

**CORPORATE BYLAWS
OF THE ROTARY CLUB OF TORRANCE DEL AMO
A California Nonprofit Public Benefit Corporation**

ARTICLE I

NAME

The name of this Corporation shall be "The Rotary Club of Torrance Del Amo."

ARTICLE II

CORPORATE OFFICES

2.1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the Corporation (hereinafter "the Club") shall be the office of the acting President of the Club during any fiscal year. The Board of Directors (hereinafter "Board") may change the principal office from one location to another. Any change of location shall be noted by the Secretary on these Bylaws opposite this section. The members of the Club shall be notified of any such change in writing.

2.2. MAILING ADDRESS. The mailing address for the Club shall be P.O. Box 3927, Torrance, California 90510, or such other mailing address as the Board of Directors may hereafter establish.

2.3. OTHER OFFICES. The Board may establish branch or subordinate offices at any place or places where the Club is qualified to do business.

ARTICLE III

MEMBERSHIP

3.1. QUALIFICATIONS. All members of the Club shall meet the qualifications provided in Articles 9, 10 and 11 of the Club Constitution.

3.2 ADMISSION OF NEW MEMBERS INTO THE CLUB.

3.2.1. Proposal of Active and Honorary Members. Active and Honorary members may only be proposed by active members of the Club or by the Membership Committee. The Membership Committee shall be a Standing Committee of the Club. See Section 10.1.4 of these Bylaws.

3.2.2. Submission to Club Secretary. The name of a prospective member, together with an application for membership, shall be submitted to the Club Secretary in writing. The member submitting the

application shall advise the Club Secretary if the application is for Active or Honorary membership.

3.2.3. Confidentiality of Proposed Members. Until Notice is published under Section 3.2.6 of these Bylaws, a proposal shall be kept confidential.

3.2.4. Report to Board by Membership Committee.

3.2.4.1. The Club Secretary shall request the Membership Committee to consider and report to him or her on the eligibility of the proposed member. The report shall include whether the proposed member meets the qualifications and conditions provided in Articles 9, 10, and 11 of the Club Constitution, his or her general character, eligibility and business and professional reputation to the extent known, and a proposed classification.

3.2.4.2. Any proposed classification shall comply with Article 11, §2 of the Club Constitution, which provides that the Club may not elect a person to active membership with a classification which is already held by five or more members, unless, at the time, the Club has more than fifty members. In the event the Club has more than fifty members, it may not elect a new member to a classification if such an election will result in the classification making up more than 10 percent of the Club's active membership. Retired members shall not be counted in determining the total number of members with the same classification.

3.2.4.3. The Secretary shall report the Committee's recommendation to the Board at its next meeting.

3.2.5. Consideration by the Board. The Board shall consider the recommendations of the Membership Committee and decide whether or not the prospective member and his or her proposed classification shall be presented to the members of the Club for approval. The proponent of the prospective member shall immediately be advised of the Board's decision by the Club Secretary.

3.2.6. Notice to Members of favorable decisions of the Board. If the decision of the Board is in favor of presentation, the active members of the Club shall be given written notice of the name and proposed classification of the proposed member in the manner specified in Article XII hereof.

3.2.7. Board Action where there is no objection from a Member. If no objection to the proposed member is received by the Board from any active member of the Club within five (5) days following the giving of written notice, the prospective member, upon payment of his or her admission fee, as prescribed in paragraph 3.3.1 of these Bylaws, shall be considered to be elected to membership.

3.2.8. Board Action where there is an objection from a Member. An objection shall be in writing, signed by the objecting member, and

dated. It shall be hand delivered, faxed, or e-mailed to the Club President, or in his absence, to the President-elect. If an objection has been delivered as herein provided, the matter shall be voted upon by the Board at its next meeting. The Objector(s) shall be invited to attend but shall not have voting rights unless he or she is a member of the Board. If two (2) or more negative votes are cast, the proposed member shall be denied membership. Otherwise, the proposed member shall be considered to be elected to membership.

