

BYLAWS OF THE ROTARY CLUB OF RICHMOND, INC.

ARTICLE I OFFICES

Offices

1.01. The office of the Corporation for the transaction of its business shall be established from time to time by the Board of Directors. The mailing address shall be P.O. Box 263, Station A, Richmond, CA, 94806.

ARTICLE II PURPOSE

2.01. General Purpose. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for Public and Charitable purposes. The general purpose of the Corporation is to have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the public purposes of this Corporation.

2.02. Limitations. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code.

2.03. Specific Purposes. This Corporation was formed, as set forth in the Articles of Incorporation, is to raise money and perform works for charitable organizations, underprivileged children and schools, locally, regionally, nationally and internationally.

ARTICLE III MEMBERS

Classes of Membership and Rights

3.01. The Corporation will have as many classes of membership as are permitted by the rules and regulations of Rotary International. The qualifications of each type of member shall be as established by the rules and regulations of Rotary International, or as determined by the Board of Directors where discretion is permitted by the rules and regulations of Rotary International. Only members of membership classes which are required to pay dues and are expected to participate actively in Club activities shall have voting rights in the Corporation, and the voting rights of each member of those classes are equal. Other members do not have voting rights. In all other respects, the membership and other rights, interests, and privileges of all members, regardless of class, shall be equal.

Admission

3.02. Qualified persons will be admitted to membership on submitting an application, endorsed by at least one member of the Corporation, and on approval of the application by the Board of Directors. The application must be made on an application form as prescribed from time to time by the Corporation. The application form must contain the statement that the applicant has read the Bylaws and the Rules of this Corporation and of Rotary International, that the applicant is familiar with and understands them, and that if admitted to membership, the applicant agrees to be bound by these instruments.

Fees, Dues, and Assessments--Application Fee

3.03. (a) No fee will be charged for making application for membership in the Corporation.

Annual Dues

(b) All members must pay annual dues in the amount determined by resolution of the Board of Directors from time to time. The Board of Directors may establish the schedule for payment of the dues.

Assessments

(c) Memberships in the Corporation are nonassessable.

Property of Corporation

(d) Dues paid to the Corporation become the property of the Corporation and any severable or individual interest of any member in the funds terminates on payment.

Number of Members

3.04. There is no limit on the number of members that the Corporation may admit.

Transferability of Membership

3.05. Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Membership Book

3.06. The Corporation will keep a membership book containing the name, address, and class] of each member in written form or in any form capable of being converted into written form. The membership book must note if a membership has terminated, the manner of termination, and the date on which that membership ceased. The membership book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 2.08 of these Bylaws.

Inspection Rights of Members

3.07. All records of this Corporation will be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to his or her interests as a member.

Termination of Membership--By Resignation or Death

3.08. (a) The membership of any member of the Corporation automatically terminates on the death of the member or on receipt of the member's written request for termination delivered to the President or Secretary of the Corporation personally or by United States mail. Termination of membership does not relieve the member, or the member's estate in the event of termination by death, of the obligation to pay any dues, assessments, or other charges that accrue and remain unpaid at termination.

By Nonpayment of Dues or Assessments

(b) The membership of any member who fails to pay membership dues or assessments within 30 days after they become due automatically terminates at the end of that 30-day period, provided that the member was given written notice, within 10 days before the due date, that the dues or assessments were due and payable as of that date. Written notice shall be delivered to the recipient personally or by United States mail, postage prepaid, addressed to the address of the member as it appears in the membership book of the Corporation. In the event that timely written notice is not given as provided in the preceding sentence, membership will not terminate for nonpayment of dues or assessments until that notice is given and the dues and assessments have not been fully paid within 30 days following that notice.

Rights on Termination

(c) All rights and interests of a member in the Corporation cease on the termination of membership.

Reinstatement

(d) Any member whose membership is terminated, other than by death, may have his or her membership reinstated on the terms as the Board of Directors deems appropriate.

