duty of the Board of Directors shall be to formulate all policies of the Foundation and make recommendations to the corporation at regular meetings.

Article VIII – Committees

The Board of Directors shall establish such committees as are deemed necessary. Each committee must have a minimum of two members and will report to the Board of Directors. All committee members must be directors of the Foundation.

Article IX – Auditing of Accounts

The Foundation accounts will be audited annually by an independent Certified Public Accountant who shall provide a detailed report of such audit to each member of the board and to the Sole Member.

Article X – Politics

The activities of the Foundation shall not include the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Foundation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article XI – Parliamentary Procedure

Section A. The rules contained in the current issue of Robert's Rules of Order shall govern the meetings of the Foundation in all cases to which they are applicable and in which they are not in conflict with the Articles and Bylaws of the Foundation and the Bylaws of Ruritan National and any special rules that the Foundation may adopt.

Section B. Business may be conducted via media conferencing and voting as appropriate to the type of media tool being used to conduct the meeting. A majority of the Board of Directors or committee members shall constitute a quorum.

Article XII – Amendments

These bylaws may be amended by the Board of Directors at any regular meeting by two-thirds (2/3) vote provided a quorum is present. A quorum consists of fifty-one percent (51%) of the Board.

Notwithstanding the foregoing provisions of this Article XII, any decision to amend the Bylaws shall be subject to veto by a vote of two-thirds (2/3) of the Board of Directors of the Sole Member at the first regularly scheduled meeting of the Board of Directors of the Sole Member following the vote on said amendment.