

Derby-Shelton Rotary Club Foundation, Inc.  
Meeting of the Trustees  
**March 30,2022**

*On a motion made by Jack Walsh and seconded by Kristin Bures, the following **RESOLUTION** was passed at a meeting of the Board of Directors (Trustees) of the Derby-Shelton Rotary Club Foundation, Inc.*

**Resolution to define the process of the make-up/selection of the Trustees of the Derby-Shelton Rotary Club Foundation, Inc.**

1. The most recent past presidents of the Derby-Shelton Rotary Club, who are able and willing to serve, will sit as trustees
2. The immediate past president will be the president (or chair) of the Trustees.
3. It is agreed that the Treasurer of the club will be the Treasurer of the Foundation, ex-officio. Ex-officio means "by virtue of real office" and he/she will serve with equal voting rights. The Treasurer changes when the club treasurer changes or when voted to be replaced by someone else.
4. The Trustees will consist of: the immediate past president who will serve as president (or chair); the Treasurer (ex-officio), and 3 at large members (past presidents) elected by the Trustees.
5. Trustees will be elected to serve 1,2 and 3-year terms.  
EX: Rotarian 1 will serve a 1-year term, Rotarian 2 will serve a 2-year term and Rotarian 3 will serve a 3-year term. After 1 year, Rotarian 1 leaves the Trustees, and another past president is voted for 3 years; the next year Rotarian 2 leaves the Trustees and another past president is voted for 3 years; same for Rotarian 3 after 3 years. There are now 3 past presidents serving 3-year terms but they are staggered.
6. The immediate past president serves until being replaced by another immediate past president. They either leave the Board or can be voted in at-large to fill a vacancy.
7. In case of a vacancy, the Trustees will elect a past president to fill the position for the remainder of the vacancy.

**Now, therefore, be it resolved to designate the above process as it pertains to the make-up/selection of Trustees for the Derby-Shelton Rotary Club Foundation, Inc**

Julie Blakeman  
Kristin Bures  
Ernie Luise  
William Nimons, Chair (remote)  
Jack Walsh

Post Script:

- 1) Other than the Treasurer of the club who sits ex-officio, club Board Members are not to be Trustees because the IRS does not approve of officers from a non-charity making decisions for the tax-exempt charity. The club and Foundation are individual and separate entities.

- 2) Ct Law requires a Corporation & Foundation to have a President and a Secretary; there must be 3 trustees.