

**BYLAWS
OF
THE GEORGIA ROTARY STUDENT PROGRAM, INC.
July 1, 2003**

(As Amended July 16, 2005, July 21, 2007 and January 26, 2008)

ARTICLE 1

OFFICES

1.1 The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Trustees shall determine. The registered office and principal place of business of the Corporation at the time of adoption of this revision of these bylaws is at 15 E. Montgomery Cross Roads Suite 101, Savannah, Chatham County, Georgia 31406.

ARTICLE 2

SEAL

2.1 The seal of the Corporation shall consist of a circular impression bearing around the outside rim the words "GEORGIA ROTARY STUDENT PROGRAM, INC." and in the center the word "SEAL" or shall have such other form as the Board of Trustees may from time to time determine. In the event it is inconvenient to use such seal at any time, the signature of the Corporation followed by the word "Seal" enclosed in parenthesis or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by the Secretary or the Secretary's assistants on all appropriate papers.

ARTICLE 3

STOCK

3.1 The Corporation shall have no capital stock and none of the members of the Board of Trustees shall derive any pecuniary benefit from the operation of the Corporation.

ARTICLE 4

BOARD OF TRUSTEES

4.1 General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Trustees of the Corporation.

4.2 Qualifications of Trustees. Except for Advisory Trustees, to be qualified for service as a trustee one must have served a year as president of a Rotary Club within the State of Georgia and must at all times during service as a trustee be a member in good standing of a Rotary Club within one of the Districts of Rotary International in Georgia. With the exception of Parliamentarian, no trustee may serve in more than one category of trustee at a time.

4.2.1 Terms of Office. The term of office for any trustee shall begin on July 1 in the year of appointment. Any trustee filling an un-expired term shall begin their term at appointment but their term of office shall end on the same date as the vacated trustee's term was scheduled to end. (As amended July 21, 2007)

4.3 Meetings of the Board of Trustees.

4.3.1 Regular Meetings of the Board of Trustees. The Board of Trustees shall hold at least two regular meetings annually, one of which shall be designated as the annual meeting. The specific date and place of each regular meeting shall be determined by resolution of the Board of Trustees at a regular meeting preceding the regular meeting so scheduled. Written notice of each regular meeting, setting forth the date, time and location of such meeting, shall given at least ten (10) days prior to such meeting. The Annual Meeting of the Board of Trustees shall be held on the 2nd Saturday in July of each year, or on such other date as the Board by resolution shall establish. (As amended July 16, 2005)

4.3.2 Special Meetings. Special meetings of the Board of Trustees may be called by the Chair or by a majority of the Board by the giving to each member of the Board at least ten (10) days notice of the time, place and purpose of such special meeting.

4.3.3 General Provisions Relating to Meetings of the Board of Trustees. Presence at any meeting by any member of the Board of Trustees shall waive notice of such meeting. The Board of Trustees may hold its meetings at such place or places, either within or without the State of Georgia, as it shall from time to time by resolution determine, but until and unless otherwise determined, all meetings of the Board of Trustees shall be at the principal office of the Corporation.

4.3.4 Quorum of Board. A majority of the trustees shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. 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 law or by the Articles of Incorporation of the Corporation or by these bylaws.

4.3.5 Procedure at Meetings. It is understood that in the transaction of its business, the meetings of the Corporation, its Board of Trustees and its committees may be conducted with informality; however, this informality does not apply to procedural requirements in the Articles of Incorporation, these bylaws, or the Official Code of Georgia Annotated. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the Articles of Incorporation, these bylaws, or a recognized procedural reference authority. The procedural reference authority for the Corporation is designated as the latest edition of Robert's Rules of Order.

4.3.6 Participation by Means of Communication. The Board may permit any or all trustees to participate in any meeting by, or conduct the meeting through the use of, any means of communications by which all the trustees participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.

4.4 Categories of Trustees. The Board of Trustees is comprised of five categories:
(1) Officers (Executive Committee); (Formerly the Executive Ex-Officio Trustees);
(2) Directors (Formerly the Executive Trustees and Adjunct Trustees);
(3) Trustees; (Formerly the Line Trustees);
(4) Advisory Trustees;
(5) Emeritus Trustees.

