

**Adoption of the Amended and Restated Bylaws of
ROTARY INTERNATIONAL DISTRICT 5300 INC.
a California Nonprofit Public Benefit Corporation**

The undersigned, being all of the directors of Rotary International District 5300 Inc., a California Nonprofit Public Benefit Corporation (the "Corporation"), adopt the following resolutions on behalf of the Corporation by written consent under California Corporations Code section 5211(b):

WHEREAS, amended bylaws were adopted on or around May 18, 2018, for the regulation of the affairs of the Corporation.

WHEREAS, it is deemed to be in the Corporation's best interest to adopt the amended and restated bylaws (the "Restated Bylaws") attached to these resolutions as the bylaws of the Corporation.

IT IS RESOLVED THAT the Restated Bylaws attached to these resolutions are adopted as the Corporation's bylaws.

IT IS FURTHER RESOLVED THAT the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of the Restated Bylaws, to insert the Restated Bylaws as so certified in the minute book of the Corporation, and to see that a copy of the Restated Bylaws, similarly certified, is kept at the principal office to transact the business of the Corporation.

Date: _____

Gilda Moshir, Director

Dennis Franklin, Director

Karina Anderson, Director

Michael Driebe, Director

**Bylaws of
Rotary International District 5300 Inc.**

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**Bylaws of
ROTARY INTERNATIONAL DISTRICT 5300 INC.
a California Nonprofit Public Benefit Corporation**

Article 1 – NAME AND PURPOSE

1.1. NAME AND PURPOSE

- 1.1.1. The name and purpose of this corporation (“Corporation”) are as set forth in the Corporation’s Articles of Incorporation. The Corporation’s name and purpose may be amended only by an amendment to the Articles of Incorporation as set forth in Section 12.6.
- 1.1.2. The Corporation may only engage in activity that is in furtherance of its purpose as set forth in its Articles of Incorporation.
- 1.1.3. These bylaws, together with amendments subsequently adopted, Rotary International, an Illinois not-for-profit corporation (“Rotary International”) policies, including the Constitution of Rotary International (the “RI Constitution”), the Bylaws of Rotary International (the “RI Bylaws”), and the most recent Rotary International Manual of Procedure (the “RI Manual”), shall constitute the legislation governing the administration of the Corporation and shall replace and supersede any and all legislation previously enacted by the Corporation. If any provision of these bylaws is not in conformity with the RI Constitution, the RI Bylaws, or the RI Manual, as amended from time to time, the terms of the RI Constitution, the RI Bylaws, or the RI Manual shall prevail at all times, except as required by the California Nonprofit Law (the “Nonprofit Law”).

Article 2 – MEMBERS

2.1. QUALIFICATIONS AND CLASSES OF MEMBERSHIP

The Corporation shall have one class of voting members comprised of and limited to all Rotary clubs designated to be in Rotary International district 5300 (“District 5300”) (the “Member Clubs”), pursuant to the RI Bylaws. Only Member Clubs shall be considered “members” within the meaning of the Nonprofit Law. Unless otherwise specified, all references to “members” in these bylaws shall be deemed to refer only to Member Clubs.

2.2. RIGHTS OF MEMBERSHIP

All Member Clubs in good standing shall have the right to vote, as set forth in these bylaws, on the nomination of the governor of District 5300 (the “District Governor”), disposition of all or substantially all the assets of the Corporation, any merger and its principal terms and any amendment of those terms, and any election to dissolve the Corporation. In addition, Member Clubs shall have all rights afforded members under the Nonprofit Law.

2.3. RESPONSIBILITIES AND STANDARDS

Member Clubs, both directly and/or through the actions of their individual members, shall comply with the responsibilities and standards of membership, including maintaining conduct that enhances the Corporation's image and reputation and does not cause it embarrassment; behaving in a civil manner; supporting the Corporation's harmony, mission, and welfare; and complying with the Corporation's policies. Other responsibilities and standards of membership shall be defined in the standing rules.

2.4. MEMBERS' DUES, FEES, AND ASSESSMENTS

Each Member Club must pay the per capita dues, fees, and assessments in amounts to be fixed from time to time by the board of directors of the Corporation (referred to in these bylaws as the "Board"). The payment of each Member Club's per capita dues shall be divided into two (2) semi-annual periods extending from July 1 to December 31 and from January 1 to June 30. The payment of these dues shall be made within thirty days upon receipt of the invoice, and such dues shall be based upon the number of members of the Member Club on the date the invoice is issued. Dues, fees, and assessments not submitted within thirty days upon receipt of the invoice will be considered delinquent.

2.5. MEMBERS IN GOOD STANDING

Member Clubs who have paid the required dues, fees, and assessments in accordance with these bylaws and are not suspended shall be members in good standing.

2.6. RESIGNATION, SUSPENSION AND TERMINATION OF MEMBERSHIP

A Member Club's resignation, suspension, or termination as a member of Rotary International in accordance with the RI Bylaws shall constitute a resignation, suspension, or termination as a member of the Corporation. The procedure for suspension or termination of a Member Club as a member of Rotary International set forth in the RI Bylaws is incorporated by reference into these bylaws as the procedure for suspension or termination of a Member Club as a member of the Corporation, provided that the effective date of the suspension or termination of the Member Club as a member of the Corporation shall not be less than five days after the hearing relating to such suspension or termination of such Member Club as a member of Rotary International. Resignation from membership shall not relieve the resigning Member Club from any obligation for dues, assessments, fees, charges incurred, and services or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning Member Club to any refund of dues, fees, or charges previously paid. Any action challenging a suspension or termination of membership, including any claim alleging defective notice, must be commenced within one year after the date of the suspension or termination.

2.7. TRANSFER OF MEMBERSHIP

2.7.1. No membership or right arising from membership shall be transferred.

2.7.2. Current or former individual members of any Member Club are welcome to seek membership in another Member Club. An individual's membership in one Member Club does not automatically confer such individual's membership in another.

- 2.7.3. Member Clubs receiving an application from a current or former Rotarian must adhere to the requirements outlined in RI Bylaws section 4.030. This includes obtaining written confirmation from the Rotarian's previous Member Club verifying that all financial obligations have been satisfied and confirming the individual's prior membership status.
- 2.7.4. Each Member Club should define within its own bylaws the process for admitting current or former Rotarians, which may include a simplified procedure distinct from that used for individuals new to Rotary.

2.8. MEETINGS OF MEMBERS

Regular meetings of the Member Clubs shall be held at any time and place within or outside California, as determined by the Board. At any regular Member Club meeting, any proper business may be transacted, subject to Section 2.10 of this Article. The annual meeting of members shall be held at the annual meeting of members in good standing of Member Clubs in District 5300 ("Rotarians") and Member Clubs to further Rotary objectives through fellowship, inspirational addresses, and the discussion of matters related to the affairs of the Member Clubs and District 5300 ("District Conference") (unless the Board fixes another date and so notices the members as provided in Section 2.10 of this Article). If authorized by the Board in its sole discretion, and subject to those guidelines and procedures as the Board may adopt, members not physically present in person at a meeting of the members may attend the meeting by conference telephone, video screen, or other electronic transmission, provided that the requirements of section 5510(f) of the Nonprofit Law are satisfied.

2.9. SPECIAL MEETINGS

- 2.9.1 Special meetings of the Member Clubs may be called by the Board or the President or upon the written request of 5 percent or more of the Member Clubs for any lawful purpose at any time.
- 2.9.2 A special Member Club meeting called by the President or the sufficient number of Member Clubs entitled to call a special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, the Vice President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Member Clubs entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least 35 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the President or Member Clubs requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a Member Club meeting may be held when the meeting is called by the Board.
- 2.9.3 No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

2.10. NOTICE OF MEETINGS

- 2.10.1 Whenever Member Clubs are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each Member Club entitled to vote at that meeting. The notice shall specify the place, date, and time of the meeting. For the annual meeting, the notice

shall state the matters that the Board, at the time notice is given, intends to present for action by the Member Clubs. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be appointed shall include the names of all persons who are nominees when notice is given.

