

REVISED AND RESTATED BYLAWS
OF
THE ROTARY CLUB OF ARLINGTON HEIGHTS, ILLINOIS

Draft: April 8, 2012

Adopted: _____

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BYLAWS OF THE ROTARY CLUB OF ARLINGTON HEIGHTS, ILLINOIS

ARTICLE 1. DEFINITIONS

1. Act: Illinois General Not for Profit Corporation Act.
2. Board: The Board of Directors of this club.
3. Delivery: Delivery of notices or other information/materials may be made to a Member or Director by mail, personal delivery, or by electronic means.
4. Director: A Member of this club's Board of Directors.
5. Electronic means: "Electronic means" refers to transmission to or from a Member or Director via his/her email address, text message number, or facsimile number that appears on record with the Club Secretary, or if sent to the Club to the Club Secretary or such other email address, text message number and/or facsimile number as is specified by the Club in a particular matter.
6. Member: A Member, other than an honorary Member, of this club.
7. RCAH: Rotary Club of Arlington Heights.
8. RI: Rotary International.
9. Written/in writing/consent/approval. Actions required to be "written," to be "in writing," to have "written consent," to have "written approval," and the like by or of members, Directors, or committee members shall include any communication transmitted or received by electronic means.
10. Signature: For purposes of these Bylaws, (a) an email sent from a person's email address on record with the club shall be deemed signed by the person, and (b) an email sent from an email address other than that on record with the club shall be deemed signed by the person if the language and context enables the person to be identified with reasonable certainty. Provided, a person may file with the Club Secretary a written request that only electronic communications from the person bearing a specified e-signature be considered signed by the person, and after such request is made and a sample of the e-signature is provided the Club Secretary, such request shall govern.
11. Year: The twelve-month period that begins on 1 July.

ARTICLE 2. ELECTION OF DIRECTORS AND OFFICERS

Section 1. Slate Proposing Committee and Nominating Committee.

The person holding the Immediate Past President position on the Board shall, as detailed in the "RCAH Slate Proposing Committee and Nominating Committee Practices/Procedures:"

a. in the first week of October convene a Slate Proposing Committee consisting of the IPP as chairman; 3 Past Presidents (PPs) selected by the group of PPs who are current members in good standing in the Club; the current President (P); the President Elect (PE); and the Vice President (VP); which shall meet with and present its recommendations and proposed slate to the Nominating Committee for review and approval in early November; and

b. convene a Nominating Committee meeting in early November as referenced above. The

Nominating Committee shall consist of all club past Presidents who are still club Members in good standing. Should this be less than five, the person holding the Immediate Past President position on the Board shall designate such additional club Members to bring the total to five.

c. The Immediate Past President shall serve only as chairman of both the Proposing Committee and Nominating Committee, and shall only have a vote in event of a tie.

Section 2. Nominated Offices. The positions up for election to be addressed by the Slate Proposing Committee, and for which the nominations are to be made by the Nominating Committee, are:

(a) In even numbered years (i.e. term starts July 1 in an even numbered year): the positions of President, President-elect, Vice-president/Sergeant-at-Arms, Immediate Past President, Secretary, Assistant Secretary/Treasurer, and Directors for Club Administration (a/ka/ Service), Vocational Service, New Generations, and International Service, and any vacancy to be filled under Article 2, Section 4, below. Provided, however, the newly created Director of New Generations position shall be filled upon adoption of these amended By-laws by the Board under Article 2, Section 4, below.

(b) In odd numbered years (i.e. term starts July 1 in an odd numbered year): the positions of President, President-elect, Vice-president/Sergeant-at-Arms, Immediate Past President, Treasurer, Assistant Secretary/Treasurer, and Directors for Community Service, Membership, and Public Relations, and any vacancy to be filled under Article 2, Section 4, below.

Section 3. Election.

(a) The Nominating Committee shall report its recommendations to the membership prior to November 30th of each year.

(b) At the Annual Meeting of Members additional nominations for the officers/Directors to be elected can be made from the floor, except for the office of President due to club Constitution Article 10, Section 5(b) requirements.

(c) All nominations made for each position shall be announced and positions to be filled voted on at the Annual Meeting.

