

PHILANTHROPIC ACTIVITIES

ROTARY CLUB 29 FOUNDATION AND THE ROTARY FOUNDATION

The members of Club 29 support two non-profit foundations. The Rotary Club 29 Foundation is organized and operated by the members of Club 29, and supports the activities of Club 29. The Rotary Foundation is an affiliate of Rotary International and supports the activities of Rotary International. A significant part of funds donated to The Rotary Foundation are returned to the Rotary district from which they are donated. Due to Club 29's support of The Rotary Foundation through Paul Harris Fellowships and Every Rotarian Every Year, Club 29's District 5750 receives substantial funds every year to be used for district-supported projects, including certain projects sponsored by individual clubs such as Club 29.

ROTARY CLUB 29 FOUNDATION

The mission of the Rotary Club 29 Foundation is: "To Support the Philanthropic Activities of the Rotary Club of Oklahoma City." The Foundation is independent from the club, but it does not solicit or accept funding requests other than from the club. Funding decisions are ultimately made by the Foundation board. The board of directors of the Foundation is comprised of fifteen total directors, including six directors from club leadership and nine at-large directors who do not serve on the club board. Three of the at-large directors are elected by members of the club. Twelve of the directors serve three-year staggered terms.

The Club 29 Foundation generally supports four types of projects. First, the Foundation accepts and distributes donations from club members designated for specific purposes, such as the annual club Project, weekly pocket change donations for specified purposes, Paul Harris Fellowship donations, and donations to The Rotary Foundation through Every Rotarian Every Year. Second, the Foundation accepts grant requests made by the club for both international and domestic service projects, including projects in the Oklahoma City area. Third, the Foundation maintains a disaster relief fund, which is used to provide matching grants for disaster relief that are supported by club members. Finally, the Foundation works with individual donors of restricted funds to assist them meet their long-term objectives.

The Foundation is non-profit and gifts to the Foundation are tax deductible. The Foundation accepts cash and, subject to board approval, stocks, bonds, life insurance, real estate and other personal property. The Foundation board will work closely with any donor who wishes to place restrictions on any gift to that are consistent with the purposes of the Foundation and the desires of the donor. Gifts may be made in recognition or in memory of loved ones or special friends. For additional information regarding

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any gift to the Foundation, call the Club 29 office at 235-5100.

Foundation assets are managed by professional investment managers, subject to oversight by the Foundation's investment committee and board of directors. Unrestricted assets that are not necessary for short-term purposes are invested in a balanced account of equities and debt instruments and are subject to distribution only in accordance with the Foundation's Spending Policy. The Spending Policy is designed to provide an appropriate level of support for current club projects, while protecting assets from inflation and providing a long-term source of support for the Club's philanthropic activities.

The Foundation is the beneficiary of a Designated Fund held by the Oklahoma City Community Foundation. The OKCCF distributes a portion of these funds annually, while permanently maintaining the corpus to support the long-term needs of the Club 29 Foundation. Donors who prefer this method of giving are encouraged to support the Club 29 Foundation through gifts to this Designated Fund.

In 2005, the foundation became the beneficiary of a trust created under the will of former Club 29 member Alfred C. Leonhardt, resulting in the largest single gift to the foundation.

DONOR RECOGNITION

Club 29 members are encouraged to support both the Club 29 Foundation and The Rotary Foundation. The Rotary Foundation recognizes a donor of \$1,000 or more as a Paul Harris Fellow and those who make a deferred gift in that amount as a Benefactor. Similarly, the Club 29 Foundation recognizes significant gifts by naming as a Community Fellow any individual who donates \$1000, and by naming as a Community Benefactor any individual who makes a deferred gift of \$1,000 or more, by will, trust, insurance policy or other methods of deferred giving. For additional information contact the Rotary office at 235-5100.

CLUB 29 SUPPORT OF THE ROTARY FOUNDATION

As of June 30, 2007, of all Rotary clubs in the world, Club 29 had the third highest number of members and friends who have been named Paul Harris Fellows, and several Club 29 members are also Benefactors of The Rotary Foundation. Paul Harris Fellows and Benefactors affiliated with Club 29, and programs of The Rotary Foundation, are on listed on subsequent pages. Club 29's most ambitious project for The Rotary Foundation was our 5 year Polio Plus pledge of \$150,000 completed in 1992.

In 2005, Club 29 adopted Every Rotarian Every Year, a program through which every member of Club 29 contributes \$100 annually to The Rotary Foundation. These contributions qualify Club 29 members as

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Sustaining Paul Harris Fellows, and a member's cumulative contributions to The Rotary Foundation are used to qualify the member for recognition as a Paul Harris Fellow. Through this program alone, Club 29 has provided \$173,125.00 cumulative since 2005 annually to The Rotary Foundation.

Most donations to The Rotary Foundation by Club 29 members are made through the Club 29 Foundation. Cumulative donations from Club 29 members to The Rotary Foundation, including contributions by Paul Harris Fellows total \$620,132.81.

SALVATION ARMY BELL RINGING

Club 29 participates annually in the Salvation Army Kettle Drive at Christmas time. From 1973 through 2007 Club 29 has been responsible for raising \$242,600.27.

MURRAH BOMBING RELIEF

In May of 1995, the Rotary Club 29 Foundation created a Disaster Relief fund to benefit the victims of the Alfred P. Murrah Federal Building bombing. By June 30, 2002, the fund had grown to nearly \$545,000.00, with donations received from as far away as Japan, Canada, Israel, Denmark and Australia. Over \$500,000.00 was disbursed to victims of the Murrah Building bombing and their families. In October, 2001, the Foundation provided \$120,000.00 including the \$85,660.09 balance of the Murrah Building Bombing Fund, to benefit survivors of the 9-11-01 Pentagon and World Trade Center terrorist action.

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THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL

The mission of The Rotary Foundation is to support the efforts of Rotary International in the fulfillment of the Object of Rotary, Rotary's mission, and the achievement of world understanding and peace through local, national, and international humanitarian, educational, and cultural programs.

PROGRAMS OF THE ROTARY FOUNDATION

POLIOPLUS. Rotarians have mobilized by the hundreds of thousands to ensure that children are immunized against this crippling disease and that surveillance is strong, despite the poor infrastructure, extreme poverty, and civil strife of many countries. Since the PolioPlus program's inception in 1985, more than two billion children have received oral polio vaccine. To date, 210 countries, territories, and areas around the world are polio-free. As of June 2008, Rotary has committed more than \$757 million to global polio eradication. **2007-08 expenditures: \$126.7 million. (Including PolioPlus Partners Grants)**

POLIOPLUS PARTNERS is a program that allows Rotarians to participate in the polio eradication effort by contributing to specific social mobilization and surveillance activities in polio-endemic countries. **In 2007-08, 7,794 clubs in 509 districts have participated in 4493 projects, supporting Natl. Immunization Days and other polio eradication activities around the world.**

HEALTH, HUNGER AND HUMANITY (3-H) GRANTS fund large-scale, two- to four-year projects that enhance health, help alleviate hunger, or improve human development. Since 1978, 324 projects in 77 countries have been funded at a cost of \$79 million. **In 2007-08, 19 new projects were approved. Program awards were \$5.3 million.**

MATCHING GRANTS provide matching funds for international service projects of Rotary clubs and districts. Since 1965, 29,000 Matching Grant projects in 199 countries have been funded at a cost of more than \$335 million. **In 2007-08, 2,424 new grants approved for projects in 137 countries. Program awards were \$43.8 million.**

DISTRICT SIMPLIFIED GRANTS support the short-term service activities or humanitarian endeavors of districts in communities locally or internationally. This program began in 2003-04 and over 1,900 grants have been awarded in 478 districts in 65 countries totaling more than \$28 million. **In 2007-08 389 grants were approved totaling \$6.4 million.**

VOLUNTEER SERVICE GRANTS support the international travel of qualified Rotarians and their spouses to provide a needed service to a community or to plan the implementation of a needed project. This program began in 2006-07, and 429 grants have been awarded at a cost of over \$2 Million. **In 2007-08**

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227 grants were awarded to support travel in 58 countries. Program awards were \$1.1 million.