2.10.2 Approval by the Member Clubs of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

2.10.2.1 Removing a director without cause;

2.10.2.2 Filling vacancies on the Board;

2.10.2.3 Amending the Articles of Incorporation;

2.10.2.4 Electing to wind up and dissolve the Corporation;

2.10.2.5 Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any organization in which a director has a material financial interest; or

2.10.2.6 Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes as specified in the Articles or bylaws, when the Corporation is in the process of winding up.

2.10.3 Notice of any Member Club meeting shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date (except in the case of a special meeting, in which case any contrary provisions specified in Section 2.9.2 of this Article shall prevail). The notice shall be given either personally, or by first-class, registered, or certified mail, electronic transmission (pursuant to Section 2.10.4, below), or by other means of written communication, charges prepaid, and shall be addressed to each Member Club entitled to vote, at the address of that Member Club as it appears on the books of the Corporation or at the address given by the Member Club to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either:

2.10.3.1 Notice is sent to that Member Club by first-class mail or other written communication to the Corporation's principal office; or

2.10.3.2 Notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

2.10.4 Notice may be given by electronic transmission (including, without limitation, by e-mail) only if the:

2.10.4.1 Recipient has provided an unrevoked consent to the use of those means of transmission for communications from the Corporation;

2.10.4.2 Posting or delivery of the electronic transmission is made in such a way that it creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into a clearly legible tangible form; and

2.10.4.3 Electronic transmission is preceded by or includes a clear written statement to the

recipient as to:

- 2.10.4.3.1 Any right of the recipient to have the record provided or made available on paper or in nonelectronic form;
- 2.10.4.3.2 Whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation; and
- 2.10.4.3.3 The procedures the recipient must use to withdraw the consent.

2.10.5 An affidavit of mailing of any notice of any Member Club meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

2.10.6 Notice may not be given to a Member Club by electronic transmission if either:

- 2.10.6.1 The Corporation is unable to deliver two consecutive notices to the Member Club by that means; or
- 2.10.6.2 The inability to so deliver notices to the Member Club becomes known to the Secretary, any Assistant Secretaries, or any other person responsible for giving notice.

2.11. QUORUM

One third of the voting power shall constitute a quorum for the transaction of business at any Member Club meeting.

2.12. VOTING

2.12.1 Subject to the Nonprofit Law, all Member Clubs in good standing on the record date as determined under Section 2.5 of this Article shall be entitled to vote at any members' meeting.

2.12.2 Each Member Club shall select and certify one representative (a "Club Representative") to represent the Member Club at the District Conference and any Member Club meeting. Club Representatives are entitled to vote on behalf of Member Clubs and may cast one vote on each matter submitted to a vote of the Member Clubs.

2.12.3 Voting may be by voice or by ballot. The Board may provide for Club Representatives to vote by ballot via e-mail or electronic message board or network, but only as follows:

- 2.12.3.1 Club Representatives may vote via e-mail when their e-mail is directed to the e-mail address that the Corporation has provided from time to time to members for sending such communications to the Corporation.
- 2.12.3.2 Club Representatives may vote via electronic message board or network that the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting.

2.12.3.3 Voting via e-mail, electronic message board and network shall only be permitted and valid if the Corporation has placed in effect reasonable measures to verify that the sender is the Club Representative purporting to send the transmission and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

2.12.4 If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on the matter, shall be deemed the act of the members unless the vote of a greater number is required by the Nonprofit Law, these bylaws, or the Articles of Incorporation.

2.13. WAIVER OF NOTICE

2.13.1 The transaction of any Member Club meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if:

2.13.1.1 a quorum is present, and

2.13.1.2 either before or after the meeting, each Club Representative entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 2.10.2 of this Article, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

2.13.2 A Club Representative's attendance at a meeting shall constitute a waiver of notice of that meeting unless the Club Representative objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if the objection is expressly made at the meeting.

2.14. ACTIONS BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the Member Clubs may be taken without a meeting if all Club Representatives consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Member Clubs.

2.15. ACTION BY WRITTEN BALLOT

2.15.1 Any action required or permitted to be taken by the members may be taken without a meeting if the Corporation distributes one written ballot to each Club Representative entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 2.10.3 of this Article. All solicitations of votes by written ballot shall:

- 2.15.1.1 State the number of responses needed to meet the quorum requirement;
 - 2.15.1.2 State the percentage of approvals necessary to pass the measure or measures; and
 - 2.15.1.3 Specify the time by which the ballot must be received in order to be counted.
- 2.15.2 Each ballot so distributed shall:
- 2.15.2.1 Set forth the proposed action;
 - 2.15.2.2 Give the Club Representative an opportunity to specify approval or disapproval of each proposal; and
 - 2.15.2.3 Provide a reasonable time in which to return the ballot to the Corporation.
- 2.15.3 If approved by the Board, any ballot that is sent by electronic transmission may be returned to the Corporation by the same means.
- 2.15.4 Approval by written ballot shall be valid only when:
- 2.15.4.1 The number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
 - 2.15.4.2 The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- 2.15.5 A written ballot may not be revoked.
- 2.15.6 All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least four years.

2.16. RECORD DATE

- 2.16.1 For purposes of establishing the Member Clubs entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:
- 2.16.1.1 Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting; provided, however, that in the case of a special meeting, any contrary provisions specified in Section 2.9.2 of this Article shall prevail;
 - 2.16.1.2 Voting at a meeting shall be no more than 60 days before the date of the meeting;
 - 2.16.1.3 Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

2.16.1.4 Taking any other action shall be no more than 60 days before that action.

2.16.2 If not otherwise fixed by the Board, the record date for determining Member Clubs entitled to receive notice of a Member Club meeting shall be the business day immediately preceding the day on which notice is given or, if notice is waived, the business day immediately preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining Member Clubs entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Section 2.16 of this Article, a Member Club holding a membership at the close of business on the record date shall be a member of record.

2.17. PROXIES

No voting shall be held by proxy.

2.18. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

Any Member Club meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Member Clubs represented at the meeting. No meeting may be adjourned for more than 45 days. When a Member Club meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member Club who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting.

Article 3 DISTRICT GOVERNOR

3.1 DISTRICT GOVERNOR QUALIFICATIONS AND DUTIES

3.1.1 The qualifications for District Governor are as set forth for the position of Governor in the RI Bylaws.

3.1.2 The duties of District Governor are as set forth for the position of Governor in the RI Bylaws.

3.1.3 The District Governor shall have the following additional duties:

3.1.3.1. Establish and supervise a Corporation office at such a location as the District Governor shall select. This office will be responsible for maintaining the official files of the Corporation including:

3.1.3.1.1. copies of relevant reports and correspondence of the current District Governor made to Rotary International and The Rotary District 5300 Foundation, Inc., a California nonprofit public benefit corporation (the "Foundation");

3.1.3.1.2. current and past Corporation financial reports;

3.1.3.1.3. current and past Corporation directories;

3.1.3.1.4. current and past governors' monthly newsletters; and

3.1.3.1.5. current and past contracts and agreements.

3.1.3.2 Pass control of the office files, together with any Corporation owned properties, to the District Governor's successor after the close of the District Governor's term of office.

3.2 DISTRICT GOVERNOR NOMINATION AND ELECTION; MEMBER CLUB CHALLENGES

3.2.1 The Corporation shall select a nominee for governor of District 5300 (the "District Governor-Nominee-Designate") in accordance with the RI Bylaws.