Suspension and Expulsion

3.09. (a) The Board of Directors is authorized to reprove either privately or publicly, suspend from membership for a period of not more than one year, or to censure, suspend, or expel from membership any member of this Corporation for good cause.

(b) "Good cause," as used in this section, means any of the following:

(1) Any conduct that brings the Corporation into public disrepute or violates the purposes for which this Corporation is formed.

(2) Any willful failure or refusal to abide by the Constitution, Bylaws, or Rules of this Corporation.

(3) Any willful failure or refusal to abide by the terms of an award in any arbitration proceeding under the terms of this Article after having agreed in writing to do so and after having received notice of the award.

(c) For purposes of this section, the following definitions shall apply:

(1) A “private reproof” is a reproof in letter form, signed by the President of the Corporation, and sent to the subject member by certified or registered mail, return receipt requested. A copy of the letter and the return receipt must be filed with the minutes of the Board meeting imposing discipline.

(2) A “public reproof” is the same as a private reproof except that in addition to sending a letter to the subject member and filing a copy of the letter, together with the return receipt, with the minutes of the Board meeting imposing discipline, a copy of the letter or the fact of the reproof is disclosed to the membership in a manner to be determined by the Board of Directors.

(3) A “suspension” requires compliance with the public reproof requirements of Subsection (2). In addition, all voting and other rights of the member during the term of the suspension are terminated, provided, however, that the member may not be relieved of any liability for payment of dues falling due during the period of suspension.

(4) An “expulsion” requires compliance with the public reproof requirements of Subsection (2). In addition, the membership of the member in this Corporation is immediately and conclusively terminated, provided, however, that the member may not be relieved of any liability for the payment of dues accruing before the hearing on the charges against the member as provided in Subsection (d), below.

(d) Procedure:

(1) Proceedings against a subject member may be initiated by resolution of the Board of Directors or by petition signed by at least 10 percent of the voting members of the Corporation, filed with the Secretary or President of the Corporation.

(2) On adoption of the resolution or receipt of the petition, the President, or the Vice-President if the President is unable or refuses to act, will schedule the matter to be heard at the next regular or special meeting held not less than 20 days nor more than 40 days after the date the resolution is adopted or the petition received, as the case may be. The Secretary, or other person appointed by the President for the purpose, will, at least 10 days before the date of the hearing, deliver a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject member either in person or by United States mail addressed to the member at the address as it appears on the books of the Corporation. If the person whose duty it is to serve the notice fail or refuse to do so, the copy and notice may be delivered by any Board Member of the Corporation; in this event the matter will heard at the next regular or special meeting of the Board at which a quorum is present held not less than 10 days after the copy and notice are personally delivered or deposited in the United States mail. If a quorum fails to attend that meeting, the matter will be heard at the next succeeding regular or special meeting. However, if a quorum fails to attend the next succeeding regular or special meeting, the matter against the subject member shall be dismissed. This dismissal is automatic and

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final, except that the alleged conduct of the subject member giving rise to the proceeding may be considered in any subsequent proceeding under this section based on future alleged misconduct.

(3) Notwithstanding any other provision in these Bylaws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled must be given to all Board Members as required by these Bylaws for special meetings of the Board.

(4) The hearing will be informal and the rules of evidence and rules of judicial procedure need not be observed. The President of the Corporation will preside over the hearing. The President will (i) read the charges against the subject member; (ii) require that the charges be verified by the testimony of the person or persons making them; (iii) hear any other witnesses against the subject member; (iv) allow the subject member to cross-examine each witness; (v) allow the subject member to make a statement in his or her own behalf; (vi) allow the subject member to call witnesses in his or her own behalf; (vii) allow the Board Members present, when and as recognized by the chair, and subject to the control of the chair, to question witnesses; and (viii) rule on the admission and exclusion of evidence and on questions of hearing procedure.

(5) After the hearing has closed, the Board Members will vote on whether to impose discipline or dismiss the matter. If they vote to impose discipline but cannot agree on the nature and extent of discipline, the discipline will be a private reproof provided. Any vote imposing discipline or dismissing the matter is final.