ROTARY WORLD PEACE SCHOLARS. Each year up to 60 scholars are sponsored to study at one of the six Rotary Centers for International Studies in peace and conflict resolution for a master's-level degree. Since the program's inception in 2002-03, 339 fellows from 75 different countries have participated at a cost of almost \$23 million. **In 2007-08, 56 new fellows from 33 countries began studies at the six Rotary Centers totaling \$4.6 million for the two-year program.**

AMBASSADORIAL SCHOLARSHIPS. The Foundation sponsors one of the largest international scholarship programs in the world. Scholars study in a country other than their own where they serve as unofficial "ambassadors of goodwill." Since 1947, more than 39,000 scholars from over 115 countries have received scholarships at a cost of more than \$504 million. **In 2007-08, 673 scholars from 72 countries studied in 73 countries. Program awards were \$14.1 million.**

ROTARY GRANTS FOR UNIVERSITY TEACHERS are awarded to faculty members to teach in a developing nation for three to ten months. Since 1985, 486 university teachers have shared their expertise with a college or university in a developing country at a cost of \$4.8 million. **In 2007-08, 26 university teachers from 5 countries taught in 17 countries. Program awards were \$0.3 million.**

GROUP STUDY EXCHANGE (GSE). These annual awards are made to paired Rotary districts to provide travel expenses for a team of non-Rotarians from a variety of vocations. Rotarian hosts organize a four- to six-week itinerary of educational and cultural points of interest. Since 1965, about 65,000 individuals (13,541 teams) from 106 countries have participated at a cost of more than \$100 million. **In 2007-08, 565 teams traveled abroad. Program awards were \$4.4 million.**

The Rotary Foundation Summary Statistics

	2007-2008	Cumulative
Contributions	\$245.7 million	(\$2,171 billion)
Annual Programs Fund	\$114.8 million	(\$1.503 billion)
Permanent Fund	\$13.9 million	(\$154 million)
PolioPlus Fund	\$114.1 million	(\$491 million)
Other	\$2.9 million	(\$23 million)
 Program Awards and Expenses	 \$227.5 million	 (since 1947) (\$2.034 billion)
Arch C. Clumph Society	22	211
Major Donors	1,398	(10,105)
Bequest Society Members	509	(6,099)
Benefactors	2,985	(77,776)
New Paul Harris Fellows:	58,043	(1,126,784)

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ROTARY CLUB OF OKLAHOMA CITY COMMUNITY SERVICE PROJECTS

DATE	BENEFICIARY	DONATION
1919-24	Rotary Park	65,000
1925-28	Student Loan Fund	13,000
1929	Sunbeam Home	3,265
1932	Boy Scouts of America – Camp Kickapoo Building, Wheatland, Okla.	2,000
1942	Red Cross – Mobile Canteen	2,420
1943	Boy Scouts of America – Crafts Room, Bob Allen Street Memorial	5,000
1944-48	Rotary Playground – (Shidler School Park)	30,000
1949-51	Children's Hospital – Boys Wing	45,000
1951	Avenue of Trees (Rotary Memorial Park)	1,500
1952	Salvation Army – Wading Pool	7,000
1953	Community Guidance Center and Children's Day Nurseries	6,000
1954	Home of Redeeming Love – Chapel	8,000
1955	Central State Hospital – Hammond Organ	5,500
1956	Oklahoma County Health Center – X-Ray Equipment	6,600
1957	Girl Scouts, Hinton, Oklahoma	10,000
1958	Oklahoma State Fairgrounds – Planetarium Dome	7,800
1959	Wesleyan – Youth Chapel	9,533
1960	Oklahoma City Zoo – New Arrivals Building	8,598
1961	Oklahoma County Mental Health Clinic	11,928
1962-64	Sunbeam Home – Building	30,000
1965	Camp Fire Girls – Infirmary, Coyle, Okla.	10,000
1966	Oklahoma Foundation for Disabled Adults – Building	10,000
1967-68	Stars & Stripes Plaza	10,000
	Oklahoma Mental Health Council,	9,000
	YMCA Youthmobile	3,000
		22,000
1969	Children's Hospital – Ceramic Room	10,000
1970	Rotary Park	10,000
1971	Goodwill Industries	10,000
1972	Boy Scouts – Stockade Building	12,000
1973	Youth Services	10,000
1974	Speck Homes	15,000
1975	Oklahoma League for the Blind	11,035
1976	Oklahoma Halfway House	13,309
1977	The Oklahoma City Zoo	12,050
1978	The Oklahoma City Zoo	15,450
1979	Junior Achievement	11,681
1980	The Salvation Army	6,000
	Central YMCA	9,925
	Goodwill Industries	10,600
	Boy Scouts	1,800
		28,325
1981	Oklahoma Society for Crippled Children	32,500
1982	Ronald McDonald House	25,000
1983	The Infant Center	16,200

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ROTARY CLUB OF OKLAHOMA CITY COMMUNITY SERVICE PROJECTS

DATE	BENEFICIARY	DONATION	
1984	The Oklahoma City Food Bank	42,500	
	Rotary International Foundation	25,000	
	Rotary Ann Club of Okla. City	3,500	71,000
1985	Boy Scouts – Camp Kickapoo Equip. & Prog. Service Bldg.		20,000
1986	Omniplex	35,000	
	Rotary International Foundation	20,000	
	Rotary Ann Club	5,000	60,000
1987	Okla. City Beautiful, Inc. and the Okla. City Tree Bank Found.	20,000	
	Okla. State University Found.	1,000	
	Okla. University Foundation	1,000	
	Rotary International Foundation	14,000	36,000
1988	Y.W.C.A. Capital Campaign	30,000	
	Rotary Ann Club	5,000	
	Junior Livestock Show	500	
	Rotary International Foundation	18,500	54,000
1989	Okla. School Board Foundation	500	
	Okla. City Rotary Found.	10,000	
	Okla. City Police Dept.	15,000	25,500
1990	Rotary Club of Oklahoma City	3,000	
	Rotary International Foundation	7,000	
	Sign at Will Rogers World Airport for "Iron Feathers"	2,000	
	District 5750 Wings of Rotary Scholarships	1,000	
	Rotary Ann Club Eye Glasses Project	3,500	
	Oklahoma City Rotary Foundation Inc., (Restricted Funds)	6,000	
	The Salvation Army Boys & Girls Club	20,000	42,500
1991	The Childrens Hospital	28,705	
	Oklahoma City Rotary Foundation Restricted Fund	8,705	
	YMCA Camp Classen Environmental Scholarships	5,000	
	Rotary International Foundation	25,100	67,510
1992	Community Literacy Center	30,000	
	Rotary Ann Club Eyeglass Fund	5,000	
	Oklahoma City Community Foundation	25,000	60,000
1993	Rotary Ann Eyeglass Fund		1,000
	Rotary International Foundation	11,500	
	OKC Mayor's Christmas Party	1,000	
	Infant Crisis Services	37,500	
	OKC Rotary Foundation	27,725	78,725

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ROTARY CLUB OF OKLAHOMA CITY COMMUNITY SERVICE PROJECTS

DATE	BENEFICIARY	DONATION	
1994	The Educational and Employment Ministry (TEEM)	25,000	
	Mayor's Christmas Party	1,000	
	Okla. School of Science and Mathematics	15,700	
	Rotary Ann Club	5,000	
	Okla. City Fire Department	24,800	71,500
1995	Dale Rogers Training Center	30,000	
	United Nations Memorial	1,000	
	Mayor's Christmas Party	1,000	
	Okla. City Rotary Foundation (restricted fund)	9,500	
1996	Christmas in April	2,500	44,000
	Special Care	34,000	
	World Community Service	250	
	OKC Comm. Fdn. Endowment	2334	
	Mayor's Christmas Party	1000	
	Christmas in April	2500	
	OKC Public School	500	40,584
1997	Mayor's Christmas Party	1,000	
	District 5750 Immunization	1,000	
	Okla. County Immunization Coalition	250	
	Christmas in April	2500	
	Oklahoma City Public Schools – Rotary Ready Readers	27,000	
	OKC Public School Foundation	500	32,250
1998	Mayor's Christmas Party	1,000	
	Christmas in April	2,500	
	Children's Hospital	27,500	
	Rotary Ann Eyeglasses	2,500	
	Disaster Relief Nairobi	2,000	
	Polio Plus II	800	
	OKC Public School Foundation	500	
	Rotary Youth Leadership Award	1,700	
1999	Oklahoma City Tornado	3144	41,644
	Turkey Earthquake	4,000	
	Venezuela Floods	1,000	
	Oklahoma City Tornado	1,439	
	Rotary Youth Leadership Awards	1,360	
	Rotary Ann Eyeglass Fund	2,000	
	Mayor's Christmas Party	1,000	
	Tulsa/OKC Committee	200	
	PolioPlus	1,500	
	Bi-District Banquet Sponsor	800	
	Christmas in April	2,500	
	OKC Public School Foundation	500	16,299
2000	Rotary Project *		
	Ashton Fire Department	250	
	Mayor's Christmas Party	1,000	
	OKC Public Schools Foundation	500	
	Christmas in April	2,500	4,250
2001	Rotary Project *		
	Hasuk Rotary Hospital	1,000	
	OKC Public Schools Foundation	500	
	Christmas in April	2,500	
	Rotary Youth Leadership	900	
	R.I. Wheelchair Foundation	9,525	