3.2.2 The qualifications for the District Governor-Nominee-Designate are as set forth in the RI Bylaws.

3.2.3 The Corporation shall select the District Governor-Nominee-Designate at least twenty four (24) months and not sooner than thirty four (34) months prior to becoming the District Governor. On July 1, two years before taking the District Governor office, the District Governor-Nominee-Designate shall become the "District Governor-Nominee." On July 1, one year before assuming the District Governor office, the District Governor-Nominee shall become the "District Governor-Elect" and attend the RI assembly that year. On July 1 after serving as the District Governor-Elect for one year, the District Governor-Elect shall serve as the District Governor for one year, after which they shall become the most recent past District Governor (the "District Governor-Past") for one year.

3.2.4 The Corporation shall utilize the nominating committee procedure in accordance with the RI Bylaws, unless the Member Clubs pass a resolution at a District Conference by a majority vote of the Club Representatives present and voting to use another procedure.

3.2.5 The Corporation's nominating committee (the "Nominating Committee") shall consist of twelve (12) members, each of whom is a Rotarian. The members shall be appointed by the District Governor-Elect and shall consist of three (3) past District Governors (one (1) of whom serves as chair), three (3) past Member Club presidents, three (3) past assistant governors or executive assistant governors, and three (3) current Member Club presidents. In addition, the District Governor-Elect shall appoint four (4) alternates, one (1) in each of the four (4) categories.

- 3.2.6 The Nominating Committee shall reflect the make-up of the Member Clubs to ensure equitable participation by small and large clubs, established and new clubs, California and Nevada clubs, and other factors as may be considered worthy. To assure all Rotarians that the membership of the Nominating Committee reflects the make-up of the Member Clubs in the district, the membership of this committee shall be announced after the meeting of the committee.
- 3.2.7 The chair of the Nominating Committee (the “Nominating Committee Chair”) shall be appointed by the District Governor-Elect and shall be one of the three (3) past District Governors. The Nominating Committee Chair shall be an active voting member of the committee, and should there be an unresolved tie vote, the Nominating Committee Chair will cast an additional vote to break the tie.
- 3.2.8 The Nominating Committee shall perform the following duties:
- 3.2.8.1 solicit District Governor candidate proposals from the Member Clubs at least two months before such suggestions are due to the nominating committee and review the qualifications of the District Governor candidates proposed by the Member Clubs;
- 3.2.8.2 nominate the best qualified Rotarian among the District Governor candidates as the District Governor-Nominee-Designate;
- 3.2.8.3 notify the District Governor of the District Governor-Nominee-Designate within 24 hours of the adjournment of the meeting at which the Nominating Committee selected the District Governor-Nominee-Designate, and upon such notification, the District Governor shall notify the Member Clubs of the nominated District Governor-Nominee-Designate within three days; and
- 3.2.8.4 carry out all other Nominating Committee duties as set forth in the RI Bylaws.
- 3.2.9 Any Member Club in the district may propose a challenging candidate for District-Governor-Nominee-Designate, with any such challenge, its validation, and any resulting election to be conducted in accordance with the RI Bylaws. If there is no valid challenging candidate, the District Governor shall declare the Nominating Committee’s candidate as the District Governor-Nominee-Designate and shall notify all Member Clubs within 15 days.

Article 4 BOARD OF DIRECTORS, POWERS AND REMOVAL

4.1 POWERS

The Corporation shall have a Board. The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4.2 NUMBER AND COMPOSITION

The Board shall be comprised of the District Governor, who shall serve *ex officio* as the sole director of the Corporation for the duration of their term as District Governor. For purposes of these bylaws and all corporate governance matters, any references to the “Board” or “Board of Directors” shall be deemed to refer to the District Governor acting in their capacity as the sole director and board of directors of the Corporation.

4.3 REMOVAL OF DISTRICT GOVERNOR

The District Governor may be removed without cause by the President of Rotary International in accordance with the RI bylaws.

4.4 VACANCIES

- 4.4.1 A vacancy on the Board shall exist (i) on the temporary inability of the District Governor to perform their duties or (ii) on the death, resignation, or removal of the District Governor.
- 4.4.2 The Nominating Committee may select a past governor, proposed by the Governor-Elect, to be Vice Governor, who shall serve during the year following selection. If the Nominating Committee makes no selection, the Governor-Elect may select a past governor to be Vice Governor. The role of the Vice Governor is to replace the District Governor in case of a temporary or permanent inability to perform the District Governor’s duties or a vacancy in the office of District Governor.
- 4.4.3 If there is no Vice Governor, the President of Rotary International may appoint a past governor, preferably from District 5300, to become the acting District Governor.
- 4.4.4 The President of Rotary International may declare vacant the office of District Governor who has been declared of unsound mind by a final order of a court of competent jurisdiction, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under sections 5230 through 5239 of the Nonprofit Law. In addition, the President of Rotary International may declare vacant the office of the District Governor if they fail or cease to meet any required qualification that was in effect at the beginning of the District Governor’s current term of office.
- 4.4.5 The District Governor may resign effective upon giving written notice to the President of Rotary International unless such notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein. If there is no Vice Governor to immediately fill the position of District Governor upon their resignation, the District Governor may only resign if they have first given notice to the Attorney General of the State of California.
- 4.4.6 A person designated to fill a vacancy as provided by this Section shall hold office for the remainder of the unexpired term in question or until their death, resignation, or removal from office.

Article 5 – BOARD STANDARD OF CONDUCT

5.1 DIRECTOR FIDUCIARY DUTY

It is the obligation of the director of the Corporation to perform their duties (a) in good faith, (b) in a manner such director believes to be in the best interests of the Corporation, and (c) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a director serves.

5.2 GENERAL DUTIES

It is the duty of the director to:

- 5.2.1 Perform any and all duties imposed on them individually by law, by the Articles of Incorporation, or by these bylaws; and
- 5.2.2 Register their address, phone, and email address with the Secretary. Notices of meetings delivered or telephoned, including by voice messaging system, to a director at such address or phone number shall be valid notices. Notices of meetings delivered by email or by other electronic means shall be valid notices thereof if given in compliance with Section 12.1.1.

5.3 MANAGEMENT OF CORPORATE INVESTMENTS

In the administration of the powers to make and retain investments and to delegate investment management of corporate funds, the Board shall avoid speculation and shall consider among other relevant considerations the long and short-term needs of the Corporation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions. The administration of such investments shall comply with additional standards or investment guidelines, if any, imposed by any investment policy adopted by the Board as well as the express terms of any instrument or agreement pursuant to which the assets were contributed to the Corporation.

5.4 RESTRICTION REGARDING INTERESTED PERSONS

Notwithstanding any other provision of these bylaws, the District Governor may not be an interested person. For the purposes of this Article, an “interested person” is:

- 5.4.1 Any person currently being compensated by the Corporation for services rendered it within the previous twelve months excluding any reasonable compensation paid to a director as director. For purposes of this definition, compensation means any payment as a full or part-time employee, an officer, a contractor, a vendor or otherwise.
- 5.4.2 Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

5.5 SELF-DEALING

5.5.1 The Corporation shall not enter into any transaction (including, but not limited to, a contract, compensation arrangement, or other agreement), directly or indirectly, with the District Governor. Additionally, the Corporation shall not enter into any transaction (including, but not limited to, a contract, compensation arrangement, or other agreement), directly or indirectly, with: (i) any officer of the Corporation, including, but not limited to, the President or chief executive officer, and the Treasurer or chief financial officer; (ii) any person who during the 5-year period ending on the date of such transaction was in a position to exercise substantial influence over the affairs of the Corporation; (iii) any person who is a relative by blood or marriage of such a person or the District Governor; or (iv) any entity in which persons described in (i) through (iv), above, or the District Governor, own more than 35 percent of the voting power, profit interest or beneficial interest, unless:

5.5.1.1 The material facts regarding the transaction and the nature of that person's direct or indirect financial interest are fully disclosed in good faith and noted in the minutes, or are known to the Board, prior to consideration by the Board of such transaction;

5.5.1.2 Prior to consummating the transaction or any part thereof, such transaction is authorized in good faith by the District Governor;

5.5.1.3 The District Governor does not have a financial interest in the transaction; and

5.5.1.4 At the time the transaction is entered into:

5.5.1.4.1 The transaction is fair and reasonable to the Corporation; and

5.5.1.4.2 The Corporation entered into it for its own benefit.

5.5.2 The District Governor, upon election to the Board, and thereafter no later than the first board meeting of each fiscal year, shall submit a signed statement on a form determined by the Board or a designated committee of the board disclosing any actual or possible conflict of interest of any interested persons, including all material facts thereof, and affirming that the District Governor:

5.5.2.1 Has received a copy of, read, understands, and agrees to comply with this Section 5.5 of the bylaws or any conflict of interest policy adopted by the Board; and

5.5.2.2 Understands that the Corporation is charitable and in order to maintain its federal tax exemption must engage primarily in activities that accomplish one or more purposes described by section 501(c)(3) of the Internal Revenue Code (the "Tax Code").

5.6 COMMON DIRECTORS

The Corporation shall not enter into a contract or transaction with any other entity of which the District Governor is a member of that entity's governing body (such director being a "Common Director") unless the contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved, or ratified.

5.7 COMPENSATION

The District Governor shall serve without compensation. The District Governor may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 5.2.

5.8 LOANS TO OFFICERS OR DIRECTORS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation, its parent, or any subsidiary.

5.9 NON-LIABILITY OF DIRECTORS

Subject to the limitations as set forth in the Nonprofit Law or other laws, directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

5.10 INSURANCE FOR CORPORATE AGENTS

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such, whether or not the Corporation would have the power to indemnify such person against the liability under Section 5.11; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any such person for a violation of the prohibition on self-dealing in Section 5233 of the Nonprofit Law.

5.11 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

5.11.1 For purposes of this Section, the following terms shall have the meanings ascribed:

5.11.1.1 "Agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

5.11.1.2 "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

5.11.1.3 "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by

reason of their position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

- 5.11.2 The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action brought (a) by or in the right of the Corporation to procure a judgment in its favor, (b) under Section 5233 of the Nonprofit Law, or (c) by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any 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 the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
- 5.11.3 The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of the Corporation, or brought under Section 5233 of the Nonprofit Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of the Corporation, against expenses actually and reasonably incurred in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. Provided, however, that no indemnification shall be provided under this Section:
- 5.11.3.1 In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the Corporation in the performance of the person's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- 5.11.3.2 Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- 5.11.3.3 Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
- 5.11.4 To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in Section 5.11.2 or 5.11.3, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim.

- 5.11.5 Except as provided in Section 5.11.4, any indemnification shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent has met the applicable standard of conduct set forth in Section 5.11.2 or 5.11.3, by:
- 5.11.5.1 A majority vote of a quorum consisting of directors who are not party to the proceeding;
 - 5.11.5.2 Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or
 - 5.11.5.3 The court in which the proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.
- 5.11.6 Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking (within the meaning of Code of Civil Procedure section 995.010 et seq.) by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Section.
- 5.11.7 No indemnification or advance shall be made under this Section, except as provided in Section 5.11.4 or Section 5.11.5.3, in any circumstance where it appears:
- 5.11.7.1 That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, these bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - 5.11.7.2 That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- 5.11.8 Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, savings, thrift, or other retirement, incentive, or benefit plan, trust, or provision for any or all of the Corporation's directors, officers, employees, and persons providing services to the Corporation or any of its subsidiary or related or affiliated corporations, in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in these bylaws. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

5.12 EMERGENCY POWERS

- 5.12.1 Notwithstanding anything to the contrary herein, this Section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 6.5 and 6.8 of these bylaws:
- 5.12.1.1 A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion;
 - 5.12.1.2 An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
 - 5.12.1.3 An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
 - 5.12.1.4 A state of emergency proclaimed by the Governor of this state or by the President of the United States.
- 5.12.2 In anticipation of or during an emergency, the Board may:
- 5.12.2.1 Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
 - 5.12.2.2 Relocate the principal office or authorize the officers to do so; or
 - 5.12.2.3 Take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders.
- 5.12.3 During an emergency, the Board may:
- 5.12.3.1 Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication, email, texting and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by Section 6.5; and
 - 5.12.3.2 Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

Article 6 – MEETINGS OF THE BOARD

6.1 REGULAR MEETINGS

Regular meetings of the Board shall be held at such times and places as may be determined by the District Governor acting in their capacity as the sole director of the Corporation. The District Governor shall appoint officers, review and approve financial statements and budgets, and transact other business, as needed. The District Governor make take any required action by written consent in lieu of a meeting.

6.2 SPECIAL MEETINGS

Special meetings of the Board may be called by the District Governor, any Vice President, or the Secretary. The purpose of the meeting shall be stated in the request for a special meeting., and such meetings shall be held at the place designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the Corporation.

6.3 MINUTES

6.3.1 The Board shall be responsible for preparing, approving and maintaining minutes of the proceedings of the meetings of the Board. The Secretary or such person designated by the District Governor shall take the minutes.

6.3.2 Minutes of all meetings, proceedings and actions of the Board and of committees of the Board must be maintained pursuant to Section 10.1. The minutes of meetings must include:

- 6.3.2.1 The time and place that the meeting was held;
- 6.3.2.2 Whether the meeting was annual, regular, or special, and, if special, how authorized;
- 6.3.2.3 How notice was given and to whom;
- 6.3.2.4 If applicable, waivers of notice and consents to holding of meeting pursuant to Section 6.7;
- 6.3.2.5 The names of the persons present at the meeting; and
- 6.3.2.6 The actions taken and decisions made by the Board at that meeting, including the number of votes for, against and in abstention of each such action or decision, and may include how each director voted on such action or decision.

6.4 PLACE OF MEETINGS

Meetings of the Board may be held at any place that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Corporation. If such means is provided, the District Governor may attend a meeting of the Board by conference telephone, video screen or other electronic transmission.

6.5 NOTICE OF MEETINGS

6.5.1 Notices of Board meetings are valid if made by:

- 6.5.1.1 First-class mail, postage prepaid;

- 6.5.1.2 Personal delivery of oral or written notice;
- 6.5.1.3 Delivery by overnight courier or private delivery service that can be and is confirmed;
- 6.5.1.4 Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
- 6.5.1.5 Email; or
- 6.5.1.6 Other electronic means;

provided, however, that notice may only be provided by email or other electronic means to a director if given in compliance with Section 12.1.1.

- 6.5.2 Notice of regular meetings need not be given if the time and place of the meeting is fixed by a resolution of the Board that is noted in minutes. Otherwise, notice of regular meetings will be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail, which will not be valid unless made four days prior to the date of the meetings.
- 6.5.3 All notices of Board meetings shall be given or sent to the District Governor's address, telephone number, or email address as shown on the Corporation's records.

6.6 CONTENTS OF NOTICE

Notices of meetings shall specify the place (if other than the Corporation's principal office) or means of electronic attendance, day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

6.7 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

- 6.7.1 If the District Governor did not receive valid notice pursuant to Sections 6.5 and 6.6, the meeting held shall be void and any actions taken therein shall not be valid unless the District Governor either:
 - 6.7.1.1 Attends the meeting and does not protest the lack of proper notice to them before the meeting begins; or
 - 6.7.1.2 At any time before or after the meeting:
 - 6.7.1.2.1 Signs a waiver of notice;
 - 6.7.1.2.2 Signs a written consent to the holding of the meeting; or
 - 6.7.1.2.3 Approves of the minutes of the meeting.
- 6.7.2 The waiver of notice or consent need not specify the purpose of the meeting.
- 6.7.3 All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

6.8 QUORUM FOR MEETINGS

A meeting may not commence unless the District Governor is present.