(e) An expelled member is not eligible for readmission to the Corporation.

ARTICLE IV MEETINGS OF MEMBERS

Place

4.01. Meetings of members will be held at any place as may be designated from time to time by the Board of Directors.

Regular Meetings

4.02. Members meet regularly, weekly, each Friday at noon. The Board of Directors may cancel any meeting or decide not to hold meetings on holidays or on Fridays near holidays upon its determination that there is likely to be poor attendance by members or if there appears some impediment to holding a meeting.

Annual Meetings

4.03. Members shall meet annually, which may coincide with the Regular Meeting, to elect Directors and Officers for the next year. The annual meeting shall be held on the first Friday of December.

Notice of Meetings

4.04. Written notice of club business to be transacted at a membership meeting must be either delivered personally or mailed by first-class United States mail, postage prepaid, or sent via e-mail not less than 4 or more than 14 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

Contents of Notice

4.05. The notice must state the place, date, and time of the meeting, and must identify those matters that the Board, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Board Members are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

Waivers, Consents, and Approvals

4.06. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the Corporation's records.

Quorum

4.07. A quorum at any meeting of members consists of 35 percent of the voting power, represented in person or by proxy. For purposes of this Bylaw, "voting power" means the power to vote for the election of Board Members at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event that has not yet occurred.

Adjournment for Lack of Quorum

4.08. In the absence of a quorum, no business may be transacted at any meeting of members, except as provided in Section 3.09 of these Bylaws. The only motion that the chair may entertain is a motion to adjourn. The meeting may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy. If adjourned for less than 30 days, no notice of the adjourned meeting need be given. However, if a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, notice of the adjourned meeting must be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting. No meeting of members may be adjourned more than 45 days.

Loss of Quorum

4.09. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than

adjournment, is approved by at least a majority of members required to constitute a quorum.

Voting of Membership

4.10. (a) Each member is entitled to one vote on each matter submitted to a vote of the members.

(b) Members entitled to vote, as set forth in Section 3.10(a) of these Bylaws, have the right to vote either in person or by a written proxy executed by that member or his or her duly authorized agent and filed with the Secretary of the Corporation, except as otherwise expressly provided in the Articles of Incorporation or these Bylaws. However, a proxy is not valid after the expiration of 11 months from the date of its issuance unless otherwise stated in the proxy. The maximum term of any proxy is 3 years from the date of its execution. Every proxy continues in full force and effect until revoked by the person executing it before the vote.

(c) Voting will be by voice vote for all matters other than the election of Board members and officers. The election of Board members and officers will be by secret ballot.

Conduct of Meetings

4.11. (a) The President of the Corporation or, in his or her absence, any other person chosen by the President will be Chairman of and preside over the meetings of the members. The Secretary of the Corporation will act as the secretary of all meetings of members. However, in his or her absence, the Chairman of the meeting of members will appoint another person to act as secretary of the meeting.

(b) The Robert's Rules of Order, as amended from time to time, will govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Constitution, or the rules governing agenda, motions, and related matters.

Record Date of Membership

4.12. The record date for the purpose of determining the members entitled to notice of any meeting of members and entitled to vote at any meeting of members is 4 days before the date of the meeting of members.

Action Without Meeting by Written Ballot

4.13. (a) Any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation must distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Board members, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(c) Any member casting a ballot may revoke the ballot, or substitute another, by a writing received by the Corporation before the time specified on the ballot for its receipt, but may not do so thereafter. The revocation is effective on its receipt by the Secretary of the Corporation.

ARTICLE V BOARD MEMBERS

Number

5.01. The Corporation will have 11 Board Members.

Qualifications

5.02. Any Member of this Corporation qualified to vote is qualified to be a Board Member.

Terms of Office

5.03. (a) Each Board Member holds office for one calendar year, and until the Board Member's successor qualifies under Section 4.02 of these Bylaws and is elected under Section 4.05. If a Board Member is removed, that Board Member will hold office until his or her removal and his or her successor is elected and qualifies.