9-11-01 Washington D.C. Rotary
Foundation of the Rotary Club of

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ROTARY CLUB OF OKLAHOMA CITY COMMUNITY SERVICE PROJECTS

DATE	BENEFICIARY	DONATION	
	Washington D.C.	20,000	
	9-11-01 New York Rotary Foundation of the Rotary Club of New York Rotary Project *	100,000	134,425
2002	Polio Plus	49,445	
	Change for Children	6,160	
	Rotary Youth Leadership	2,500	
	OKC Public Schools Foundation	500	
	Christmas in April	2,800	
	Rotary Fountain Project *	14,200	75,605
2003	Paul Harris Fellowships	16,500	
	Christmas in April	2,500	
	Rotary Youth Leadership	2,500	
	Irv Honigsberg Memorial	100	
	Boys & Girls Club	48,500	
	Rotary Fountain Project *	170,217	
	Fountain Maintenance Fund	35,572	
	ADE's Hope Fund	500	
	Madrid Bombing	6000	
	Change for Sight	6807	
	OKC Public Schools Foundation	500	
	Nature Conservancy Spirit of the Buffalo	3500	
	R.I. Foundation Grants	2000	295,197
2004	Paul Harris Fellowships	36,150	
	Rebuilding Together	2,500	
	Rotary Youth Leadership	1,950	
	American Red Cross	34,188	
	Tsunami Disaster	31,935	
	Change for Troops	9055	
	Water Well Grant	1,200	
	OKC Public Schools Foundation	500	
	Rotary International	2000	
	Rotary International	5,920	
	Community Literacy Center	3000	
	Fountain Maintenance	35,572	163,970
2005	Hurricane Disaster Relief - LA	1,000	
	Hurricane Disaster Relief - E. TX	500	
	Hurricane Disaster Relief -Un Way	7,833	
	Rotary Youth Leadership Award	1,950	
	Rebuilding Together	3,000	
	Change for Sailors	2,529	
	Change for Air Force	5058	
	Rotary Project: Celebrations	35,000	
	Kim Talley Childrens Medical Res	500	
	Paul Harris Fellowships	1,800	
	OKC Public Schools Foundation	300	
	Every Rotarian--Every Year	26,050	
	Fountain Project Maintenance	2,885	88,405

* Rotary Leaping Waters Fountain at the Downtown Library
5 year Rotary Project

1999-2000	\$33,405	Ed Porter, President
2000-2001	\$38,835	Page Dobson, President
2001-2002	\$80,450	James C. Clark, President
2002-2003	\$14,200	Larry L. Bledsoe, President
2003-2004	<u>\$42,400</u>	Meg Salyer, President
TOTAL	\$209,290	

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ROTARY CLUB OF OKLAHOMA CITY COMMUNITY SERVICE PROJECTS

DATE	BENEFICIARY	DONATION	
2006	Change for Sailors	2,811	
	Change - Air Force	5,622	
	Regional Food Bank	50,000	
	Dictionary Grant	5,672	
	Make a Wish Foundation	288	
	Rebuilding Together	3,000	
	Rotary Youth Leadership	2,600	
	Every Rotarian Every Year	46,275	
	Fountain Maintenance	750	117,018
2007	Change for Sailors	2,857	
	Change - Air Force	5,713	
	Group Study Exchange	500	
	Rebuilding Together	3,000	
	Rebuilding Together-KIPP School	2,200	
	Rotary Youth Leadership	2,625	
	Wings of Rotary Outbound	750	
	Cluj Hungary Hospital Mtch Grant	5,000	
	SIDS Mattresses - Romania	5,000	
	Picher Tornado Relief	824	
	Y.W.C.A. Kitchen Renovation	45,000	
	Dictionary Grant	7,305	
	Budapest Burn Center	5,000	
	Paul Harris Fellowship	10,450	
Every Rotarian Every Year	49,200	145,425	
2008	Sozialprojekt - Kiew	2,500	
	Junior Rotarians	200	
	Wings of Harmony	500	
	Rebuilding Together	3,000	
	RYLA (Rotary Youth Leadership)	1,125	
	Wings of Rotary Jade Owens	1,000	
	Cluj Hospital Matching Grant	6,415	
	Change for Troops	9,155	
	Dictionary Grant	7,668	
	Paul Harris Fellows	2,875	
	Arrows Airport Sculpture	2,500	
Every Rotarian Every Year	51,600		
OK League for the Blind	55,000	143,538	
TOTAL OF DONATIONS			\$2,363,699

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PAUL HARRIS FELLOWS

Dr. Dolphus Whitten, Jr. *	Virgil R. Trout
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Dean A. McGee *
Mrs. Stephen P. (Linda)
Garrett
Stanley H. Metzger
G. M. Fuller *
William P. Lucas
Mrs. Fred (Mary Eddy)
Jones
Michael P. Kirschner

* Deceased

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PAUL HARRIS FELLOWS

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Hunter Merritt	Tom B. Brown
Robert Z. Naifeh	Bruce W. Day
Aloys Buhler	Mrs. Mabel Alexander *
James R. Daniel +5	James A. Pickel
Orville A. Jones *	Thomas J. McDaniel
Dr. Paul F. Lambert	Alvan E. (Ed) Porter +1
Zach D. Taylor*	John E. Rea, Jr. *
Penny Park	Bruce Buchanan
Jerry R. Park	Gary Lee Watson
Runyan E. Deere	Mrs. Nancy Bradley
Dr. Jerald Walker	Mrs. LaJuana Daniel
Carl L. Shortt, Jr.	Samuel J. Cerny *
Harold Anderson	W. Alan Davis
Fred Kadavy	Mrs. Patricia J. Potts
Donald R. Philbin	John S. Dobson +1
Frederick D. Hayes	Paul A. Cox
Larry E. Travis	Dr. Peter R. Morgan
Gov. David L. Walters	Patrick Rooney
Tom W. Klos	Todd Segress
Sherry Simmons	Mrs. Sarah Vermillion
Timothy J. Sartorius	George B. Schwabe III
Brian Speligene	Thomas E. Roe +1
Jeff Speligene	Vincent F. Orza, Ed. D.
Michelle Christine Deckert	Don E. Scott
Erik Christopher Deckert	Robert L. Harris *
Maj. Gen. Ret. (MGR) William P. Bowden +8	Jack H. Walters * +8
Major Donor	Major Donor
Joseph C. Kernke	Cheryl Michelle Byrd
Warren A. Muller	Dan Kurtenbach
William J. Ross	Carl Bosteels
Richard E. Swan *	Cynthia Cope
George S. Farha *	Lyn Adams
William E. Ware	Gean Atkinson +2
Fred C. Ringwald	Nazih Zuhdi
Ashford R. Gockel	Sam Hammons +2
Roy R. Love	Barry Gangwer
Warren A. Caldwell +1	Terri Cooper +1
Edward A. Krei	Robert Clements
Richard Parker	Todd Brawley

Continued next page

PHILANTHROPIC ACTIVITIES

PAUL HARRIS FELLOWS

David Seat
Mike McAuliffe
Larry Bledsoe
Jim Loftis
Meg Salyer +3
Judy Porter
Ron Sutor +1
Sam Combs
Marion Paden
Bill Orr
Joe McKenzie
Mike Grady
Don Taggart
Tom Phillips
Ray Ackerman
Wayne Dabney
Joe Shockley
Tim Dowd
Braden Garrett
Michael E. Chieppo
Valinda Rutledge
John F. Marshall
Edwina Trout
Steve Hunter
Dick Wegener +1
Cliff Branan
John Corry *
Paul Lundquist
Jane Crain
Alma Martinez
Rowell Sargeant +2
Debbie Blackburn
2001-2002
Keith Oehlert
Bud Oehlert
B.C. Clark, Jr.
Bart Ward
Faye Norton
Ken Culver
John Lippert
John Wilkins +1
Albert McWhorter
Jim Sharrock +1
Charlie Hull
Nathan Turnbo
Tina Majors
Ron Page
Jim Vervack
David Houston
2002-2003
Steve Long
Jeff Brown
Dennis Shockley
Guy Liebmann
Ken Howell
Jim Caylor
Larry Stone +7