4.5 Directors. The Directors are members of the Board of Trustees and are counted for purposes of constituting a quorum of the Board of Trustees, are permitted to vote on all questions before the Board of Trustees when present at a meeting of the Board of Trustees, and shall have all other powers and duties conferred upon the members of the Board of Trustees generally by the Corporation.

4.5.1 Powers and Duties. In addition to those powers and duties of the Board of Trustees generally, Directors have the following additional powers and duties:

- (1) The Directors, working with the Executive Committee, shall approve the Policy Manual.
- (2) The Directors and the District Vice-Chair shall name Trustee candidates for selection by the District Governors.
- (3) The Directors and the Executive Committee, by a vote of two-thirds (2/3) of those voting at a meeting of the Directors and the Executive Committee at which there is a quorum, may remove any trustee for good cause shown.
- (4) The Directors shall have such additional powers and duties as the Board of Trustees may, from time to time, authorize by resolution.

4.5.2 Qualifications of Directors. Nominations for expiring seats of Directors and for the balance of the term of any vacant Director Trustee's seat may be made from among present or former trustees

4.5.3 Election, Number and Term of Office. The number of Directors shall be two persons from each of the Districts of Rotary International in Georgia. Directors shall serve for a term of three years and until their successors have been elected and qualified. Directors may serve a maximum of two, complete, consecutive three-year terms. A caucus of the trustees shall elect directors for each District from each District, by a majority vote of said trustees present at the annual meeting. Director vacancies shall be filled in the same manner at the next regularly scheduled meeting of the Board after a vacancy has been declared.

4.5.4 The District Governor, the District Governor Elect and the immediate Past District Governor, from each District of Rotary International in the State of Georgia shall also be Directors. These Directors may attend any meeting of the Directors or the Board of Trustees, and shall have the right to vote at any meeting of the Directors or the Board of Trustees, but shall not be required to attend a minimum number of meetings of the Board.

4.5.5 Meetings of Directors and Executive Committee. The Directors and Executive Committee shall meet immediately prior to the regular meetings of the Board of Trustees in the same general location as such regular meetings of the Board of Trustees. The Directors and/or the Executive Committee may meet at such other times and in such other places as may be called by the Chair, either on the Chair's own initiative or upon request from any Director and/or Executive Committee member. Notice of the regular meetings of the Director and/or Executive Committee is not required; notice of any special meetings called by the Chair shall be transmitted ten (10) days in advance of the date of such special called meeting. With the exception of RI Officers, a Director or Officer's membership on the Board shall be terminated if such Director or Officer fails to attend a minimum of two (2) of the three (3) regular meetings of the Board of Trustees and a minimum of two (2) of the three (3) regular meetings of the Directors or Executive Committee, unless the failure of such Director or Officer to attend the minimum number of regular meetings is excused in writing by the Chair with a copy sent to the Secretary.

4.6 Trustees. The Trustees are the members of the Board of Trustees who are responsible for coordination of the activities of the organization with the Rotary Clubs of Georgia.

4.6.1 Powers and Duties. The Trustees are members of the Board of Trustees and are counted for purposes of constituting a quorum of the Board of Trustees, are permitted to vote on all questions before the Board of Trustees when present at a meeting of the Board of Trustees, and shall have all other powers and duties conferred upon the members of the Board of Trustees generally by the Corporation. A Trustee's membership on the Board shall be terminated if such Trustee fails to attend a minimum of two (2) of the three (3) regular meetings of the Board of Trustees, unless the failure of such Trustee to attend the minimum number of regular meetings is excused in writing by the District Vice Chair with a copy sent to the Secretary.

In addition to those powers and duties of the Board of Trustees generally, Trustees have the following additional powers and duties:

- (1) A Trustee shall be the primary representative of the Corporation to the individual Rotarians in such Trustee's assigned Rotary Clubs and shall be responsible for coordinating any visits by the students to his assigned clubs and for coordinating any activities for his students with such clubs;
- (2) The Trustee shall also assist in selection of students, encourage his assigned clubs' support of the Corporation, assist in the solicitation of funds, and aid the Rotary students' acceptance in his assigned clubs' communities and the students' school community; and
- (3) The Trustees shall have such additional powers and duties as the Board of Trustees, may, from time to time, authorize by resolution.