(b) Board Members, including the initial Board Members, are eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications for office.

Nomination

5.04. Any person qualified to be a Board Member under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

5.05. The Board Members will be elected at each annual meeting as prescribed by Section 3.03 of these Bylaws or by written ballot as authorized by Section 3.13 of these Bylaws.

Compensation

5.06. The Board Members serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board.

Duties

5.07. The duties of the Board Members include the following:

(a) To perform any and all duties imposed on them collectively or individually by law, by the Constitution of this Corporation, or by these Bylaws.

(b) To employ officers, agents, and employees as may be authorized from time to time by the vote or written consent of a majority of the voting members of the Corporation.

(c) To supervise all officers, agents, and employees of this Corporation to ensure that their duties are properly performed.

(d) To register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at those addresses constitute valid notice of the meeting.

Meetings

5.08. (a) Meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two Board Members.

(b) All meetings of the Board will be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws.

(c) Regular meetings of the Board will be held, without call or notice, monthly on a day and at a time and place established by the Board.

(d) Special meetings of the Board may be called by the Chairman of the Board or the President or any Vice-President or the Secretary or any two Board Members. Special meetings may be held on 4 days' notice by first-class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of the special meeting need not be given to any Board Member who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Board Member either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the Corporation's records or made a part of the minutes of the meetings.

(e) A majority of the authorized number of Board Members constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Board Members present at a meeting duly

held at which a quorum is present is the act of the Board. At any meeting at which a quorum was initially present, the Board Members may continue to transact business notwithstanding the withdrawal of Members if any action taken is approved by at least a majority of the required quorum for that meeting, or any greater number as is required by the law, the Articles, or these Bylaws.

(g) The President or, in his or her absence, any Board Member selected by the Board then present, will preside at meetings of the Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

(h) A majority of the Board Members present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Board Members who were not present at the time of the adjournment.

(i) The Robert's Rules of Order, as amended from time to time, will govern the meetings of the board insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Constitution, or the rules governing agenda, motions, and related matters.

(j) Board members may not vote by proxy.

Action Without Meeting

5.09. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Board Members.

Removal

5.10. The entire Board, or any individual Board Member, may be removed from office at any time by the vote of a majority of the voting members of the Corporation. If any or all Members are so removed, new Members may be elected at the same meeting and the new Members hold office for the remainder of the terms of the removed Board Members. If new Board Members are not elected at the meeting, the vacancy or vacancies created by the removal will be filled as provided in Section 5.11 of these Bylaws.

Vacancies

5.11. (a) Vacancies in the Board exist (1) on the death, resignation, or removal of any Board Member; (2) whenever the number of Board Members is increased; and (3) on failure of the members in any election to elect the full number of Board Members authorized.

(b) The Board may declare vacant the office of a Board Member (1) if the Member is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) the Member does not accept the office either in writing or by attending a meeting of the Board within 60 days after notice of election as a Board Member.

(c) Vacancies caused by the death, resignation, or disability of a Member or Members, or by removal as provided in these Bylaws, or by an increase in the authorized number of Board Members must be filled by a majority of the remaining Board Members, though less than a quorum, or by a sole remaining Board Member.

(d) A majority of the voting members of the Corporation may elect a Board Member at any time to fill any vacancy not filled by the Board as provided in Subparagraph (c). If all Board Memberships become vacant and no Board Member is left to fill the vacancies, the vacancies must be filled by a majority of the voting members present at a regular or special meeting of members called for that purpose, whether or not a quorum is present.

(e) Persons elected to fill vacancies hold office for the unexpired terms of their predecessors and until their successors are qualified and elected.