Peggy Butcher
Bob Butcher
Allen Paine
John Yoeckel
Jim David
Marianne Bacharach
Ken McBride
Mike O'Neal
Will Beckman +3
Donna Lawrence
Pat Filer
Anthony McDermid
Tim Strange
Don Beck
Chip Oppenheim
Frank Swanda
Linda Saleski
Robert Shapiro
Larry Smith
Margaret C. Salyer
Christopher M. Salyer
Franci Hart
Gary Zebrowski
Allen K. Harris +3
2003-2004
William E. Beckman III
Tim Berney
Linda Bosteels
Tom Hoskison
Hank Bradley
Lea Anderson
Lawrence Anderson
Nancy Dobson
Don Fitzgerald
Ellen Fleming
Christine Hansen
U.S. District Judge Vicki
Miles-Lagrange
Vice Chief Justice Marian
Opala
Dr. John G. Hervey*
Phil Haught
Jerome Holmes
Lana Ivy
Mary Jenkins
Robert Keating
Bob Klabzuba +1
Dave Lopez
Donna Rinehart
Charles Riney
John Robberson
Eric Roberts
Bill Rodgers +1
Cpt. Clayton Rowell
Sargeant, USMC
1st Lt. Scott Sargeant,
USMC

PHILANTHROPIC ACTIVITIES

PAUL HARRIS FELLOWS

Irwin Steinhorn
Brad Sullivan
Denise Suttles
Ron Suttles
Clayton Taylor
Carleen Burger
Connell Branan

2004-05

Royce Bishop *
Susan Dobson
Kathleen Stevenson +4
David Battles
Scott Calhoon
Michael Dickinson
Nancy Sharrock
Coleman Clark
Carolyn Clark
John T. Hanes
Patrick Alexander
Alvin Alexander
James H. Denny
Miles E. Hall
Christopher T. Kenney
Nancy Leonard
Wesley L. Milbourn
Joe Shapiro
Lawrence H. Towell
David P. Almon
Michael M. Stewart *
Jeffrey Crain
John McCarroll
Debbie Hite
Mary Jane Calvey
Hans Thun
Theo "Doc" Benson
Patrick J. Ryan
Ralph L. Harvey
James T. Farha
James N. Young
Cynthia Hendershot
Gregory A. Wheeler
Corrie Smith Sargeant
Samuel Benjamin Sargeant
Sara Swanner Northwood
Douglas R. Cummings
Mary Mélon
Cliff Cox
Harrison Levy
Paul Dougherty
Ann Felton
Steve Kinney
John Kenney
Cynda Ottaway
Rick Bahner
Donita Thomas
Phyllis Brawley
Sally Beckman

Sody Clements
Lynn Coulter Talley
Loren Elizabeth Bowman
Andy Bowden
Marjorie Bowden Trammel

2005-06

Stan Alexander
Pat Marshall
Jack Coleman +1

2006-07

Kyle Essmiller
Jim Lowe +1
Steve Wood
Herschel Crow

2007-08

Linda Armstrong
J. David Baird
Jerry D. Bass
William E. Beckman
Bob W. Bishop
Dr. Donald J. Capra
Bert Cooper
Reed H. Downey, Jr.
Larry G. Edwards, Ph.D
John E. Francis
Kermit A. Frank, Jr.
Louis M. Gasbarra
John C. Harrington, Jr.
Dr. J. Don Harris
Charles W. (Russ) Harrison
Joe J. Klabzuba*
Jean Lehr
Linda Lowe
Judge Gary L. Lumpkin
Paul Meyer
Van Oliver
Ramona Paul, Ph.D
Richard Porter
John Q. Porter
PDG Leonard Bailey*
Shahla Reynolds
Marilyn Sullivan
Debbie Sutor
James R. Waldo
Heather Walter
Joe Esco

2008-2009

Bethany Jackson
Mark McDaniel
Scott Potter
Terry Salmon
Charles P. Schroeder
Richard Smith
Patricia Davis

* Deceased

PHILANTHROPIC ACTIVITIES

ROTARY INTERNATIONAL FOUNDATION BENEFACTORS

Everett Hill *	Meg Salyer
Cleo Riley Hill *	Richard F. Vermillion
Marvin Petty *	Barney Semtner
Clark Ritchie *	Steve Garrett
Oscar Heuser *	Fred Morgan
Raymond Hefner *	F. Anthony Zahn
Jerry Burger	Gary Zebrowski
John S. Crain	Jack Walters *
Robert L. Medley	Bill Bowden
Alan P. Niemann	Allen Harris

ROTARY 29 COMMUNITY FELLOWS

John E. Kirkpatrick (F) *	Jim Farris
Ann Simmons Alspaugh (F)	Duane Thelen
Oscar E. Heuser (F) *	Paul Dougherty
Chris V. Speligene (F)	Barry Gangwer
Bernard L. Semtner III (F)	Gary Zebrowski
Richard F. Vermillion (F)	Joe Heaton
James R. Daniel (F)	Kara Gae Wilson
Kan C. Mui (F) *	Terri Cooper
William W. Warren Jr. (F) *	Harold "Buddy" Dobson *
Robert H. Clements (F)	Sydney Dobson
Edward C. Joulilian III (F) *	Jim Caylor
Robert L. Medley (F)	Ron Sutor
L. Thomas Dulaney, Jr. (F)	Leonard Sullivan
John S. Crain (F)	Larry Mears
Page Dobson (F)	James Pickel
Stephen P. Garrett (F)	Bill Bozalis
George W. Roark (F) *	Lee Brawner*
Eleanor J. Maurert† (F) (S) *	Cordell Brown
Robert O. Raulston (F) *	Doug Cummings
Carl W. Busch (F)	Franci Hart
Clayton I. Bennett (F)	Jim Helton
William P. Bowden (F)	John Kirkpatrick*
John L. Taylor (F)	Nancy Lambe
Richard M. Parker (F)	Guy Liebmann
Edward A. Krei (F)	Bill Lillard
James F. Fentriss (F)	Rick Orthwein
George Blaine Schwabe III (F)	Ed Porter
Carl L. Shortt, Jr. (F)	Sheryl Rhodes
Alan P. Niemann (F) (S)	Tom Roe
Todd Brawley (F)	Brad Sullivan
Paul A. Cox (F) (S)	John Yoeckel
Edward P. Leslie (F) *	John Bozalis
Edward L. Gaylord (F) *	Dave Crandall*
Tom Milam*	Chuck Wiggin
	Will Beckman

(F) Founding (S) Sustaining

"FOUNDING" ROTARY 29 COMMUNITY BENEFACTORS

Oscar E. Heuser *	Dallas Matthew Gandy
David Crandall *	Alan P. Niemann
Miles E. Hall	W.R. "Bob" Butcher
Richard F. Vermillion	Edward A. Krei
Robert L. Medley	Marilyn A. Rippee
Stephen P. Garrett	Edward P. Leslie *
John S. Crain	Anthony Zahn

* Deceased

PHILANTHROPIC ACTIVITIES

ROTARY CLUB 29 FOUNDATION SPENDING POLICY MARCH 8, 2007

The Rotary Club 29 Foundation (the "Foundation"), an Oklahoma not-for-profit corporation, in accordance with its Certificate of Incorporation and Bylaws, has adopted the following policy statement (the "Spending Policy") for the purpose of describing how the assets of the Foundation are to be used in support of the mission of the Foundation. The mission of the Foundation is: To support the philanthropic projects of the Rotary Club of Oklahoma City (the "Club").

GOALS

The goals of this Spending Policy are as follows:

- 1) To enable the withdrawal of cash for the purpose of meeting the purposes and intents of the Foundation.
- 2) To protect the value of the Foundation's assets against inflation and to provide continuing growth in the level of support available for the charitable activities Rotary Club of Oklahoma City.
- 3) To leverage distributions of Foundation funds by maximizing the use of matching funds available from the Rotary Foundation, Rotary District 5750, and other potential sources.
- 4) To conform with the objectives of the donor with respect to restricted funds held by the Foundation.