6.9 BOARD ACTION

The Board may act by approving a resolution properly set before the Board.

6.10 ACTION BY WRITTEN CONSENT WITHOUT MEETING

Any action of the Board may be taken without a meeting if the District Governor consents to such action in writing. Consent in writing includes consent by electronic transmission to the Corporation if all of the requirements set forth in Section 12.1.2 are satisfied. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Article 7 – OFFICERS

7.1 NUMBER OF OFFICERS

The Corporation will have a President, a Vice President, and a Secretary (the "Executive Officers"). The Corporation will also have a Treasurer. The District Governor shall serve as President. The District Governor-Elect shall serve as Vice President. The District Governor-Nominee shall serve as Secretary. The District Governor shall appoint a Rotarian to serve as Treasurer. The Corporation may also have one or more additional Vice Presidents, Assistant Treasurers, Assistant Secretaries, or other officers, as determined by the Board.

7.2 QUALIFICATION

Only Rotarians may serve as officers of the Corporation.

7.3 TERM OF OFFICE

The Executive Officers shall serve in their positions *ex-officio, i.e.*, as long as they remain in their roles of District Governor, District Governor-Elect, and District Governor-Nominee. Officers shall serve at the pleasure of the Board, subject to removal and resignation procedures as provided for in Section 7.5, for terms of office of one year.

7.4 APPOINTMENT OF SUBORDINATE OFFICERS

The Board may appoint such other officers as it may deem desirable. Such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

7.5 REMOVAL AND RESIGNATION

7.5.1 Any officer appointed by or under the direction of the Board may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or by an officer on

whom such power of removal may be conferred by the Board, subject to the rights, if any, of any officer under their terms of employment.

- 7.5.2 Any officer may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect on the date of receipt of such notice or on any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to any rights or remedies of the Corporation.

7.6 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board. A person appointed or elected to a vacant office may hold that office until the next election meeting or until their death, resignation, or removal from office, whichever comes first. Vacancies occurring in subordinate offices may, but need not, be filled at the discretion of the Board.

7.7 DUTIES OF THE PRESIDENT

The President is to:

- 7.7.1 Be the chief executive officer of the Corporation and, subject to the control of the Board, generally supervise, direct and control the Corporation's activities, affairs, and offices;
- 7.7.2 Preside at all meetings of the Board and the Member Clubs;
- 7.7.3 Perform all other duties incident to their office and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board.

7.8 DUTIES OF THE VICE PRESIDENT

In the absence of the President, the Vice President shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the President.

7.9 DUTIES OF THE SECRETARY

The Secretary is to:

- 7.9.1 Keep, or cause to be kept, and certify as needed, the Corporate Records pursuant to Section 10.1.1;
- 7.9.2 See that all notices of meetings are duly given in accordance with these bylaws or as required by law; and
- 7.9.3 In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board.

7.10 DUTIES OF THE TREASURER

The Treasurer is to:

7.10.1 Keep and maintain, or cause to be kept and maintained, and certify as needed, adequate and correct Financial Records pursuant to Section 10.1.2;

Provide, or cause to be provided, to the President or the Board such financial statements and reports as requested or as required by law or by these bylaws;

7.10.2 Generally oversee all funds and other assets of the Corporation, and (a) deposit, or cause to be deposited, all funds and other assets in the name and to the credit of the Corporation with such depositories as the Board may designate, and (b) disburse, or cause to be disbursed, the Corporation's funds as the Board may order;

7.10.3 Whenever requested, provide, or cause to be provided, to the President or the Board an account of any or all of their transactions as Treasurer, and of the financial condition of the Corporation;

7.10.4 In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board; and

7.10.5 Provide, or cause to be provided, to the public upon request, all tax and charity regulator filings required to be disclosed and made generally available to the public.

7.11 COMPENSATION

Officers of the Corporation shall serve without compensation. Officers may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Sections 7.7 through 7.10.

Article 8 – COMMITTEES

8.1 AUDIT COMMITTEE

8.1.1 If in any fiscal year the Corporation has gross revenues of \$2 million or more, the Corporation shall have an Audit Committee to ensure compliance with the independent audit requirements of California Government Code section 12586, including, but not limited to, preparation and reporting of an independent audit and financial statements using generally accepted accounting principles. In other years, the Corporation may have an Audit Committee.

8.1.2 It shall be the duty of the Audit Committee to:

8.1.2.1 Recommend to the Board the engagement, retention and termination of a qualified independent auditor;

- 8.1.2.2 Confer with the Corporation's auditor to ensure that the financial affairs of the Corporation are in order;
- 8.1.2.3 Confer with the Corporation's auditor to ensure that the financial affairs of the Corporation are in order;
- 8.1.2.4 Review and determine whether to accept the Corporation's audited financial statements; and
- 8.1.2.5 Approve performance of any non-audit services to be provided by the Corporation's auditing firm.

In addition, the Audit Committee may negotiate the compensation of the auditor on behalf of the Board.

- 8.1.3 Notwithstanding other provisions of these bylaws, the Audit Committee shall be composed of at least one person. Audit Committee members need not be directors of the Corporation. In addition, the composition of the Audit Committee is restricted as follows:
 - 8.1.3.1 No person who receives compensation from the Corporation, including, without limiting the foregoing, any paid staff and anyone who does business or has any financial interest in any entity that does business with the Corporation, may serve on the Audit Committee.
 - 8.1.3.2 If the Corporation has a Finance Committee, it must be separate from the Audit Committee, Finance Committee members must comprise less than 50 percent of the members of the Audit Committee and the chair of the Audit Committee may not serve on the Finance Committee.
 - 8.1.3.3 Any members of the staff, including, if applicable, the CEO, President, Treasurer or CFO may not serve on the Audit Committee.
- 8.1.4 Audit Committee members may receive no more compensation than directors receive for their service to the Corporation as directors.

8.2 ADVISORY COMMITTEES

The Corporation may designate by resolution of the Board committees that act in a non-governing, advisory capacity only. Such committees may consist of persons who are not directors of the Corporation and shall be referred to as advisory committees. The following standing committees are all advisory committees.

8.2.1 ADVISORY BOARD

- 8.2.1.1 The Advisory Board shall have not less than five nor more than 11 members. The Advisory Board shall provide non-binding recommendations and strategic advice; share subject-matter expertise; assist in public relations, fundraising, and program

development; and offer guidance on a variety of issues to support the District Governor in fulfilling their duties. All recommendations or proposals by the Advisory Board are purely advisory in nature and shall be implemented only at the discretion of the District Governor.

- 8.2.1.2 The Advisory Board shall be composed of the District Governor, District Governor-Elect, District Governor-Nominee, District Governor-Nominee-Designate, District Governor-Past, and any members designated by the District Governor (each, a “Designated Council Member”). Any Designated Council Member must be a Rotarian.
- 8.2.1.3 Designated Council Members shall be designated by the District Governor at the District Conference to terms of office of three years. The terms of Designated Council Members filling a new or expired membership shall commence on July 1 after the close of the District Conference. The term of a Designated Council Member designated to fill an unexpired membership shall commence upon the expiration of that term.
- 8.2.1.4 In lieu of designating Designated Council Members at the District Conference, the District Governor may designate Designated Council Members in a writing signed by the District Governor.
- 8.2.1.5 Each Designated Council Member, including a member designated to fill a vacancy, shall hold office until expiration of the term for which designated and until a successor has been designated and qualified.