ARTICLE VI OFFICERS

Number and Titles

6.01. The officers of the Corporation will be a President, a Secretary, a Chief Financial Officer, and those other officers with such titles and duties as determined by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Qualifications

6.02. Any member of this Corporation qualified to vote is qualified to be an officer.

Appointment or Election

6.03. The officers will be elected by the vote of a majority of the voting members of the Corporation at the regular meeting of the Members held in December.

Terms of Office

6.04. The officers serve for the calendar year following their election. The officers are members of the Board, included in the count of 11 Board members, attend Board and members' meetings, vote, and are entitled to notice of all meetings as provided in these Bylaws.

Duties of Officers

6.05. (a) The President is the Chairman of the Board and chief executive officer of the Corporation and, in general but subject to the control of the Board, supervises and controls the affairs of the Corporation. The President must perform all duties incident to Bylaws of the Rotary Club of Richmond, California

the office and any other duties as may be required by law, by the organizational instruments, or that may be assigned to him from time to time by the Board or by the members.

(b) The Secretary shall have the following duties and responsibilities:

(1) Certify and keep at the principal office of the Corporation the original or a copy of its Bylaws as amended or otherwise altered to date, and keep at that office the original or a copy of the Constitution, as amended to date.

(2) Keep at the principal office of the Corporation a book of minutes of all meetings of the Board and members, recording the time and place of holding, whether regular or special, and, if special, how authorized, notice given, the names of those present at Board meetings, the number of members present at members' meetings, and the proceedings thereof.

(3) See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law.

(4) Be custodian of the records of the Corporation.

(5) Keep at the principal office of the Corporation a membership book containing the name and address of each member. If a membership terminates, that fact must be recorded in the book, together with the manner of termination and the date on which the membership ceased.

(6) Exhibit at all reasonable times to any Board Member or elected officer of the Corporation, or to his or her agent or attorney, on request, the Constitution, the Bylaws, the membership book, and the minutes of the proceedings of Board and members' meetings.

(7) Exhibit at all reasonable times to any voting member, or to his or her agent or attorney, on written demand, for a purpose reasonably related to the interests of that member, the Constitution, the Bylaws, and the minutes of Directors' or members' meetings.

(8) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Constitution of this Corporation, by the rules and regulations of Rotary International, by these Bylaws, or that may be assigned to the Secretary from time to time by the Board or by the members.

(c) The Treasurer of the Corporation shall have the following duties and responsibilities:

(1) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all funds in the name of the Corporation in the banks, trust companies, or other depositaries selected by the Board.

(2) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatever.

(3) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for the disbursements.

(4) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(5) Exhibit at all reasonable times the books of account and financial records to any Board Member or elected officer of the Corporation, or to his or her agent or attorney, on request.

(6) Exhibit at all reasonable times to any voting member, his or her agent or attorney, on written demand for a purpose reasonably related to the interests of the member, the books of account and financial records of the Corporation, and exhibit these records at any time when required by the demand of 10 percent of more of the voting members.

Compensation

6.06. Officers serve without compensation. The President, Vice-President, Secretary, and Treasurer will be allowed and paid their actual and necessary expenses in attending Board and members' meetings.

Resignation

6.07. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Removal

6.08. Any or all officers may be removed from office at any time by the vote of a majority of the Board of the Corporation.

Vacancies

6.09. (a) Vacancies in the office of an officer occur on the death, resignation, or removal of the officer or on the failure of the Board to fill the office.

(b) The Board may declare vacant the office of an officer if the officer is declared of unsound mind by order of court, is finally convicted of a felony, or if, within 60 days after notice of his or her election, the officer does not accept the office in writing or by attending a meeting of the Board.

(c) Vacancies caused by the removal, death, resignation, or disability of an officer will be filled by the Board.

ARTICLE VII COMMITTEES

Standing Committees

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7.01. The Corporation shall have such committees as are required by Rotary International. Those standing committees are:

- (a) The Club Service Committee
- (b) The Vocational Service Committee
- (c) The Community Service Committee
- (d) The International Service Committee

Each standing committee shall have the authority, responsibility and limitations specified by Rotary International. Should the rules and regulations of Rotary International change such that it requires a different standing committee or the authority, responsibility or limitations of a standing committee change, then the standing committees of this Corporation shall change to conform thereto without any necessity of amendment to the Bylaws.