GENERAL LIMITATIONS

All distributions of funds of the Foundation will be subject to the ultimate control of the Board of Directors of the Foundation. No distribution of Foundation funds shall be authorized except as approved by the Board of Directors of the Foundation. While the Foundation will fully consider any request for distributions made by the Club in accordance with this Spending Policy, the final decision regarding all such distributions shall be made by the Foundation. No distribution shall be made if the effect of such distribution would adversely affect the tax status of the Foundation.

RESTRICTED FUNDS

The Foundation may accept donations subject to restrictions imposed by the donor, but no donation shall be subject to donor-imposed restrictions other than as specifically approved by this Spending Policy or by the Board of Directors. Except as provided in this Spending Policy, no donations subject to donor-imposed restrictions shall be accepted until the Board of Directors has determined that such restrictions are consistent with the purpose, mission statement, and goals of the Foundation.

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The Foundation may, without further action by the Board, accept donations made by the Club or by members of the Club subject to restrictions consistent with fund-raising efforts of the Club intended to benefit specific programs approved by the Board of Directors of the club, including, by way of example but without limitation, the annual Club project, disaster relief projects, weekly pocket-change collections designated for specific purposes, and payments made to the Foundation to be held for subsequent distribution to the Rotary Foundation.

Funds received by the Foundation subject to donor restrictions approved by the Foundation shall be Restricted Funds, and shall be disbursed in accordance with the restrictions imposed on such funds by the donor and accepted by the Foundation. Restricted Funds shall be invested as Short-Term Funds, unless the donor and the Foundation agree that such funds shall be invested as Long-Term Funds.

BOARD DESIGNATED FUNDS

All funds held by the Foundation shall be designated by the Board as Short-Term Funds or Long-Term Funds. All Short-Term Funds and all Long-Term Funds shall be invested as such in accordance with the Foundation's Investment Policy, and subject to distribution in accordance with such designations in accordance with this Spending Policy.

Unrestricted funds held by the Foundation may also be designated by the Board for use purposes. Unless otherwise designated by the Board, unrestricted Short-Term Funds shall be held for the general purposes of the Foundation, and may be disbursed from time to time subject to approval by the board. All Long-Term Funds which are not Restricted Funds shall be held for the purpose of providing a perpetual source of support for Foundation purposes, and shall be disbursed solely in accordance with this Spending Policy.

In each fiscal year, at its first meeting the Board shall adopt a budget for the coming year. The budget will designate as Short-Term Funds a portion of the Short-Term Funds held by the Foundation as of the end of the prior fiscal year equal to the projected administrative expenses for the coming year and an appropriate cash reserve for payment of unexpected operating expenses, but not for grant purposes. Throughout each fiscal year, all unrestricted funds received shall be added to Short-Term Funds. All Restricted Funds intended for distribution within the current fiscal year and the immediate following fiscal year, or otherwise so designated by the donor, shall be designated as Short-Term Funds.

All Foundation assets held at the beginning of

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each fiscal year not designated as Short-Term Funds shall be designated Long-Term Funds. Amounts designated as Long-Term Funds shall remain Long-Term Funds, may not be re-designated as Short Term Funds, and may not be used for any purpose other than distributions in accordance with this Spending Policy.

ANNUAL ALLOCATIONS

For the purpose of meeting the goals stated above each year the Foundation will allocate funds to be available for distribution in support of the charitable activities of the Club based on a percentage of the rolling average market value of the Foundation's Long-Term Resources (as defined below) for the previous 3 year period. "Average market value" shall be defined as the average of the market value of the Long-Term Resources for the previous twelve fiscal year quarter ends. Until such time as the Long-Term Resources have been subject to this Spending Policy for twelve full fiscal quarters, the average market value calculation shall be based on the average of the quarter end values for each fiscal quarter beginning on June 30, 2006. The funds available for distribution shall be determined annually, using the final quarter of the most recent Foundation fiscal year as the most recent quarter in the calculation.

For purposes of this Spending Policy, Long-Term Resources shall include the sum of (i) all Long-Term Funds held by the Foundation, (ii) all amounts held by Oklahoma City Community Foundation, Inc. in the endowment fund for the benefit of the Rotary Club 29 Foundation, (iii) all funds held in trust for the benefit of the Rotary Club 29 Foundation pursuant to the will of Alfred C. Leonhardt, (iv) all other amounts received by the Foundation under donor restrictions identifying such amounts as Long-Term Resources of the Foundation and accepted by the Foundation in accordance with restrictions approved by the Board of Directors of the Foundation, and (v) all other amounts so designated from time to time by the Board of Directors of the Foundation.

Such funds shall be allocated as follows:

An amount (the "Annual Available Distribution") equal to four percent (4%) of the average market value of the Foundation's Long-Term Resources shall be available for distribution in support of the general charitable activities of the Club.

An amount (the "Annual Disaster Fund Allocation") equal to one percent (1%) of the average market value of the Foundation's Long-Term Resources shall be allocated to the Foundation's Disaster Fund.

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GENERAL DISTRIBUTIONS

The Annual Available Distribution will be available for distribution in support of the charitable activities of the Club. Requests for distributions may be made by the Club Board of Directors at any time, and shall include a description of the project, a statement of whether there are Rotary Foundation or District matching funds available and the status of any request for such funds, and such other information regarding the proposed use of funds as the Foundation Board of Directors may require. Requests for distribution shall be subject to approval by the Foundation Board.

It is anticipated that the focus of Club's charitable activities will vary from year to year, as circumstances and opportunities change, and that over time, the Club will support a variety of local, international, and disaster relief projects. To support those anticipated uses, the

Foundation will seek to apply Annual Available Distributions in accordance with the following allocation objectives:

- 50% to be applied to projects in the Oklahoma City metropolitan area or other projects within the United States
- 50% to be applied to international projects

These allocation objectives are guidelines, not requirements. However, the Foundation will seek to meet these objectives, if not annually, then over time, and will encourage the Club to assist in meeting these objectives.

The Club may request that any portion of the Annual Available Distribution remaining unused in any fiscal year be carried forward to the following fiscal year. Such requests shall be subject to Foundation Board approval, and if so approved, such excess funds shall be made available in such following fiscal year. In the absence of such a request and approval, such undistributed funds shall not be available in subsequent years and shall be designated Long-Term Funds as of the first day of the fiscal year following the fiscal year in which such amounts were originally made available.

DISASTER RELIEF ALLOCATIONS

Addressing the need for assistance in disaster relief is particularly emotional and difficult for Rotarians. The Foundation's spending policies are designed to provide a source of funding to meet such needs, but also to assure the long-term availability of resources to meet future demands. It is also the Foundation's objective to assure that any use of Foundation assets

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for disaster relief purposes is consistent with the desires of the members of Club 29.

The Foundation has established the Club 29 Disaster Relief Fund, the use of which is restricted to world-wide disaster relief. The Foundation will annually allocate 1% of the average market value of the Foundation's Long-Term Resources to such fund.

Requests for support of disaster relief projects may be made by the Club Board of Directors at any time, shall include a description of the project, a statement of whether there are Rotary Foundation or District matching funds available and the status of any request for such funds and such other information regarding the proposed use of funds as the Foundation Board of Directors may require, and shall be subject to approval by the Foundation Board. The amount available from the Club 29 Disaster Relief Fund for any specific project will be determined based on the donations of the members of Club 29 to such project. As a guideline, for any specific disaster, the Foundation will seek to match dollar-for-dollar the amounts contributed by Club 29 members, up to the amount of the Annual Disaster Fund Allocation allocated to the Disaster Relief Fund as of the beginning of the current fiscal year. However, following review of any request from the Club, the Foundation may grant additional funds or may restrict its donation as necessary to preserve sufficient funds to meet future needs. In no event will the Foundation distribute funds for disaster relief in any fiscal year in excess of the amount of the Disaster Relief Fund (including the Annual Disaster Fund Allocation allocated to the fund for such year) as of the beginning of such fiscal year.