8.2.2 *BUDGET AND FINANCE COMMITTEE*

- 8.2.2.1 The Budget and Finance Committee shall consist of the District Governor, the District Governor-Elect, the District Governor-Nominee, the District Governor-Nominee-Designate, the Treasurer, and three (3) Rotarians at-large who are active members in good standing of clubs in the district. When selecting the three Rotarians at-large, preference should be given to past District Governors, Rotarians with experience as accountants, attorneys, bankers, financial advisors, or people with experience in preparing, reading and analyzing financial statements. Each year the District Governor-Nominee shall appoint one of these three Rotarians-at-large for a three-year term, the most senior of the three shall serve as the chair of the Budget and Finance Committee, the second most senior as the vice-chair of the Budget and Finance Committee. In the first year after this amendment passes, the District Governor shall appoint one Rotarian-at-large for a one-year term and the District Governor-Elect shall appoint one Rotarian-at-large for a two year term.
- 8.2.2.2 The duties and responsibilities of the Budget and Finance Committee are as follows:
 - 8.2.2.2.1 The Budget and Finance Committee shall meet at least quarterly, offer input during the development of the Corporation’s proposed budget, review financial reports of income and expenditures, and advise the

District Governor and District Governor-Elect concerning finances of the district.

- 8.2.2.2.2 Prepare a budget of the Corporation's expenditures in cooperation with the District Governor-Elect to be submitted to the Member Clubs at least four weeks prior to approval at a meeting of incoming club presidents.
- 8.2.2.2.3 Based on the proposed budget, the Budget and Finance Committee shall recommend the amount of the per capita levy on the members of all Member Clubs in the district.
- 8.2.2.2.4 Review and recommend the amount of per capita levy to be approved in accordance with RI Bylaws.
- 8.2.2.2.5 The District Budget and Finance Committee shall have a monthly financial statement that includes actual vs. budget figures and a balance sheet to be posted on the Corporation's website by the 15th of the following month.
- 8.2.2.2.6 Assure that proper records of income and expenditures are kept.

8.2.3 *RESOLUTIONS COMMITTEE*

- 8.2.3.1 The Resolutions Committee of the Corporation shall consist of a chair appointed by the District Governor-Elect. When a resolution or district voting situation arises, the chair shall select two (2) past District Governors (with the approval of the District Governor) to serve on the committee. Members of the committee must be active Rotarians.
- 8.2.3.2 The Resolutions Committee shall ensure that the resolutions of the Corporation are in conformity with the RI Constitution and RI Bylaws.
- 8.2.3.3 At least forty-five (45) days prior to the District Conference, the Resolutions Committee shall distribute to all Member Clubs all proposed resolutions other than those of congratulatory or commendatory nature.
- 8.2.3.4 The Resolutions Committee shall conduct balloting at the District Conference as may be required. Such balloting shall be conducted in accordance with the RI Bylaws.
- 8.2.3.5 In the event the District Governor finds the need to present a resolution to the Member Clubs at a time other than the District Conference, the District Governor may do so.

8.2.4 *OTHER ADVISORY COMMITTEES*

- 8.2.4.1 To carry out the goals of the Corporation, the District Governor-Elect shall appoint experienced Rotarians as chairs to each of the following standing advisory committees during their year as District Governor:
 - 8.2.4.1.1 Public Relations
 - 8.2.4.1.2 Membership Development and Extension

- 8.2.4.1.3 The Foundation
- 8.2.4.1.4 District Training
- 8.2.4.1.5 District Administration
- 8.2.4.1.6 Vocational Service
- 8.2.4.1.7 Community Service
- 8.2.4.1.8 International Service
- 8.2.4.1.9 Youth Service
- 8.2.4.1.10 District Conference
- 8.2.4.1.11 RI Convention Promotion

- 8.2.4.2 Each chair should be an active Rotarian. No chair shall serve for more than three (3) years in succession.
- 8.2.4.3 The District Governor-Elect shall be involved in the appointments to subcommittees under each of the advisory committee. The length of these appointments shall not exceed the Rotary year. Members of these committees may be reappointed as desired by the District Governor-Elect.
- 8.2.4.4 As needs arise, the District Governor may create and appoint further advisory committees to accomplish specific tasks.
- 8.2.4.5 Advisory committees should work with relevant Rotary International and Foundation committees or resource groups, as well as Rotarians appointed by the Rotary International president or trustee chair, to facilitate action at the district or club levels.
- 8.2.4.6 Advisory committees should regularly report the status of their activities to the District Governor.
- 8.2.4.7 All advisory committee members and chairs serve at the pleasure of the District Governor.

8.3 ADVISORY COUNCIL OF PAST DISTRICT GOVERNORS

The Advisory Council of Past District Governors shall consist of the District Governor, the District Governor-Elect, the District Governor-Nominee, the District Governor-Nominee-Designate, and past District Governors who held office in District 5300, as well as Past District Governors who held office in other districts, but who are now Rotarians in District 5300. The Advisory Council of Past District Governors shall serve the Corporation in an advisory capacity. The District Governor may call a council meeting of all past District Governors at their discretion. The past District Governor who is two years out of office will serve as chair of any meeting. The time and location of the meeting shall be left to the chair's discretion. The purpose of such meetings shall be to inform past district leadership of district and Rotary International goals and activities, and progress made toward their accomplishments.

8.4 EXECUTIVE ASSISTANT GOVERNORS AND ASSISTANT GOVERNORS

- 8.4.1 As part of the District Leadership Plan, the District Governor-Elect shall appoint qualified, knowledgeable Rotarians as assistant governors to provide administrative services and support to

assigned clubs. Additionally, the District Governor-Elect may appoint executive assistant governors to whom a number of assistant governors report. Assistant governors and executive assistant governors must be active Rotarians.

- 8.4.2 Assistant governors shall have completed a year as a president of a Rotary club. Executive assistant governors shall also have completed at least one year as an assistant governor.
- 8.4.3 The qualifications and duties of assistant governors and their roles and responsibilities are detailed in the *Rotary Manual of Procedure*.
- 8.4.4 The executive assistant governors and assistant governors are appointed for a one (1) year term and may not serve more than three (3) consecutive terms. Service as an executive assistant governor and assistant governor is at the pleasure of the District Governor.

Article 9 – DISTRICT FINANCES

9.1 DISTRICT FINANCES

- 9.1.2 District finances shall be administered in accordance with the RI Bylaws.
- 9.1.3 The Corporation must have at least one fund called “The District Fund” for financing district activities, sponsored projects, and the administration and development of Rotary in the district. All funds collected shall be deposited into interest bearing account(s) in the name of the Corporation that have been authorized by the Budget and Finance Committee.
- 9.1.4 The Treasurer shall establish interest-bearing reserve accounts as approved by the Budget and Finance Committee, with the total reserve amount not to exceed an amount equal to one-third (1/3) of the current annual approved budget.
- 9.1.5 The signatory on the bank account(s) of The District Fund shall be the District Governor, the Treasurer, the chair of the Budget and Finance Committee, and the vice-chair of the Budget and Finance Committee. The District Governor always acts as the signatory of last resort. All checks must be signed by an authorized signatory. No check may be signed by use of rubber stamps.
- 9.1.6 The financing of the Corporation’s expenses shall be provided through a per capita levy on the members of all Member Clubs called “district dues.” Based on the proposed budget, the Budget and Finance Committee shall recommend the amount of the per capita levy on the members of all Member Clubs.
- 9.1.7 The District Governor-Elect shall present the proposed district budget to a meeting of the Member Club presidents-elect at Presidents-Elect Training Seminar (PETS) or the District Training Assembly, for final approval of three-quarters (3/4) of those incoming presidents present and voting. Thirty (30) days’ notice prior to Presidents-Elect Training Seminar will be given to the presidents-elect.