4.6.2 Number and Term of Office. The number of Trustees shall be determined as follows: For every seven (7) Rotary Clubs in each District of Rotary International in Georgia, there shall be one Trustee. If the total number of clubs in a particular district is not evenly divisible by seven, then any fraction greater than one-half shall be deemed to permit an additional Trustee from that District. The Directors and the District Vice-Chair from each District shall prepare a list of qualified Rotarians from their District to fill any vacancies for Trustees from within their District. From such list, the Governor of each District shall select one Rotarian for each vacant Trustee seat. The District Vice Chair and the District Governor may jointly petition the Chair to waive this qualification in order to select an individual who has served as a club officer and/or who has two or more year years experience as a host family, or who otherwise has unique qualifications for service. This petition and the waiver must be in writing and included in the Trustee's permanent file at the office of the Corporation. Trustees are selected for a three-year term and shall not serve more than two (2) consecutive full terms. A Trustee who serves two consecutive full terms may again be selected a Trustee after one (1) year has elapsed since the end of his last term as a Trustee. Each July 1, the District Governor shall provide to the Chair a roster of clubs within their individual Districts so that the Chair can determine the number of Trustee positions. In the event that additional Trustees are required to reach the mandatory number of Trustees for a District, the District Governor for such District shall select the new Trustees as set forth above. In the event that the number of clubs decreases in a district so as to reduce the number of Trustees normally permitted, no Trustee shall be required to resign.

4.7 Advisory Trustees. The Chair of the Board of Trustees shall be entitled to appoint such Advisory Trustees, as he deems appropriate to serve at his pleasure. The Chair shall on or before the beginning of the fiscal year, furnish the Secretary and the Administrator a list of the Advisory Trustees for the upcoming year. Such Advisory Trustees should possess skills and abilities necessary to support the ongoing activities of the Corporation and may have previously served as a Trustee. Advisory Trustees shall be invited to attend all meetings of the Board of Trustees, and if in attendance shall be counted for the purpose of a quorum and entitled to vote on questions coming before the Board of Trustees at such meetings. Advisory Trustees are not required to attend a minimum number of regular meetings of the Board of Trustees.

4.8 Emeritus Trustees. A person who has distinguished himself or herself by meritorious service in the furtherance of the beneficial activities of the Corporation, which service deserves special recognition in the opinion of the Board of Trustees, may be elected by a majority vote of the Board of Trustees as an Emeritus Trustee. Emeritus Trustees may attend regular meetings of the Board of Trustees and shall be permitted to vote on questions coming before the Board of Trustees at regular meetings. Emeritus Trustees are not required to attend a minimum number of regular meetings of the Board of Trustees annually and shall not be counted for the purposes of constituting a quorum. This is a lifetime appointment.

ARTICLE 5

OFFICERS

5.1 Officers. The Chair, the First Vice Chair, the District Vice Chairs, the Secretary, the Treasurer, and the Parliamentarian shall be Officers. The Officers shall be known collectively as the Executive Committee.

5.2 Powers and Duties of Officers.

5.2.1 Powers and Duties of the Chair. The Chair shall be the Chief Executive Officer of the Corporation and shall have general charge and control of all its business affairs and properties. The Chair shall preside at all meetings. The Chair may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. The Chair shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The Chair shall do and perform such other duties as may, from time to time, be assigned by the Board of Trustees.

5.2.2 Powers and Duties of the First Vice-Chair. The First Vice-Chair shall be an assistant to the Chair. In the event of the absence or disability of the Chair, the First Vice-Chair shall perform the duties of that office until the office of the Chair is filled. The First Vice-Chair shall coordinate the student conclave and shall oversee the District Vice Chairs. The First Vice-Chair shall have such additional duties as the Chair or the Board of Trustees shall, from time to time, assign.

5.2.3 Powers and Duties of the Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees, the Executive Committee, and Director Trustees and all other notices required by law or by these bylaws, and in case of absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chair, or by the members of the Board of Trustees upon whose request the meeting is called as provided in these bylaws. The Secretary shall record all the proceedings of the meetings of the Board of Trustees and of the meetings of the Executive Committee and/or Director Trustees and shall perform such other duties as may be assigned by the Board of Trustees or by the Chair. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Trustees and the Chair.