AMENDMENTS AND SPECIAL DISTRIBUTIONS

Any proposal that would have the effect of a distribution of Foundation funds in amounts in excess of those permitted under this Spending Policy, whether by amendment, modification, or termination of this Spending Policy, by amendment or repeal of the Bylaws or Certificate of Incorporation of the Foundation, by special distribution, or by any other means, shall require approval by the Board of Directors and members of the Foundation, after notification to the members of the Club, as follows:

a) Any proposal to amend, modify, or terminate this Spending Policy, or to make a distribution not otherwise permitted (a "Proposed Change") shall be in writing, and signed by the current or any past Club President and by two other persons who have been members of the Club for a minimum of three years. The Proposed Change shall be submitted to the Chairman of the Foundation and the current President of the Club.

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b) Notice of the Proposed Change, stating the time and place of the meeting of the Foundation board and of the meeting of the Foundation members at which the Proposed Change will be considered, and including an invitation to attend and participate in both such meetings shall be given by the President of the Club to the members of the Club not less than fourteen (14) days prior to each such meeting. Members of the Club may participate in any discussion of a Proposed Change.

c) A meeting of the Foundation Board shall be held within forty-five (45) days following delivery of the proposal to the Chairman of the Foundation. Notice that a vote on the Proposed Change shall be held at such meeting shall be given by the Chairman of the Foundation not less than fourteen (14) days prior to such meeting. Any Proposed Change shall require the affirmative vote of not less than two-thirds (2/3) of all members of the Foundation Board attending such meeting.

d) A meeting of the members of the Foundation shall be held within forty-five (45) days following delivery of the proposal to the President of the Club. Notice that a vote on the Proposed Change shall be held at such meeting shall be given by the President of the Club not less than fourteen (14) days prior to such meeting. Any Proposed Change shall require the affirmative vote of not less than two-thirds (2/3) of all members of the Foundation attending such meeting.

In no event shall this Spending Policy be amended, modified, or terminated, and no special distribution shall be made, if the effect of any such action would adversely affect the tax status of the Foundation. The Foundation Board of Directors may, at its option, require an opinion of tax counsel as a condition to the adoption of any such amendment, modification, or termination or the disbursement of such special distribution.

This Spending Policy was reviewed and unanimously approved by the Directors of the Foundation by consent as of March 8, 2007.

James W. Sharrock
Foundation Board Chair

This Spending Policy was reviewed and unanimously approved by the members of the Foundation (the Directors of the Club) present at a meeting of the members of the Foundation on March 15, 2007.

Jeff Simpsen
Secretary, Rotary Club of Oklahoma City

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**ROTARY CLUB 29
FOUNDATION**

**AMENDED AND RESTATED
BYLAWS**

MARCH 15, 2007

ARTICLE I
NAME AND PURPOSES

1.1 Name. The name of this corporation (the "Foundation") is "Rotary Club 29 Foundation".

1.2 Purposes. Subject to the limitations set forth in the Amended and Restated Certificate of Incorporation of the Foundation (the "Certificate"), the Foundation is formed for charitable purposes and to engage in charitable activities, subject to the limitations applicable to not-for-profit corporations in the Oklahoma General Corporation Act. The Foundation's activities shall be exclusively focused on providing support for the philanthropic projects of the Rotary Club of Oklahoma City (the "Club"), an Oklahoma nonprofit corporation.

1.3 Restrictions. At no time, either on dissolution or prior to dissolution, shall any part of the funds or assets of the Foundation inure to the benefit of any private individual, nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except as may be permitted by law and the Internal Revenue Code of 1986, as amended, (the "Code") or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws). The Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

1.4 Certain Restrictions. If the Foundation is found to be a private foundation, as that term is defined in Section 509 of the Code, then (a) the Foundation shall conduct its business and distribute its income as necessary for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, and (b) the Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, shall not make any investments in such a manner as to subject the Foundation to tax under Section 4944 of the Code, and shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

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1.5 Charitable Activities. The Foundation shall carry on only those activities permitted to be carried on by a charitable organization as described in Section 501(c)(3) of the Code.

Article II OFFICES

2.1 Principal Office. The principal office of the Foundation shall be located in Oklahoma City. The Board of Directors may establish such offices as the business of the Foundation requires.

Registered Office. The Foundation shall have and continuously maintain a registered office in Oklahoma and a registered agent whose office is the same as the registered office.

Article III MEMBERS

3.1 Members. The members of the Foundation shall be the members of the Board of Directors of the Club.

3.2 Rights of Members. The members of the Foundation shall vote, furnish any necessary consent or approval, or take other action on any issue that may properly be presented to the members. The following matters must receive approval of the members:

(a) the amendment, restatement or repeal of the Certificate of Incorporation of the Foundation, these Bylaws, or the Spending Policy (as herein defined), in accordance with the requirements set forth in Article IX;

(b) the election of the directors of the Foundation, except the at-large directors to be elected by the Club as herein provided;

(c) the election of the Chair of the Board of Directors of the Foundation, in the event the immediate past president of the Club is unable or unwilling to serve;

(d) the merger, consolidation or disposition of all or substantially all of the assets of the Foundation;

(e) the dissolution, liquidation or termination of the business of the Foundation;

(f) a material change in the purposes for which the Foundation was formed;

(g) the selection or replacement of the independent auditors of the Foundation; and

(h) the filing of a voluntary petition under

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any law having for its purpose the adjudication of the Foundation as bankrupt or insolvent or the taking any action with respect to the reorganization or liquidation of the Foundation.

3.3 Meetings and Actions. Meetings of the members of the Foundation shall be conducted at meetings of the Board of Directors of the Club held in accordance with the requirements for such Board meetings as provided by the Certificate of Incorporation and Bylaws of the Club, and a quorum of members of the Foundation shall be present if a quorum of Board Directors is present as required by such documents. All actions taken by the members of the Foundation shall be taken by majority vote of those members present and voting, or such larger number as may be otherwise provided herein with respect to specific matters.

Article IV BOARD OF DIRECTORS

4.1 Powers. The Board of Directors shall manage and direct the business and affairs of the Foundation. The directors shall have all powers and authority provided in the Certificate of Incorporation and permitted by law.

4.2 Number; Qualifications. The number of Directors that will constitute the entire Board of Directors shall be fifteen (15), all of whom shall be members of the Club.

4.3 Board Composition. The Board of Directors shall be composed as follows:

- (a) Four (4) directors who shall serve one-year terms as voting ex-officio members, as follows:
- (i) The immediate past president of the Club, who shall serve as Chair of the Board,
 - (ii) The president of the Club,
 - (iii) The vice-president/president-elect of the Club; and
 - (iv) The immediate past treasurer of the Club.

(b) Two (2) members nominated by the president of the Club whose term as president coincides with the term of such members and elected by the members of the Foundation to serve a one-year term each. One such member shall be a representative of and experienced in the Club's community service programs. The other such member shall be a representative of and experienced in the

PHILANTHROPIC ACTIVITIES

Club's international service programs.

(c) Nine (9) at-large members serving terms of three years each, but elected in classes of three directors each, so that the terms of office of all members of each class shall expire simultaneously, but the terms of office of each class shall expire in a three-year rotation. Each class of at-large members shall be elected as follows:

(i) Two (2) members of each at-large class shall be nominated by the president of the Club whose term of office as president begins upon the date upon which the members of such class are scheduled to take office.

(ii) One (1) member of each at-large class shall be elected by the members of the Club, at the regular election of Club officers held during the calendar year prior to the date upon which the members of such class are scheduled to take office, from two nominees for such position selected by the regular nominating committee of the Club.

4.4 Additional Qualification. No person shall serve simultaneously as an at-large member of the Board of the Foundation and as a voting member of the board of directors of the Club. Any person whose term of office as an at-large member of the Board of the Foundation overlaps with the term of office to which such person is elected as a director of the Club shall, without further action, upon taking office as a member of the board of the Club, cease to serve as a member of the Board of the Foundation, and the vacancy created by such termination shall be filled as described below.

4.5 Term. The term of office of the directors shall commence on July 1 and expire on June 30 of either the following year, or the third following year, as applicable; provided, that directors shall continue to serve until their successors are elected and take office. The election of the members to be elected by the members of the Foundation shall be held at the last regular meeting of the board of directors of the Club prior to June 30 of each year.

4.6 Vacancies. Any vacancies in seats on the Board shall be filled, and the director so chosen to fill such office shall continue to serve for the remainder of the term of the director whose position had become vacant, as follows:

(a) Any vacancy in the ex-officio seats shall be filled by the Club, in accordance with the provisions of the Constitution and Bylaws of the Club with respect to the office which is vacant.