(d) As set forth in Club Constitution Article 10, Section 5(b) the President shall be elected not more than two years but not less than eighteen months prior to the day of taking office. The President shall serve as President-elect for the year immediately preceding the year as President. The President shall take office on July 1 of his/her term and shall serve for a period of one year or until his/her successor has been elected. (For example, in the election held December, 2011 the President for term beginning July 1, 2013 will be elected, which person shall serve as President-elect for the term beginning July 1, 2012).

(e) For each other position to be elected, the candidate receiving the highest number of votes cast for the position shall be declared elected and shall serve for the period provided in Article 2,

Section 1, commencing the first day of July next following, or until his/her successor has been elected.

(f) As provided in the club Constitution, the President-elect shall attend the district Presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the President-elect shall send a designated club representative who shall report back to the President-elect. If the President-elect does not attend the Presidents-elect training seminar and the district assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the President-elect shall be deemed to have resigned and shall not be able to serve as club President for said year.

(g) Each officer and Director shall be a Member in good standing of this club.

Section 4. Vacancies on Board. A vacancy in the office of a Director or any office other than President or President-elect shall be filled by appointment by the President, approved by the Board of Directors, at a meeting called for that purpose. The person approved shall serve until his/her successor is elected at the next annual meeting, with the successor taking office July 1 with the other persons elected. A vacancy in the office of President shall be filled by appointment by the Board of Directors at a meeting called for that purpose. If the President-elect is appointed by the Board to fill a vacancy in the office of President, it shall not disqualify or prevent said President-elect from serving as President for the full term he/she was elected to serve by the Members.

Section 5. Vacancies in Board-elect. A vacancy in the position of any officer-elect except President elect, or vacancy in the position of any Director-elect, shall be filled in the manner provided in Section 4, above, by the President-elect, approved by the Board of Directors-elect. A vacancy in the office of President-elect shall be filled by election by the Members at a regular or annual meeting of Members chosen by the Board of Directors, with notice of the election to be held given each Member at least 10 days before such meeting.

ARTICLE 3. BOARD OF DIRECTORS

Section 1. Governing Body. The governing body of the club shall be the Board of Directors (the "Board"), consisting of fourteen Members of this club, namely the five Officer/Directors (being the President, President-elect, Vice-president/Sergeant-at-Arms, Secretary, Treasurer); the Immediate Past President; the Assistant Secretary/Treasurer; and seven other Directors (of Community Service, Club Administration (a/k/a Service), International Service, Vocational Service, New Generations, Membership, and Public Relations); all as elected in accordance with Article 2 of these By-laws.

Section 2. Directors Areas of Service. Each of the nine non-officer Directors shall assume the responsibility for the area of service designated at the time of election, but the President may reassign the roles of the Directors who Chair Community Service, Club Administration (a/ka/ Service), International Service, Vocational Service, New Generations, Membership, and Public Relations.

Section 3. Regular Board Meetings. Regular meetings of the Board shall be held once each month at a place and time designated by the President.

Section 4. Special Board Meetings. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of three Members of the Board. The person or persons authorized to call special meetings of the Board of Directors may fix any place within Cook County, Illinois, as the place of holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given each Director prior to the meeting by a person calling it prior to the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business at the meeting because it is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Meetings of Board-Quorum. A majority of the number of Directors fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 7. Attendance by Conference Telephone. Members of the Board of Directors or of any committees of the Board of Directors may participate in and act at any meeting of the Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Club Articles of Incorporation, the Club Constitution, or these Bylaws. (Per Illinois statute, no Director may give a proxy for another to act for the Director).

Section 9. Action Without a Meeting. Unless specifically prohibited by the Club Articles of Incorporation, the Club Constitution, or these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting by a consent in writing setting forth the action so taken signed or approved by all the Directors entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval of one or more Directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date. Consistent with the foregoing, any proposed consent should contain (in addition to the resolution proposed for approval) the following additional paragraph:

“FURTHER RESOLVED, that this Written Consent may be executed/approved in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same.”

Any such consent signed or approved electronically by all the Directors shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State or with anyone else.

Section 10. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail or by email to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Resignation and Removal of Directors. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause, as specified by statute. Failure of a Director to sign a Conflict of Interest Annual Disclosure Statement (see Section 13, below) within thirty days of taking office and within thirty days of start of each new fiscal year thereafter shall be deemed resignation by the Director of his/her position(s), effective as of the end of the thirty day period.