5.2.4 Powers and Duties of the Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depository as the Board of Trustees may designate.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements and shall render to the Chair and the Board of Trustees, whenever either of them so request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall render an account of all transactions as Treasurer and of the financial condition of the Corporation at each regular meeting of the Board of Trustees.

The Treasurer shall give the Corporation a bond, if required and paid for by the Board of Trustees, in a sum, and with one or more sureties, satisfactory to the Board of Trustees, for the faithful performance of the duties of the office and for the restoration to the Corporation

in case of death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other properties of whatever kind in the possession or under the control of the Treasurer belonging to the Corporation. The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Trustees and the Chair.

5.2.5 Powers and Duties of the District Vice Chairs. The District Vice Chairs shall act as a coordinator and liaison among Trustees in their District and assign clubs to Trustees. The District Vice Chairs shall be the primary contact with the officers of Rotary International within their respective Rotary Districts. The District Vice Chairs shall assist the First Vice-Chair in connection with the student conclave. The District Vice Chairs shall have such other duties as the Board of Trustees and the Chair may, from time to time, assign to them.

5.2.6 Powers and Duties of the Parliamentarian. The parliamentarian shall rule on all questions of order in the meetings, serve on the Policy Manual Committee, and draft or cause to be drafted all required resolutions and proclamations of the Board.

5.3 Qualifications of Officers.

5.3.1 Qualifications of the Chair. A person is qualified to be elected Chair only after having first served as an Officer for a minimum of two (2) years; provided, however, that the Trustees may, by recommendation of the Nominating Committee, waive this qualification.

5.3.2 Qualifications of the First-Vice Chair. A person is qualified to be elected First Vice-Chair only after having first served as Officer; provided, however, that the Trustees may, by recommendation of the Nominating Committee, waive this qualification.

5.3.3 Qualifications of the Secretary. A person is qualified to be elected Secretary only after having first served as Trustee for a minimum of two (2) years.

5.3.4 Qualifications of the Treasurer. A person is qualified to be elected Treasurer only after having first served as Trustee for a minimum of two (2) years. It is preferred that this person be a Certified Public Accountant.

5.3.5 Qualifications the District Vice Chairs. A person is qualified to be elected a District Vice-Chair, only after having first served as Trustee one full term.

5.3.6 Qualifications for the Parliamentarian. The Parliamentarian, if not already serving as a member of the Executive Committee, must meet all qualifications to be a Trustee and will be a voting member of the Executive Committee.

5.4. Election and Terms of Officers.

5.4.1 Election of the Chair, the First Vice-Chair, the Secretary and the Treasurer.

These officers shall be elected by the Board at the Annual Meeting for a one-year term and shall serve not more than five consecutive terms in any one office after the effective date of these by laws. Each of such officers shall hold office until his successor is duly elected and qualified. In the event of a vacancy occurring during the term of any officer, the Executive Committee and Director Trustees shall elect a person to serve as such officer until the next annual meeting of the Board of Trustees.

5.4.2 Election of the District Vice Chairs. Each District Vice-Chair shall be elected to a term of three years by a majority vote of a caucus of the Director Trustees and Trustees from each District at the meeting of the Trustees held during every third annual meeting of the Board of Trustees beginning in 1991. These officers may not serve more than two full terms. In the event of a vacancy occurring during the three-year term of any District Vice-Chair, such vacancy shall be filled in the same manner at the next regularly scheduled meeting of the Board of Trustees after a vacancy has been declared. There shall be one District Vice-Chair elected from each district of Rotary International in Georgia.

5.4.3 Selection of the Parliamentarian. The parliamentarian shall be appointed by the Executive Committee and serve at the pleasure of the Committee.

ARTICLE 7

COMMITTEES

6.1 Committees Named by the Board. The Board of Trustees may, by resolution, designate one or more committees. Each committee shall consist of three or more of the members of the Board, representing each District of Rotary International District in Georgia, which, to the extent provided in the resolution, shall have and may exercise any powers authorized by the Board of Trustees. Any member of a committee not serving as a trustee when appointed to the committee shall be appointed an Advisory Trustee. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Trustees. The duties of each committee shall be defined in the Policy Manual.

6.2 Standing Committees.

6.2.1 Executive Committee (Chair, First Vice Chair, Secretary, Treasurer, District Vice Chairs, and Parliamentarian)

6.2.2 Finance Committee. (Chair, First Vice Chair, Treasurer, Endowment Committee Chair, District Vice Chairs, and not more than 3 others appointed by the Executive Committee.)