(b) Any vacancy in directors chosen

PHILANTHROPIC ACTIVITIES

as representatives of the community service or international service programs of the Club shall be appointed by the President of the Club.

(c) Any vacancy in an at-large position (including positions originally filled by election by members of the Club) shall be filled by a person nominated by the president or former president of the Club who was responsible for appointment of the class of at-large members in which such vacancy has occurred, and elected by the members of the Foundation.

(d) If the nominee for any position shall fail to receive a majority vote of the members of the Foundation, such nomination shall be deemed failed, and the applicable president or former president shall propose a new nominee for such position.

4.7 Transition Rule. For transition purposes, effective as of July 1, 2007, at-large directors shall be elected, take office, and continue to serve until their successors are elected as described above, as follows:

(a) One class of three at-large directors shall be composed of directors (other than those holding office by virtue of their office in the Club) previously elected to the board for terms ending on June 30, 2007.

(b) One class of three at-large directors shall be elected for terms ending on June 30, 2008 shall be elected by the members of the Foundation at the regular meeting of the board of directors of the Club held in July, 2006. The president of the Club for the year 2005-2006 shall nominate these directors.

(d) One class of three at-large directors shall be elected for terms ending on June 30, 2009 shall be elected by the members of the Foundation at the regular meeting of the board of directors of the Club held in July, 2006. The president of the Club for the year 2006-2007 shall nominate these directors.

4.8 Removal; Resignation. The Board of Directors may remove a director with or without cause, subject to the approval of the Foundation Members. Additionally, the Foundation Members may remove a director at any time with or without cause. A director may resign by submitting a notice of resignation in writing to the President or the Board of Directors. The resignation is effective upon receipt, unless otherwise stated in the notice.

4.9 Regular Meetings. The Board shall hold an annual meeting during the first quarter following the end of each fiscal year of the Foundation for the

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purpose of electing officers and transacting any other business that may properly come before the meeting. The Board may hold additional regular meetings without call or notice at such place and time as the Board may determine.

4.10 Special Meetings. The Chairman or a majority of directors then in office may call special meetings. Notice of a special meeting shall be given to each director at least three days before the meeting. The notice shall set forth the time and place of the meeting but need not, unless otherwise required by law, state the purposes of the meeting. A majority of the directors present at any meeting may adjourn the meeting without notice, other than announcement at the meeting.

4.11 Place of Meetings. Board meetings may be held at such places as the Board may determine or as may be specified in the call of any meetings.

4.12 Quorum and Voting. A majority of the total number of directors, excluding any vacancies, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board. Each director shall be entitled to one vote on matters presented to the directors. Board members may not vote by proxy. Except as otherwise specified in these Bylaws, the act of a majority of directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.13 Presence at Meeting. Members of the Board of Directors or of any Board committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Such participation shall be considered to be presence in person at the meeting.

4.14 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any Board committee may be taken without a meeting if all members of the Board or such committee, as the case may be, consent to the action in writing (including but not limited to consent given by electronic mail or facsimile transmission), and the written consent is filed with the minutes of the proceedings of the Board or committee.

4.15 Compensation. The Foundation shall not pay any stated compensation to directors for their services as directors. Upon resolution of the Board, the Foundation may reimburse directors for the actual and reasonable expenses incurred in attending any meeting of the Board or of any committee.

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ARTICLE V OFFICERS AND EMPLOYEES

5.1 Officers. The officers of the Foundation shall include a Chair of the Board and President, Secretary, and Treasurer. The officers may include one or more Vice Presidents, an Assistant Secretary, and an Assistant Treasurer, as may be deemed appropriate by the Board.

5.2 Qualification or Election. The immediate past president of the Club shall serve as Chair. At each annual meeting the Board of Directors of the Foundation, the Board of Directors shall elect a Vice President, a Secretary and a Treasurer.

5.3 Terms, Removal and Vacancies. The officers shall hold office for a term of one year and until their successors are duly elected and qualified and shall serve at the pleasure of the Board. The Board may remove any officer at any time whenever in its judgment removal would serve the best interests of the Foundation. The Board of Directors shall fill a vacancy in any office, except that the Members of the Foundation shall fill a vacancy in the office of Chair.

5.4 Chair/President. The Chair shall be subject to the direction of the Board of Directors and shall perform such duties as may be assigned by the Board. The Chair shall preside at all meetings of the Board of Directors. The responsibilities of the Chair shall include acting as a representative of the Foundation to the public as well as to governmental and voluntary organizations. The Chair shall also serve as President of the Foundation, and shall in general have all other powers and perform all other duties incident to the position of President of a non-profit corporation, including but not limited to the power to execute deeds, mortgages, leases and contracts or other instruments of the Foundation, except where the signing and execution shall be expressly delegated by the Board of Directors or by the Chair to some other officer or agent of the Foundation.

5.6 Vice President. The Vice President shall perform such duties as the Board of Directors or the Chair may assign. In the absence or inability to act of the Chair, the Vice President (or if there is more than one Vice President, in the order designated by the Board and, absent such designation, in the order of their first election to that office) shall perform the duties and discharge the responsibilities of the Chair, including but not limited to the responsibilities of the President of a non-profit corporation.

5.6 Secretary and Assistant Secretary. The

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Secretary shall keep corporate records and shall give notice of, attend, and record minutes of meetings of members and directors. The Secretary shall, in general, perform all duties incident to the office of secretary and such other duties as the Board of Directors or the Chair may assign. The Secretary may delegate any such duties to the Assistant Secretary.

5.7 Treasurer. The Treasurer shall be responsible for developing budgets and reporting to the Board on the financial affairs of the Foundation. The Treasurer shall also perform such duties as the Board of Directors or the Chair may assign.

Article VI COMMITTEES

6.1 Appointment of Members. Except as otherwise specifically provided herein, the Chair shall appoint members and chairs of all committees, other than the Executive Committee. Each committee may consist of one or more directors of the Foundation and shall have such name or designation as the Board may determine. The Chair may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Any committee, to the extent authorized by the Board, shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the Foundation and may generally perform duties and exercise authority as may be directed or delegated by the Board of Directors. Each committee shall regularly report to the Board of Directors. The President may appoint persons who are not directors to serve as members of a committee, as long as the Board has not delegated its powers and authority to that committee.

6.2 Executive Committee. The Executive Committee shall consist of the officers of the Foundation, plus one other Board member appointed by the Board of Directors. The Executive Committee may meet at stated times or on notice to all of its members. During intervals between meetings of the Board of Directors, the Executive Committee shall generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors. The Board of Directors may delegate to the Executive Committee authority to exercise all of the powers of the Board.

6.3 Investment Committee. The Investment Committee shall consist of the chair of the committee, one or more other Board members as determined by the Board of Directors, and the Chair of the Foundation. The chair and other members of the committee shall be elected by the Board of Directors at the annual meeting of the Board. The Investment Committee may meet at stated times or on notice to all

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of its members. The Investment Committee shall have the powers delegated to it by the Investment Policy of the Foundation as approved from time to time by the Board of Directors, and such additional powers as may be specifically delegated to the Investment Committee by the Board of Directors.

6.4 Term. Each member of a committee shall continue as a member until the next annual meeting and until a successor is appointed, unless the committee to which the member belongs is discontinued by the Board of Directors or unless the member dies, resigns or is removed as a committee member.

6.5 Committee Meetings. Committee meetings may be held at such places as each committee may determine or as may be specified in the call of any meetings. The Chair of the committee shall arrange for written notice of the time and place of the meeting to be given to members of the committee at least three days prior to the meeting. Business to be transacted at any regular meeting of the committees shall not be limited to the matters set forth in the notice of meeting. The attendance of any committee member at any meeting shall constitute a waiver of notice of the meeting.

6.6 Quorum. A majority of the committee members present in person shall constitute a quorum for the transaction of business at any meeting of the committee.

6.7 Action Without Meeting. Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if a majority of the members of the committee consent to the action in writing, and the written consent is filed with the minutes of the proceedings of the committee.

6.8 Vacancies. The Chair shall appoint persons to fill vacancies on committees resulting from the resignation, removal, or other inability or incapacity of a member. A member so appointed shall serve for the remainder of the unexpired term.

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

7.1 Actions Other Than in the Right of the Foundation. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee

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or agent of the Foundation or is or was serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Foundation and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

7.2 Actions by or in the Right of the Foundation.

The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Foundation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

7.3 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation.

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7.4 Insurance. The Foundation may purchase (upon resolution duly adopted by the Board of Directors) and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability.