Section 12. Compensation. Corporation Directors shall serve without compensation, but shall be entitled to be reimbursed for expenses incurred in furtherance of corporation business if approved by the Board of Directors.

Section 13. Conflict of Interest. Consistent with Federal Laws and State of Illinois Laws, and in order to protect the interest of the RCAH and its tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a RCAH Officer, Director, or Member of a Committee with governing board delegated powers, a Conflict of Interest Policy shall be adopted and maintained under Article 17 of these Bylaws, which policy shall contain a requirement for signing a Conflict of Interest Annual Disclosure Statement. A “committee with governing board delegated powers” is a committee to which the Board has delegated authority to act in lieu of the whole board, as opposed to an advisory body “committee” described in Article 9, Section 2, below, that does not have such authority.

ARTICLE 4. DUTIES OF OFFICERS

Section 1. President. It shall be the duty of the President to preside at meetings of the Members and Board and to perform such other duties as ordinarily pertain to the office of President.

Section 2. President-Elect. It shall be the duty of the President-elect to preside at meetings of the and Board in the absence of the President and to perform such other duties as ordinarily pertain to the office of President-elect.

Section 3. Vice-president/Sergeant-at-Arms. In the absence of the President and the President-elect, the Vice-president shall perform the duties of the President. In the capacity of Sergeant-at-Arms he/she shall perform such duties as are usually prescribed for such office, including overseeing the fun and frolic/fine masters appointed by the club President, and such other duties as may be prescribed by the President or the Board.

Section 4. Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Member and Board meetings; record and preserve the minutes of such meetings; report as required to RI, including the semi-annual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active Member who has been elected to membership in the club since the start of the July or January semi-annual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. Some of the above duties maybe delegated by the Secretary to the Assistant Secretary/Treasurer.

Section 5. Treasurer. It is the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand of the Board, and perform such other duties as pertain to the office of Treasurer. Upon retirement from office the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and any other club property. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 6. Immediate Past President. The Immediate Past President, while not an officer, shall preside over the nominating committee called under Article 2, Section 1, and perform such duties as may be prescribed by the President or the Board.

Section 7. Assistant Secretary/Treasurer. The Assistant Secretary/Treasurer, while not an officer, shall perform such duties of the club Secretary and/or club Treasurer as delegated him/her by the President in consultation with the Secretary and/or Treasurer, as applicable, and perform such other duties as may be prescribed by the Board. If required by the Board, an Assistant Secretary/Treasurer shall give a bond for the faithful discharge of his/ her duties in such sum and with such surety or sureties as the Board shall determine.

ARTICLE 5. MEETINGS OF MEMBERS /VOTING

Section 1. Annual Meeting. An annual meeting of this club shall be held each year at the time of a regular weekly meeting in December chosen by the Board, at which time the election of officers and Directors shall take place.

Section 2. Weekly Meetings. The regular weekly meetings of this club shall be held on Thursdays at 12:15 P.M. without notice other than this bylaw section. All Members excepting an honorary Member (or Member excused pursuant to Article 9 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member's being present for at least sixty(60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise

provided in the standard Rotary club constitution, Article 9. *(Under Article 9, Section Third of the Club Constitution a Member's absence is excused if:*

”(a) the absence complies with the conditions and under circumstances approved by the Board. The Board may excuse a member's absence for reasons which it considers to be good and sufficient.

(b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club Secretary in writing of the member's desire to be excused from attendance and the Board has approved. ”

Section 3. Budget/Finances Meeting. At a meeting of Members designated by the Club President to be held between July 1 and September 1 of each year the Board shall make a detailed presentation of the Club's (a) current fiscal year budget, (b) for the immediately preceding fiscal year the year end balance sheet and income/expense statement, and (c) the general financial condition of the Club. (A similar presentation shall be made for the Rotary Club of Arlington Heights Charitable Foundation by the end of the second month of its new fiscal year, i.e., by March 1st of each year). See Article 12, Section 6 for other budget provisions.

Section 4. Meetings of Members-Quorum. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. Unless otherwise requested or limited by statute, the Club Constitution, or these Bylaws, the vote of a majority of a quorum of the Members shall be the decision of the Club.

Section 5. Member Voting.