- 9.1.8 The budget shall be broken into two separate parts:
- 9.1.8.1 One in respect to district “internal operations” and one in respect to district “external community service programs.”
 - 9.1.8.2 The funds generated from district dues, RI, and internal activities shall balance with the internal administrative and Rotarian training expenses.
 - 9.1.8.3 The income generated from external programs and activities shall balance external community service programs and activities.
 - 9.1.8.4 The internal and external budgets shall remain separate from each other.
 - 9.1.8.5 The budget shall stand as the limit of expenditures for these purposes, unless otherwise amended by the Budget and Finance Committee.
- 9.1.9 The proposed budget of revenue and expenditures, once approved by three-fourths (3/4) of incoming Member Club presidents present, shall be considered both an authorization and limitation on the finances of the district. This budget shall be monitored monthly by the District Governor, Treasurer, and the chair of the Budget and Finance Committee for needed adjustments in revenue and expenses to maintain financial stability.
- 9.1.10 A request for use of reserve funds by the District Governor shall be with the concurrence and approval of the Budget and Finance Committee.
- 9.1.11 No single person shall be responsible for receiving, recording, and dispersing funds.
- 9.1.12 The expenditure of district funds shall be at the sole discretion of the District Governor. All invoices shall be paid by the Treasurer or other authorized officer only when approved by the District Governor. Amounts exceeding \$2,500.00 shall have the signatures of two of the three authorized signatories which include the District Governor, Treasurer, and Budget and Finance Committee chair. A check issued to the District Governor must be approved by the Budget and Finance Committee chair and signed by the Treasurer. If more than \$2,500, a check to the District Governor must be counter-signed by the Budget and Finance Committee chair.
- 9.1.13 All check requests shall be reviewed and approved by the District Governor and further, all check requests that exceed \$2,500.00 must be approved by the chair of the Budget and Finance Committee.
- 9.1.13.1 All check requests made payable to the District Governor must be approved by the chair of the Budget and Finance Committee.

- 9.1.13.2 All check requests made payable to the district administrator or district bookkeeper shall be approved by the District Governor and the chair of the Budget and Finance Committee.
- 9.1.14 All blank checks shall be in the possession of the district bookkeeper, who is not a check signatory. The district bookkeeper shall report to the Treasurer, who has the responsibility of reviewing the work conducted by the bookkeeper for accuracy.
- 9.1.15 An annual statement and report of the districts' finances shall be compiled by an independent CPA selected by the District Governor-Elect.
- 9.1.16 The District Governor shall provide to each Member Club in the district the compiled report and statement within three (3) months of the completion of the District Governor's year in service.
- 9.1.17 The annual statement and report will be presented for discussion and adoption at the next District Conference or meeting, to which all Member Clubs are entitled to send a Club Representative, for which thirty (30) days' notice has been given that the statement and report will be presented. If no such district meeting is held within sixty (60) days of the statement and report being issued, the District Governor shall conduct a ballot-by-mail requesting acceptance of the annual statement and report.

9.2 GIFTS

In its sole discretion, the Board may accept or refuse, in whole or in part, on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

Article 10 – RECORDS AND REPORTS

10.1 MAINTENANCE OF RECORDS

- 10.1.1 The Corporation shall maintain the following records of the Corporation (the "Corporate Records"):
 - 10.1.1.1 Minutes of all meetings of the Member Clubs, the Board, and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and
 - 10.1.1.2 Minutes of all meetings of the Member Clubs, the Board, and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and
 - 10.1.1.3 A copy of the Corporation's Articles of Incorporation and these bylaws with any amendments to date.

10.1.2 The Corporation shall maintain the following financial records (the “Financial Records”):

10.1.2.1 Adequate and correct books of account and all other financial records, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses in accordance with the accounting method adopted by the Board; and

10.1.2.2 Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, California Attorney General, and local and state charity regulators that the Corporation is required by law to make available to the public.

10.1.3 Corporate Records and Financial Records may be maintained in electronic form provided that they can be printed at any time. If kept in hard copy, Corporate Records and Financial Records must be maintained at the Corporation’s principal office. If the Corporation has no principal office, it shall, upon written request, furnish a copy of any Corporate Record or Financial Record it is required by law to make available to the public.

10.1.4 Corporate Records and Financial Records shall be maintained for a period no less than that required by law.

10.2 DIRECTORS’ INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical property of the Corporation. Any inspection under this Article may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts. For documents that are under the custodianship of an officer, that officer shall make the requested documents available for inspection at any reasonable time.

10.3 MEMBERS’ INSPECTION RIGHTS

10.3.1 Unless the Corporation provides a reasonable alternative as provided below, any Member Club may do either or both of the following for a purpose reasonably related to the Member Club's interest as a member:

10.3.1.1 Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; and

10.3.1.2 Obtain from the Secretary, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

- 10.3.2 The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method if reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.
- 10.3.3 If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.
- 10.3.4 Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

10.4 ANNUAL REPORT

- 10.4.1 As required by the Nonprofit Law, the Board must furnish within 120 days after the close of the Corporation's fiscal year to all members a report that shall contain the following information in appropriate detail:
- 10.4.1.1 The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year;
 - 10.4.1.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - 10.4.1.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - 10.4.1.4 The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
 - 10.4.1.5 Any statements regarding interested transactions or indemnification required by Section 9.4.
- 10.4.2 The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.
- 10.4.3 This requirement of an annual report to members shall not apply if the Corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year.
- 10.4.4 Notwithstanding Section 10.4.3, an annual report with the information required by Section 10.4.1 shall be furnished annually to all directors and any member who requests it in writing.

10.5 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The annual report to all members and directors shall include a statement of any transactions or indemnifications of the following kind:

- 10.5.1 Any transaction (i) to which the Corporation, or its parent or subsidiary, was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For the purposes of this Section, an “interested person” is either:
 - 10.5.1.1 Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - 10.5.1.2 Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiaries.
- 10.5.2 Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Section 5.11.

Article 11 – DISTRICT CONFERENCE

- 11.1.1 The purpose of the District Conference is to further the *Objects of Rotary* through fellowship, inspirational addresses, and the discussion of matters related to the affairs of the clubs and the district. The District Conference should showcase successful club and district programs encouraging interaction and dialogue.
- 11.1.2 The selection of the District Conference location and date shall be at a time and place agreeable to the District Governor-Elect and to the incoming presidents of a majority of the clubs in the district in accordance with the RI Bylaws.
- 11.1.3 In planning the District Conference, the District Conference Committee shall follow the requirements and recommendations as listed in the *Rotary Manual of Procedure*.

Article 12 MISCELLANEOUS PROVISIONS

12.1 ELECTRONIC COMMUNICATIONS

The California Corporations Code provides that only electronic communications, such as communications by email, between a member or a director and the Corporation that meet the requirements set forth in the following subsections are valid.

- 12.1.1 As used in these bylaws, the term “electronic transmission by the Corporation” means a communication:

- 12.1.1.1 Delivered by (a) email when directed to the email address for that recipient on record with the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the post or delivery of the separate notice thereof, or (c) other means of electronic communication;
 - 12.1.1.2 To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
 - 12.1.1.3 That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.
- 12.1.2 As used in these bylaws, the term “electronic transmission to the Corporation” means a communication:
- 12.1.2.1 Delivered by (a) email when directed to the email address which the Corporation has provided from time to time to directors for sending communications to the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (c) other means of electronic communication;
 - 12.1.2.2 As to which the Corporation has placed in effect reasonable measures to verify that the sender is the director purporting to send the transmission; and
 - 12.1.2.3 That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

12.2 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each calendar year and end on the last day of the succeeding June.

