

Bylaws of the Earth Talks Foundation (ETF)

A Idaho Nonprofit Corporation and 501(c)(3) Public Charity

Formerly Rotary Earth Network

Article I. Name and Purpose

Section 1. Name

The name of the corporation is **Earth Talks Foundation** (the Corporation), an Idaho nonprofit corporation. It was formerly registered at Rotary Earth Network.

Section 2. Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Its specific purposes are to:

1. Provide professional expertise and funding to support and implement the **Rotary Earth Network Club's Signature Programs**;
2. Advance environmental sustainability by connecting people and organizations to share knowledge, develop solutions, and inspire collective action to protect and restore Earth's air, water, land, and energy; and
3. Provide administrative funding to the Rotary Earth Network Club through outreach, networking, and fundraising.

The Corporation is a **separate legal entity** and is **not affiliated with Rotary International, The Rotary Foundation, nor Rotary District 5400.**

Article II. Offices

The Corporation shall maintain its principal office in the State of Idaho. The Board of Directors may designate additional offices as needed.

Article III. Nonprofit and Tax-Exempt Status

Section 1. Nonprofit Status

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The Corporation is organized under the Idaho Nonprofit Corporation Act, Idaho Code Title 30, Chapter 30.

Section 2. Tax-Exempt Status

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered.

The Corporation shall not carry on activities not permitted to organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Restrictions on Activities

The Corporation shall not:

- Participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;
- Substantially attempt to influence legislation, except as permitted under the Internal Revenue Code.

Article IV. Membership

The Corporation shall have **no members**. All rights and responsibilities normally vested in members shall be exercised by the Board of Directors.

Article V. Board of Directors

Section 1. Authority and Responsibility

The Corporation shall be governed by its Board of Directors (the "Board"). The Board has full authority to manage, control, and direct the affairs and property of the Corporation.

Section 2. Number and Qualifications

The Board shall consist of **no fewer than three (3)** and **no more than fifteen (15)** directors. Directors must be individuals at least 18 years of age.

Section 3. Terms of Office

Directors shall serve **three-year terms**, renewable without limit. Terms should be staggered to ensure continuity.

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Section 4. Election and Removal

Directors are elected by majority vote of the Board. Any director may be removed by a two-thirds vote of the Board whenever such action is in the best interest of the Corporation.

Section 5. Resignation

A director may resign at any time by written notice to the Board.

Section 6. Vacancies

Vacancies may be filled by majority vote of the remaining directors.

Section 7. Conflict of Interest

The Board shall adopt and maintain a Conflict of Interest Policy consistent with IRS requirements.

Article VI. Meetings of the Board

Section 1. Regular Meetings

The Board shall meet at least **twice per year**, in person or by electronic means.

Section 2. Special Meetings

Special meetings may be called by the Chair, the Executive Committee, or any two directors.

Section 3. Notice

At least **three (3) days notice** shall be given for regular or special meetings unless waived by unanimous written consent.

Section 4. Quorum

A majority of directors then in office constitutes a quorum.

Section 5. Voting

Decisions are made by majority vote of directors present unless these Bylaws require a greater vote.

Section 6. Action Without Meeting

The Board may act without a meeting by unanimous written consent, including emails.

Article VII. Officers

Section 1. Officers

The Corporation shall have at minimum the following officers:

- **Chair**
- **Vice Chair**
- **Secretary**
- **Treasurer**

Officers must be directors.

Section 2. Election and Term

Officers shall be elected annually by the Board.

Section 3. Duties

- **Chair:** Presides over meetings, ensures implementation of Board decisions.
- **Vice Chair:** Acts in place of the Chair when needed.
- **Secretary:** Maintains corporate records, meeting minutes, and notices.
- **Treasurer:** Oversees financial records, budgeting, and required filings.

Section 4. Removal

Any officer may be removed by a majority vote of the Board.

Article VIII. Committees

The Board may establish standing or ad hoc committees, including but not limited to:

- Executive Committee
- Finance Committee
- Programs Committee
- Development/Fundraising Committee

Committees may not exercise powers reserved exclusively for the Board under Idaho law.

Article IX. Financial Administration

Section 1. Fiscal Year

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The fiscal year shall be the calendar year unless otherwise determined by the Board.

Section 2. Financial Controls

The Corporation shall adopt policies ensuring financial integrity, including:

- Dual signatures for checks above a designated amount are documented in the Administrative Procedures.
- Annual budget approval by the Board.
- Independent financial review or audit as required by law or Board determination.

Section 3. Gifts and Grants

The Corporation may accept contributions consistent with its exempt purposes. Donor restrictions shall be honoured.

Section 4. Prohibited Private Benefit

No director or officer may receive financial benefit beyond reasonable compensation for services approved by the Board.

Article X. Relationship with the Rotary Earth Network Club

The Corporation may provide funding, expertise, and administrative support to the REN Club's programs, projects, and campaigns.

The REN Club has **no governing authority** over the Corporation.

The Corporation shall not use Rotary International or Rotary Foundation trademarks, branding, or insignia without proper authorization.

Article XI. Indemnification

To the full extent permitted by Idaho law, the Corporation shall indemnify its directors and officers against expenses and liabilities incurred in connection with their service.

Article XII. Amendments

These Bylaws may be amended by a **two-thirds vote** of the Board, provided at least **ten (10) days written notice** has been provided.

Amendments must remain consistent with Idaho law and IRS 501(c)(3) requirements.

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Article XIII. Dissolution

Upon dissolution, assets shall be distributed exclusively for charitable purposes to one or more organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code. No assets shall be distributed to directors, officers, or private persons.

Adopted on: 12/15/2025

By the Board of Directors of the Earth Talks Foundation

Officer Title	Printed Name	Signature	Date
Chair	Laurie N Zuckerman	<i>Laurie N. Zuckerman</i>	12/15/2025
Vice Chair	Karin Tome	<i>Karin Tome</i>	12/12/2025
Secretary	Taesun Connors	<i>Taesun Connors</i>	12/15/2025