(a) Voting at Meetings. At meetings where members vote on club business the vote shall be by voice vote. Provided, however, if motion is made, seconded and passed, voting shall be by ballot (a) for the election of the officers and Directors, or (b) for such other special vote as deemed necessary by the membership.

(b) Informal Action. Any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing by mail and/or electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, Club Constitution, or these bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. Such informal action by members shall become effective only if, at least five days prior to the effective date of such informal action a notice in writing of the proposed action is delivered to all the members entitled to vote with respect to the subject matter thereof.

Section 6. Notice of Meetings Other Than Regular Weekly Meetings. Written notice stating the place, date, and hour of the annual meeting of Members, and of any special meeting of members, shall be delivered to each member entitled to vote at such meeting not less than 5 nor more than 60

days before the date of such meeting, or, in the case of a removal of one or more Directors, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than 20 nor more than 60 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of RCAH, with postage thereon prepaid. If by electronic means the notice shall be deemed delivered when transmitted to the member at his/her email address or to his/her fax number or text message number as it appears on the records of RCAH. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

ARTICLE 6. FEES AND DUES

Section 1. An admission fee shall be set by the Board in accordance with the RCAH Policies, Procedures and Rules, to be paid within fourteen days of billing by the Treasurer or the applicant shall fail to qualify as a Member.

Section 2. Membership dues shall be set by the Board and payable in accordance with the RCAH Policies, Procedures and Rules.

Section 3. The above fees and dues may be changed periodically by action of the Board, but in no event shall the admission fee or membership dues, respectively, be increased in a single fiscal year by more than ten percent without approval of the Members.

Section 4. If under Article 11 a Member's absence is excused, then the Member shall be entitled to a credit for meals in the amount determined from time to time by the Board. Provided, however, (a) no credit shall be given for non-attendance at the Installation Dinner, the Holiday Party or Steak Fry, and (b) if during an excused absence period (i) the Member actually attends a regular club meeting, or (ii) he/she signs up to attend a special event meeting (regardless of if he/she actually attends), or (iii) the Member does an approved make up at another club, it shall be treated the same as if the Member was not on excused absence for that occurrence.

ARTICLE 7. CLUB MISSION AND VISION

The Rotary Club of Arlington Heights recognizes and adopts Rotary International's motto of "Service Above Self" and RI's Mission and RI Vision as adopted by the RI Board in November 2009 and hereinafter set forth. Club members shall conduct themselves in adherence thereto.

The RI Mission: We provide service to others, promote integrity, and advance world understanding, goodwill, and peace through our fellowship of business, professional, and community leaders.

The RI Vision: We will be the service organization of choice with dynamic, action-oriented clubs whose contributions improve lives in communities worldwide.

ARTICLE 8. STANDING COMMITTEES: FIVE AVENUES OF SERVICE, PLUS MEMBERSHIP, PUBLIC RELATIONS, ROTARY FOUNDATION, AND FINANCE

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Administration (a/ka/ Service), Vocational Service, Community Service, New Generations, and International Service. Each has its own standing committee, as does Membership Public Relations, Rotary Foundation, and Finance, each of which operate as described below. The Director in charge of each standing committee (and in the case of Finance, the Treasurer) shall have the responsibility of supervising and coordinating the functions of such committee and the sub-committees created thereunder, and to procure reports and render accountings of performance as requested by the President or the Board. The Club's Policies, Procedures and Rules shall address the functions and subcommittees of the standing committees.

Section 1. Club Administration (a/ka/ Service) Standing Committee. This committee shall be the administrative committee of the club, and shall devise and assist implementing plans that will guide and assist the Members of this club in discharging their responsibilities in matters relating to club administration.

Section 2. Service Projects-Vocational Service Standing Committee. This committee shall devise and assist implementing plans which will guide and assist the Members of this club in discharging their responsibilities in their vocational relationships and improving the general standards of practice in their respective vocations.

Section 3. Service Projects-Community Service Standing Committee. This committee shall devise and assist implementing plans which will guide and assist the Members of this club in discharging their responsibilities in their community relationships.

Section 4. Service Projects-International Service Standing Committee. This committee shall devise and assist implementing the plans which will guide and assist the Members of this club in discharging their responsibilities in matters relating to international service.