12.3 DISTRICT TRAINING ASSEMBLY

- 12.3.1 The District Governor-Elect shall convene a District Training Assembly for the training of incoming Member Club presidents and Member Club members to serve in key leadership roles in their Member Clubs in the upcoming year. It is a requirement that a Member Club’s president-elect attend the District Training Assembly and the President Elect Training Seminar (PETS) prior to serving as a Member Club president.
- 12.3.2 The specific date, time, location, content, format, topics covered, and costs of the District Training Assembly shall be determined by the District Governor-Elect and the District Training Assembly committee.

12.4 YOUTH PROTECTION

- 12.4.1 All Rotarians, Member Clubs, and the Corporation shall follow the “Statement of Conduct for

Working with Youth” and Rotary International’s guidelines for abuse and harassment prevention established by the general secretary.

- 12.4.2 The Corporation shall have a comprehensive youth protection policy, certified by Rotary International.
- 12.4.3 Any Rotarian or volunteer under the auspices of the Corporation who accompanies youth on overnight activities or houses youth as part of the Rotary Youth Exchange Program must successfully complete the Corporation’s Youth Protection Training Program and provide necessary information for a background check.
- 12.4.4 The District Governor-Elect shall appoint a youth protection compliance officer who shall oversee the implementation of these policies and programs.

12.5 AMENDMENT OF BYLAWS

- 12.5.1 Subject to any provision of these bylaws or to any law applicable to the amendment of bylaws of a nonprofit public benefit corporation, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of:
 - 12.5.1.1 Two-thirds of the directors then currently in office; and
 - 12.5.1.2 A majority of the members represented and voting, provided that written notice of each proposed amendment or the proposed new bylaws shall have been given to each voting member at least thirty days prior to the date of any such meeting, or at the previous regular meeting.
- 12.5.2 Subject to the members' rights under these bylaws and the limitations set forth below, the Board may adopt, amend or repeal the bylaws unless doing so would materially and adversely affect the members', or a class or classes of members' rights, as to voting, dissolution, redemption or transfer. The Board may not extend a director's term beyond that for which the director was elected.
- 12.5.3 Once members have been admitted to the Corporation, the Board may not, without the members’ approval, specify or change any bylaw that would:
 - 12.5.3.1 Fix or change the minimum or maximum number of directors;
 - 12.5.3.2 Fix or change the authorized number of directors; or
 - 12.5.3.3 Change from a fixed number of directors to a variable number of directors or vice versa.
- 12.5.4 Without the approval of the members, the Board may not adopt, amend or repeal any bylaw that would:
 - 12.5.4.1 Allow any director to hold office by designation or selection rather than by election of the members;

12.5.4.2 Extend or increase a director's term of office;

12.5.4.3 Increase the quorum for members' meetings;

12.5.4.4 Repeal, restrict, create, expand, or otherwise change proxy rights; or

12.5.4.5 Authorize cumulative voting.

12.5.5 If any provision of these bylaws requires the vote of a larger proportion of the members or of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

12.5.6 The bylaws shall not be in conflict with the constitution, bylaws, or policies of Rotary International, as amended from time to time. In the event of any conflict, the constitution, bylaws, or policies of Rotary International shall prevail, except as required by the Nonprofit Law.

12.6 AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by approval of the Board and a majority of the members represented and voting.

12.7 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, the term "person" includes both a legal entity and a natural person. All references to statutes, regulations, and laws shall include any future statutes, regulations, and laws that replace those referenced.

12.8 CONFLICTS OF LAW

Whenever there is a conflict between these bylaws and the Articles of Incorporation, the Articles of Incorporation shall control. Whenever there is a conflict between these bylaws or the Articles of Incorporation, on the one hand, and the Nonprofit Law, on the other hand, the Nonprofit Law shall control.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of Rotary International District 5300 Inc. and that such Bylaws were duly adopted by the Board and members of said Corporation as of the date set forth below.

Dated: _____

Dennis Franklin, Secretary

THIS & THE FOLLOWING PAGES ARE SUPPLEMENTAL AND NOT PART OF THE BYLAWS

**WAIVER OF NOTICE AND CONSENT TO HOLDING
A MEETING OF THE BOARD OF DIRECTORS**

The undersigned, a director of Rotary International District 5300 Inc., a California nonprofit public benefit corporation, waives notice and consents to the holding of a *[regular/special]* meeting of the board of directors at *[time]* on *[date]*, *[at place/via conference call]*.

Date: _____ Signature: _____
Name: _____

When to use this form: This form must be completed and signed by every director who does not attend a meeting which was not properly noticed. Such consents are required in order to ensure the validity of the meeting. They must be kept in the minute book along with the minutes of the meeting in question.

How to use this form: Type the information on a blank page. Replace items in italics with the correct information.

Consent to Electronic Communications

As a director or member of Rotary International District 5300 Inc., pursuant to California Corporations Code section 20, I hereby consent to the use of email for all communications to me from or on behalf of Rotary International District 5300 Inc. and understand that I otherwise have the right to receive notices and reports in nonelectronic form and hereby waive that right. I agree that I shall inform the Secretary of the Corporation of any changes to my email address, which is written below. This consent shall be valid in perpetuity unless revoked by me in a writing delivered to the Secretary of the Corporation.

Signature: _____

Print Name: _____

My email address is: _____

When to use this form: Every director and member should sign this form when they become a director or member, or as soon thereafter as possible. Without unrevoked consent of a director or member, notice of meetings sent by email or other electronic means are not valid.

How to use this form: Distribute a copy of this page to all directors and officers and members and ask them to sign and return it in order to allow the Corporation to correspond with each of them via email. Retain all signed consents to electronic communications in the Corporation's minute book.

Conflict of Interest Disclosure Form

I, the undersigned, a director or officer of Rotary International District 5300 Inc. (the "Corporation"), acknowledge that:

1. I have received a copy of Section 5.5 of the Corporation's bylaws, constituting its Conflict of Interest Policy (the "Policy");
2. I have read and understand the Policy;
3. I have agreed to comply with the Policy;
4. I have provided to the Corporation all information I am required to disclose pursuant to the Policy;
5. I understand that the Corporation is charitable and that, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more purposes described by section 501(c)(3) of the Internal Revenue Code; and
6. I understand that the following ongoing relationships and interests may present a conflict of interest and have included the required disclosures, if any:
 - a. I have a financial interest, or I am related to a person by blood or marriage that has a financial interest, in a transaction with the Corporation. (Describe any such transaction, the persons involved, your relationship to the persons involved, and the financial interests. Attach additional pages, as needed.)

 - b. I am aware that another director, officer, or person who is in a position to exercise influence over the affairs of the Corporation has a financial interest in a transaction with the Corporation. (Describe any such persons involved, the transaction and the financial interests. Attach additional pages, as needed.)

 - c. I have a relationship with, I am related to a person that has a relationship with, or I am aware that another officer, director, or person who is in a position to exercise influence over the affairs of the Corporation has a relationship with an entity that may do business with or compete with the Corporation. (Describe any such persons involved, relationships, the entities involved, and the potential business or competition. Attach additional pages, as needed.)

Signature: _____

Name: _____ Date: _____

When to use this form:	Every director and officer must fill out and sign this form when they become a director or officer of the Corporation, or as soon thereafter as possible, and subsequently no later than the first board meeting of each year.
How to use this form:	Provide a copy of this form to all directors and officers when they come into office and prior to the first board meeting of each year with instruction that they fill out, sign and return it by a specific date certain. The Corporation is to retain all signed Conflict of Interest Disclosure Forms in the Corporation's minute book.
Reviewing completed forms:	Completed Conflict of Interest Disclosure Forms are to be returned to the officer designated in the Conflict of Interest Policy. Any actual or potential conflicts disclosed of this form does not automatically disqualify such transactions. The board will follow the procedure set forth in the policy to address information reported on this form. Not every potential conflict is an actual conflict.