6.2.3 Investment Committee. (Chair, Treasurer, Endowment Committee Chair, and one Trustee from each District appointed by the Finance Committee.)

6.2.4 Endowment Committee. (Chair and not less than one additional Rotarian from each Rotary District appointed by the Executive Committee.) The appointed chair shall be an additional Director with all the rights of a Director.

6.2.5 Office Operations Committee. (Not less than 3 nor more than 5 members appointed by Executive Committee.)

6.2.6 Policy Manual Committee. (First Vice Chair, Parliamentarian, Administrator, and 3 at large members appointed one each by the District Vice Chairs.)

6.2.7 Officer Nominating Committee (District Chairs): This committee shall nominate all officers except District Chairs and Parliamentarian. This committee, upon the advice and consent of a majority of the Directors and Executive Committee, shall have the power to suspend the term limits of any officer if the services of the individual serving in this capacity are deemed to be in the best interests of the Corporation. This suspension of term limits may be exercised for no more than two consecutive one-year terms for any one individual. (As amended January 26, 2008)

6.2.8 Alumni Committee. (Appointed by Executive Committee.)

6.2.9 Social Committee. (Appointed by Executive Committee.)

ARTICLE 7

FINANCIAL

7.1 Bank Accounts. The Board of Trustees shall, by resolution, authorize the opening of accounts in banks or other financial institutions, and shall designate the officers or agents authorized to draw upon the accounts. Unless otherwise set by resolutions, the ones authorized to draw shall be the Chair or the First Vice-Chair, countersigned by the Treasurer.

7.2 Loans. The Corporation shall not borrow money except upon resolution of the Board of Trustees. The Board shall designate the officers who are authorized to execute notes and other documents and to establish security for the loans.

7.3 Independent Auditor. The Executive Committee upon recommendation of the Finance Committee shall select an independent auditor to audit the financial affairs of the Corporation. Within 180 days after the end of the fiscal year, the auditor shall prepare a financial statement, including a statement of assets and liabilities and an statement of income, expenses, and distributions. The auditor shall also prepare financial data needed for returns or reports required by state or federal governments. The auditor shall also make such additional reports as may be ordered by the Board. The Corporation shall pay the auditor's reasonable charges and expenses.

7.4. Fiscal Year. The fiscal year of the Corporation shall begin July 1 of each year and end June 30 of the following year.

ARTICLE 8

MISCELLANEOUS PROVISIONS

8.1. Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any trustee or officer, it shall be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a pre-paid envelope, addressed to each trustee or officer at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time the same shall be thus mailed. Notice may be given by e-mail or fax if the trustee has furnished an e-mail address or fax telephone number to the Corporation. Any trustee may waive any notice required to be given under the bylaws.

8.2 Policy Manual. The Executive Committee shall cause a Policy Manual to be created. The Policy Manual Committee shall collect, draft, and organize the various existing procedures, actions and resolutions, whether now written or unwritten, as well as drafting any new items the committee deems necessary. The initial Policy Manual shall be presented for approval to the Board of Trustees at the 2004 Annual Meeting. Thereafter, policies or revisions of existing policies may be recommended by any officer or standing committee chair and approved by a majority vote of the Executive Committee and Directors. Copies of any new or revised Policy shall be made available for affirmation at the next regular meeting of the Board of Trustees. The Secretary shall maintain a current Policy Manual and it shall be available for inspection by any trustee at the principal office of the Corporation.

8.3 Employ Persons. The Board may employ persons to administer the Corporation, including an Administrator and assistants, may pay expenses and reasonable compensation for services, and may terminate the employment at any time with or without cause.

ARTICLE 9

AMENDMENTS

9.1 These bylaws may be amended, altered or repealed by the affirmative vote of a two-thirds (2/3) majority of those members of the Board of Trustees present and voting at any meeting of the Board of Trustees having a quorum. Notice of the proposed amendment must be given in the notice of the meeting.

ARTICLE 10

ADOPTION

10.1 These By-Laws are adopted in a Regular Meeting of the Board of Trustees on the 19th day of July, 2003 and become effective as of the 1st day of July, 2003.