Section 5. New Generations Standing Committee. New Generations recognizes the positive change implemented by youth and young adults through leadership development, involvement in community activities, international service projects and youth and young adult exchange programs which foster world peace and cultural understanding. Rotary International has combined all the youth and young adult programs under one umbrella or avenue called New Generations. New Generations simply means youth and young adults.

This committee shall oversee Youth Exchange, Rotary Youth Leadership Awards (RYLA), work with any Interact and/or Rotaract group with which the club is involved or sponsors, and develop such additional projects as deemed worthwhile in furtherance of RI New Generations objectives, focused on improving life skills and ensuring a better future for young people up to the age of 30.

Section 6. Membership Standing Committee. This committee shall develop and implement a comprehensive plan for the recruitment and retention of Members. It shall devise and carry into effect plans to (a) give prospective Members information about the privileges and responsibilities of membership in a Rotary club, (b) propose candidates for new membership, suggest and organize programs to attract potential Members, and to arrange manner of introducing potential candidates to the membership, (c) give the Members (especially the new Members) adequate understating of the privileges and responsibilities of Members, (d) give the Members information about Rotary, its history, object, scope, activities, and (e) give information as to developments in the administrative operation of Rotary International.

Section 7. Public Relations Standing Committee. This committee shall develop and implement plans to (a) provide the public with information about Rotary, its history, object and scope; (b) promote and secure publicity for the club's projects and activities and those of RI.

Section 8. Rotary Foundation Standing Committee. This Standing Committee shall encourage members to become Paul Harris Fellows and Rotary Foundation Benefactors. It shall periodically advise the membership about the Rotary Foundation, the status and percentage of club and Member donations to the RI Foundation. It shall advise the membership on the need for contributions to the RI Foundation, and the benefits received by the club in return by way of matching fund grants and other grants. This Standing Committee sets goals, promotes and monitors efforts and activities to ensure financial support from the club of the Rotary Foundation. It shall also assist the Rotary Club of Arlington Heights Charitable Foundation if and as requested by it.

Section 9. Finance Committee Standing Committee. This Standing Committee shall consist of the President, President Elect, Vice President, Treasurer, Assistant Secretary/Treasurer, and 2 members of the Club at large appointed by the President (after consultation with the Treasurer), based on desire of the member to serve as established by attendance at meetings as well as financial expertise. The purpose of the committee is to review and become familiar with the financial affairs of the club for the purpose of answering Board and member questions, review the club financial and tax reports (including the financial transaction report done under Article 12, Paragraph 3, below), and provide reports to the Board on the foregoing. The committee shall meet at least quarterly, normally prior to a Board Meeting to ensure that financial and tax reports have been reviewed in detail.

ARTICLE 9. STANDING COMMITTEES OPERATIONS

Section 1. The President, in consultation with the Director of a standing committee, shall, as he/she deems necessary and appropriate, appoint various service area sub-committees under said standing committee. The sub-committees the club has traditionally used are described in the Club's Policies, Procedures and Rules. The duties of the sub-committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall make reference to appropriate RI materials. Each appointed sub-committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-elect to provide the necessary leadership to prepare a recommendation for club sub-committees, mandates, goals and plans for presentation to the Board in advance of the commencement of his/her year as President. The sub-committees shall report to the President and Board through the chairs of the standing committees.

Section 2. Unless specifically designated otherwise by Board action, each of the designated standing and sub-committees shall be considered advisory bodies under Section 108.40(d) of the Illinois General Not for Profit Corporation Act, and shall act after reporting to the Board and receiving Board approval.

Section 3. The President may, subject to the approval of the Board, appoint such ad hoc committees or advisory bodies as the President may deem necessary for the proper administration of club affairs. Each such committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board. Except where special

authority is given by the Board to a special ad hoc committee, such committees shall not take action until a report has been made and approved by the Board.

Section 4. The President shall be ex officio a Member of all committees and sub-committees, and as such shall have all the privileges of membership thereon.

Section 5. Each standing committee chair shall be responsible for the activities of the subcommittees under his/her avenue of service, shall supervise and coordinate the work of the subcommittees, and shall report to the Board on all sub-committee activities.

ARTICLE 10. CLUB CONSTITUTION. Recognizing that the Rotary Club is required to adopt the model Club Constitution mandated by RI, whenever any new or revised model Club Constitution is adopted by RI the Club Constitution of this Club shall automatically and without further action be modified and amended to conform to the RI model Club Constitution.