7.5 Indemnification Required. To the extent that a director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit, or proceeding resulting from or related to such person's position with or service to the Foundation or in defense of any claim, issue or matter related thereto, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. Nothing contained in this section 7.5 shall be deemed to limit the indemnification provided under Sections 7.1 and 7.2, and indemnification under this Section 7.5 shall expand the indemnification provided under Sections 7.1 and 7.2 to the extent permitted by law.

7.6 Entitlement. Every such person shall be entitled, without demand upon the Foundation or any action by the Foundation, to enforce his or her right to such indemnity in an action at law against the Foundation. The right of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any rights to which any such person may now or later be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights pursuant to statute or otherwise, of any such person in any action, suit or proceeding to have assessed or allowed in his or her favor against the Foundation or otherwise, costs and expenses incurred or in connection therewith or any part thereof.

ARTICLE VIII **INTERESTED PARTIES**

8.1 Definitions.

(a) Interested Person. Any director or officer who has a material direct or indirect financial interest, as defined in this Article, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (i) a material ownership or investment interest in any entity with which the Foundation has a transaction or arrangement; or (ii) a material compensation

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arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement. A person shall not be deemed to have a “financial interest” due to an employment arrangement with, or serving as a director or officer of, another non-profit corporation that is exempt from federal income taxation under Section 501(c)(3) of the Code.

8.2 Disclosure. An Interested Person shall disclose to the directors the existence and nature of his or her financial interest in any proposed transaction or arrangement involving the Foundation.

8.3 Procedures for Addressing Conflicts of Interest. The Chair or the chair of a committee considering a transaction or arrangement involving an Interested Person shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Board or committee shall determine whether the Foundation may, without undue burden, delay or expense, obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in the best interest of the Foundation and whether the transaction is fair to the Foundation.

8.4 Violations. If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose a conflict of interest as required in this Article, the Board or committee shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Interested Person has in fact failed to disclose a conflict of interest as required in this Article, the Board or committee shall take appropriate disciplinary and corrective action.

8.5 Record of Proceedings. The minutes of the Board or committee shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed, and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken.

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8.6 Compensation. A director or committee member who receives compensation, directly or indirectly, from the Foundation shall not vote on matters pertaining to his or her compensation.

8.7 Validation of Contracts. No contract or transaction between the Foundation and one or more of its directors, officers or members, or other organization in which one or more of its directors, officers or members are directors, officers or members or have a financial interest shall be void or voidable solely for this reason or solely because the director, officer or member is present at or participates in the meeting of the Board which authorizes the contract or transaction or solely because his or her vote is counted for such purposes if:

(a) The material facts as to the director's interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director(s); or

(b) The contract or transaction is fair as to the Foundation as of the time it is authorized, approved or ratified by the Board of Directors.

8.8 Quorum. Interested directors shall not be counted in determining the presence of a quorum at a meeting at which the Board of Directors authorizes the contract or transaction.

ARTICLE IX **SPENDING POLICY**

9.1 Adoption of Policy. The Board of Directors shall adopt, maintain, and at all times operate the business and affairs of the Foundation in accordance with, a spending policy (the "Spending Policy") regarding the use of funds of the Foundation that shall provide for the availability of funds to support the philanthropic activities of the Club in reasonable amounts and for the protection and growth of Foundation assets for the long-term support of such purpose. The adoption of the initial Spending Policy shall require the approval of not less than two-thirds (2/3) of the members of the Board of Directors of the Foundation present at a regular meeting of the Board of Directors of the Foundation and approval of not less than two-thirds (2/3) of the members of the Foundation present at a meeting of the members of the Foundation, to be held in conjunction with a regular meeting of the Board of Directors of the Club.

9.2 Amendments and Special Distributions. The adoption of any proposal that would have the effect of a distribution of Foundation funds in amounts in

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excess of those permitted under the Spending Policy, whether by amendment, modification, or termination of the Spending Policy or the bylaws of the Foundation, by amendment of the Certificate of Incorporation of the Foundation, by special distribution, or by any other means, shall require approval by the Board of Directors of the Foundation and the members of the Foundation, after notification to the membership of the Club, as follows:

(a) Any proposal to amend, modify, or terminate this Spending Policy, or to make a distribution not otherwise permitted under the Spending Policy (a "Proposed Change") shall be in writing, and signed by the current or any past President of the Club and by two other persons who have been members of the Club for a minimum of three years. The Proposed Change shall be submitted to the Chairman of the Foundation and the President of the Club.

(b) Notice of the Proposed Change, stating the time and place of the meeting of the Board of Directors of the Foundation at which the Proposed Change will be considered and of the meeting of the Board of Directors of the Club at which the Proposed Change will be considered, and including an invitation to attend and participate in both such meetings, shall be given by the President of the Club to the members of the Club not less than fourteen (14) days prior to each such meeting. Members of the Club shall be permitted to participate in any discussion of a Proposed Change at either such meeting.

(c) A meeting of the Board of Directors of the Foundation shall be held within forty-five (45) days following delivery of the proposal to the Chairman of the Foundation. Notice that a vote on the Proposed Change shall be held at such meeting shall be given by the Chairman of the Foundation not less than fourteen (14) days prior to such meeting. Any Proposed Change shall require the affirmative vote of not less than two-thirds (2/3) of all members of the Board of Directors of the Foundation attending such meeting.

(d) A meeting of the members of the Foundation shall be held within forty-five (45) days following delivery of the proposal to the President of the Club. Notice that a vote on the Proposed Change shall be held at such meeting shall be given by the President of the Club not less than fourteen (14) days prior to such meeting. Any Proposed Change shall require the affirmative vote of not less than two-thirds (2/3) of all members of the Foundation attending such meeting.

(e) In no event shall the Spending Policy be amended, modified, or terminated, and no special distribution shall be made, if the effect of any such

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action would adversely affect the tax status of the Foundation. The Foundation Board of Directors may, at its option, require an opinion of tax counsel as a condition to the adoption of any such amendment, modification, or termination or the disbursement of such special distribution.

9.3 The Spending Policy shall provide that all distributions of funds of the Foundation will be subject to the ultimate control of the Board of Directors of the Foundation. No distribution of Foundation funds shall be authorized except as approved by the Board of Directors of the Foundation. The Spending Policy shall provide procedures under which the Club may request disbursements of Foundation funds in support of the Club's philanthropic activities, but in all circumstances, the final decision regarding all such distributions shall be made by the Foundation. No distribution shall be made if the effect of such distribution would be to adversely affect the tax status of the Foundation.

ARTICLE X GENERAL PROVISIONS

10.1 Notices. Unless otherwise provided by these Bylaws, notice may be given in writing and delivered personally, sent by United States mail postage paid, by facsimile or by electronic mail, and addressed to the individual to whom notice is being given at such address as appears on the records of the Foundation.

10.2 Waiver of Notice. A person entitled to notice under these Bylaws may waive the notice requirement by executing a waiver in writing or by electronic mail.

10.3 Policy Against Discrimination. The Foundation shall not exclude from participation, deny benefits or services, or discriminate against any individual, on the basis of race, color, national origin, religion, sex or physical disability or impairment, under any program or activity it sponsors or conducts.

10.4 No Implied Rights. Nothing contained in these Bylaws is intended to confer any rights or benefits upon any individual or to confer any private right, remedy or right of action upon any person. These Bylaws are intended for internal corporate use only and solely for the governance of the internal affairs of the Foundation.

10.5 Immunities. To the fullest extent permitted by law, directors shall not be liable in damages to the Foundation or any member for breach of fiduciary duty as a director.

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ARTICLE XI
AMENDMENTS**

These Bylaws may be amended, repealed, restated, or new bylaws may be adopted in the manner provided in the Certificate of Incorporation or the Oklahoma General Corporation Act; provided, that the provisions of Article IX of these Bylaws shall not be amended, repealed, restated or otherwise modified, and the Foundation shall at all times operate in accordance therewith, unless the Proposed Change is approved as provided in the provisions of Article IX.

These Amended and Restated Bylaws were reviewed and adopted by the Board of Directors of the Foundation on March 8, 2007.

Meg Salyer
Secretary, Rotary Club 29 Foundation

These Amended and Restated Bylaws were reviewed and adopted by the members of the Foundation on March 15, 2007.

Jeff Simpsen
Secretary, Rotary Club of Oklahoma City