Committees of the Board of Directors

7.02. (a) The Board of Directors may designate one or more members of the Board to constitute a Committee. The Board may delegate to that Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to adopt, amend, or repeal the Bylaws, or the power to rescind the authority of the Committee.

(b) The constitution of a Committee and the delegation of management authority does not relieve the Board or any individual Board Member of any responsibility imposed on by law, the Constitution, or these Bylaws.

(c) The Board of Directors, which may delegate this task to the Committee, itself, shall establish rules and regulations for meetings of each Committee. Reasonable notice of all meetings of the Committee must be given to its members. No act of the Committee is valid unless approved by the vote or written consent of a majority of its members. The Committee will keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

Committees of Members

7.03. (a) The Board of Directors may designate one or more members of the Corporation to constitute a Committee. The Board may delegate to that Committee the authority to produce programs or engage in community activities, and may allocate to the Committee a budget and the authority to expend funds within that budget. The Board may not delegate to such a Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation.

(b) The Board of Directors, which may delegate this task to the Committee, itself, shall establish rules and regulations for meetings of each Committee. Reasonable notice of all meetings of the Committee must be given to its members. No act of the Committee is

valid unless approved by the vote or written consent of a majority of its members. The Committee will keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

Advisory Committees

7.04. The President may designate one or more members of the Corporation to constitute a Committee. The Committee is advisory, only, without authority to expend Corporation funds, commit the Corporation to any project, program or obligation, or to exercise any of the powers and authority of the Board or of the President in the management of the business and affairs of the Corporation.

ARTICLE VIII RECORDS, REPORTS, FISCAL YEAR, INSIGNIA, AND SEAL

Keeping Records

8.01. The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Annual Report

8.02. The Board will cause an annual report, including a financial statement, to be sent to the members not later than 120 days after the close of the Corporation's fiscal year. The financial statement consists of a balance sheet as of the close of business of the Corporation's fiscal year and a summary of receipts and disbursements, prepared in manner and form as is sanctioned by sound accounting practices. The financial statement must be certified by the Treasurer or a public accountant.

Fiscal Year

8.02. The fiscal year of the Corporation is the calendar year.

Insignia and Seal

8.03. The Board may adopt, use, alter, or cancel an Corporation insignia, seal, or both. The Board will adopt rules prescribing the time, manner, and place in which the insignia may be worn or used.

ARTICLE IX EXECUTION OF INSTRUMENTS DEPOSITS, AND FUNDS

Execution of Instruments

9.01. The Board, except as otherwise expressly provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract and Bylaws of the Rotary Club of Richmond, California

deliver any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances.

Checks and Notes

9.02. The Board of Directors shall establish, from time to time, a maximum amount of checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation that can be executed by only one officer. Such evidences of indebtedness in excess of the amount established by the Board must be signed by two officers.

Deposits

9.03. All funds of the Corporation must be deposited from time to time to the credit of the Corporation in banks, trust companies, or other depositaries as the Board may select.

ARTICLE X BYLAWS

Adoption, Amendment, and Repeal

10.01. These Bylaws become effective on their adoption by the vote or written consent of a majority of the voting members of this Corporation. Bylaws may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a majority of the voting members of the Corporation, provided, however, that an increase in the requirements for voting to change the Bylaws to a supermajority may be accomplished only by a vote of such a supermajority.

Certification and Inspection

10.02. The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Corporation, will be recorded and kept in a book that will be kept in the principal office of the Corporation in California. The book will be open to inspection by the members at all reasonable times during regular office hours.

I, the undersigned, Secretary of this Corporation, certify that these Bylaws were adopted by a majority vote of the voting members at a regular meeting at which a quorum was present, on _____, 2006.

Jonathan Lawlis, Secretary