ARTICLE 11. LEAVE OF ABSENCE/SENIOR ACTIVE EXEMPT

Section 1. Leave of Absence. If, upon a Member's written application to the Board requesting a leave of absence the Board finds good and sufficient cause exists, the Board may grant a leave of absence excusing a Member from attending the meetings of the club for such time and upon such conditions as the Board specifies. *(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the Member's attendance. Unless the Member attends a regular meeting of some other club, the excused Member must be recorded as absent, except that absence authorized under the provisions of Article 9, sub-sections Third and Fourth of the Club Constitution is not included in the attendance record of the Club.*

Section 2. Senior Active Exempt. A Member meets the "Rule of 85" when the Member's years of age plus years of membership in one or more Rotary clubs totals 85 years or more. If a member who meets the Rule of 85 has notified the club Secretary in writing of the member's desire to be excused from attendance and the board has approved he/she shall be designated as being Senior Active Exempt and his/her absence from meetings shall be excused.

ARTICLE 12. FINANCES.

Section 1. The Treasurer or other authorized officer shall deposit all funds of the club in a bank(s) to be named by the Board.

Section 2. All bills \$1,000 or less shall be paid by the Treasurer or other authorized officer without further approval from the Board of Directors. All bills over \$1,000 that have already been approved during the budget process shall be paid by the Treasurer or other authorized officer without further approval from the Board of Directors. All other bills shall be paid by the Treasurer or other authorized officer only when approved by the Board of Directors.

Section 3. A thorough review of the club's fiscal year end financial records by a certified public accountant or other qualified person designated by the Finance Committee (but not a person who was a Board member during said fiscal year) shall be timely made each year.

Section 4. Officers (and the Assistant Secretary/Treasurer, if applicable) having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 5. The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of Members' dues shall be divided into quarterly or semi-annual periods as the Board determines (with in the case of semi-annual the periods extending from July 1st to December 31st, and from January 1st to June 30th). The payment of per capita dues and magazine subscriptions to RI shall be made as required by RI from time to time (currently on July 1st and January 1st of each year on the basis of the membership of the club on those dates).

(Note: Magazine subscriptions for Members joining during a semi-annual period are payable upon invoice from the Secretariat.)

Section 6. No later than July 1 of each fiscal year the Board shall prepare and adopt a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. Within fourteen days of adoption the budget shall be posted and kept (as amended from time to time) in the members section of the Club website. (The budget is adopted by the Board; it is required to be presented to --but not approved by--the Members under above Article 5, Section 3).

Section 7. There shall at all times be maintained in the members section of the Club website (a) a copy of the Club's budget as then in effect for the current fiscal year, and (b) no later than September 1 of each year the year end balance sheet and income/expense statement for the prior fiscal year. If amended/revised the website versions shall be updated within ten business days of the amendment/revision.

ARTICLE 13. ELECTION OF ACTIVE AND HONORARY MEMBERS/SUSPENSION AND TERMINATION OF MEMBERSHIP

Section 1. Active Member. (a) The name of a prospective active Member, proposed by an active Member of the club, shall be submitted to the Board in writing, through the club Secretary. A transferring or former Member of another club maybe proposed to active membership by an active Member or by the former club, as provided in Club Constitution Article 7, Section 4. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(b) The name of the prospective active member shall be referred to the Membership Committee to review and make a recommendation to the Board as to whether the prospective member's admission would meet the Club classification and other membership requirements. The Board shall ensure that the proposal meets all the classification and membership requirements of the Club Constitution. (See Club Constitution Articles 7 and 8).

(c) The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club Secretary, of its decision.

(d) If the decision of the Board is favorable, the prospective Member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership (including the kind of membership proposed), following which the prospective Member shall be requested to sign the

membership proposal form and to permit his or her name and proposed classification (if active membership) to be published to the club.

(e) If no written objection to the proposal, stating reasons, is received by the Board from any Member (other than honorary) of the club within seven (7) days following publication of information about the prospective Member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these by-laws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed Member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

(f) Following such election, the President shall arrange for the new Member's induction and further orientation, and the club Secretary shall issue a membership card and shall report the new Member to Rotary International; and the Rotary information Sub-Committee shall provide appropriate literature for presentation at the induction and assign a Member to assist in the assimilation of the new Member.

Section 2. Honorary Members. The club may elect Honorary Members as defined in and in accordance with Club Constitution Article 7, Section Sixth.

Section 3. Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such Members in their existing classifications during the period in which they hold such office.

Section 4. Rotary International Employment. This club may retain in its membership any Member employed by RI.

Section 5. Membership Termination and Suspension. Club Membership may be terminated or suspended as set forth in Club Constitution Article 12.

ARTICLE 14. RESOLUTIONS

The club shall not consider any resolution or motion to commit the club on any matter until the Board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

ARTICLE 15. DISSEMINATION AND COMMERCIAL USE OF MEMBER DIRECTORY INFORMATION

Rotary was founded as a business networking tool, and while it has evolved such that service is now its primary focus, the business networking benefit that comes from being a good Rotarian can and should be acknowledged, not minimized. Rotary provides a natural forum for sharing the business talents of our Members. Recognizing the need to both limit unwanted communications to Members,

yet still enable communications between Members who desire to receive them and be linked business-wise, Members shall abide by the following.

Section 1. Dissemination of Member Database/Contact Information. No club member may use or make available to a non-club member for any commercial purpose RCAH member database or contact information compiled in connection with Club Administration or any Rotary-related project or activity. Such information includes the club member Directory information in both electronic and printed formats.

ARTICLE 16. MEDIATION AND ARBITRATION

The Board shall adhere to the procedures for mediation and arbitration as set forth in the club Constitution, and may from time to time adopt policies, procedures, and rules relating thereto.

ARTICLE 17. AMENDMENTS; POLICIES, PROCEDURES AND RULES

Section 1. Amendment of Bylaws. These Bylaws may be amended (a) at a meeting of Members, a quorum being present, by a two-thirds vote of all Members present, provided that notice of such proposed amendment shall have been delivered to each Member at least 10 days before such meeting and such meeting shall be held within 30 days of the date of delivery; or (b) by informal action under Article 5, Section 5(b) provided there is approval by the at least two-thirds of the number of Members that would constitute a quorum at a meeting of Members. No amendment or addition to these Bylaws can be made which is not in harmony with the Club Constitution, the Club Articles of Incorporation, and with the Constitution and Bylaws of Rotary International.

Section 2. Adoption of Policies, Procedures and Rules. (a) Adoption of these Revised and Restated Bylaws shall constitute adoption of the initial club policies, procedures and rules for (1) Conflict of Interest Policy (per Article 3, Section 13 above); (2) Whistleblower Policy, (3) Slate Proposing Committee and Nominating Committee Practices/Procedures, (4) Record Retention and Destruction Policy, (5) Fees and Dues, and (6) Club Traditional Functions and Subcommittees. In furtherance of these bylaws additional written policies, procedures and rules shall be adopted reasonably related to Board and club administration, none of which shall be in violation of the RI Constitution, RI Bylaws, RCAH Club Constitution and RCAH Bylaws. Such policies, procedures and rules may include a Tax Return Review Policy; procedures for voting by Directors and members in absence of a meeting as allowed by these Bylaws, and such other policies, procedures and rules deemed necessary and appropriate in furtherance of Club Constitution and Bylaws.

(b) After adoption of these Revised and Restated Bylaws and the initial policies, procedures and rules in Section 2(a), above, a summary of any new or modified policies, procedures and rules shall be delivered to the members and published in the Club's newsletter such that there are at least 2 Member meetings after publication and prior to its proposed effective date, and the summary shall contain a link to the Club's website page where the full text of it is set forth. A Member shall be presented with of printed copy upon request. The policy, procedure or rule shall become effective on the posted effective date, if not rejected by the Members by vote at any Member meeting prior to the effective date. Once adopted the policy, procedure or rule shall remain in effect until further acted upon, following the same procedure.

Section 3. Documents on Website. A copy of the then current Club Constitution, Club Bylaws, Board Policies, Procedures, and Rules shall be kept in the “members” section of the Club’s website.

ARTICLE 18. INDEMNIFICATION.

Each person who at any time is or shall have been a Director, officer, employee or agent of this club or is or shall have been serving at the request of the club as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this club in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of adopting of this bylaw or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of Members or disinterested Directors or otherwise. If authorized by the Board the club may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of the adoption of this bylaw or as amended from time to time.

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