3.2.9. Report of new member to Rotary International and placement on Club Roster. Following the prospective member's election to membership, the Club Secretary shall report his or her name to the General Secretary of Rotary International and cause it to be added to the Club Roster.

3.2.10. Induction of new member. The member shall be formally inducted as a new member at the next regular meeting of the members of the Club unless otherwise agreed with the new inductee.

3.2.11. Honorary Members. The election of an honorary member of the Club shall be by a majority vote of the Board, except that if a proposed honorary member is a proposed member whose membership was previously denied due to objection(s), then the election so voted by the Board shall be also approved by a majority of the members of the Club. Honorary members shall not have voting powers.

3.2.12. Other Types of Members. The Board of Directors may create such other types of membership as it deems desirable to the Club and its activities. No such other types shall be allowed to vote or hold office in the Club.

3.3 FEES, DUES, AND ASSESSMENTS.

3.3.1. Active Membership Admission Fee. New Active Members shall be charged an admission fee in order to qualify for membership. The amount shall be set by the Board from time to time.

3.3.2. Active Membership Dues. Members shall pay such dues as are set by the Board from time to time.

3.3.3. Honorary Memberships. No admission fee or dues shall be charged to an Honorary Member.

3.4. CLUB FINANCES.

3.4.1. Bank Accounts. The Treasurer shall deposit all funds of the Club in such financial institution or institutions as are authorized from time to time by the Board.

3.4.2. Fiscal Year. The fiscal year of this Club shall extend from July 1 to June 30.

ARTICLE IV

DURATION OF MEMBERSHIP

4.1. PERIOD OF MEMBERSHIP.

4.1.1. Active Membership. Active membership shall continue during the existence of the Rotary Club of Torrance Del Amo Rotary Club, unless terminated as provided in Article 12 of the Club Constitution or resignation of the member.

4.1.2. Honorary Membership. Honorary membership shall be for such period as is proscribed by the Board.

4.1.3. Leaves of Absence. Upon written application to the Board setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time and from future dues, not to exceed twelve (12) months. An active member shall be required to pay outstanding dues to the Club as a condition of his leave of absence.

4.1.4. Property Interest. Any person whose membership in the Club has been terminated shall be deemed to have forfeited any rights, privileges and interests arising out of membership.

ARTICLE V

MEETINGS OF MEMBERS

5.1. MEETINGS OF MEMBERS.

5.1.1. Annual Meeting of Members. An Annual Meeting of the members of this Club shall be held on the second Tuesday of December of each year, at which time the election of officers and directors to serve for the ensuing fiscal year shall take place.

5.1.2. Regular Meetings of Members. The regular weekly meetings of members of this Club shall be held at such place as the Board shall establish from time to time. Due notice of any changes in the time, place or cancelation of a regular meeting shall be given to the members by the President.

5.2. CONDUCT OF BUSINESS AT MEETINGS OF MEMBERS.

5.2.1. Resolutions and Motions. No resolution or motion to commit this Club on any matter, including any amendment to these By-laws pursuant to Article XIV hereof, shall be considered by the Club until it has been considered by the Board. Such resolution or motion, if offered at a Club meeting, shall be referred to the Board without discussion.

5.2.2. Actions by Members where required or permitted.

5.2.2.1. Quorum for Meetings of Members. One-third (1/3) of the membership shall constitute a quorum at all meetings of members of this Club.

5.2.2.2. Majority vote required. An act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present is the act of the membership.

5.2.2.3. Quorum once established is not defeated by withdrawal of Club members. A meeting at which a quorum is initially present 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.

5.2.2.4. Actions without meeting. An action required or permitted to be taken by the Membership may be taken without a meeting, if all Members shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the Minutes of the Club.

5.3. NOTICE OF MEETINGS OF MEMBERS WHERE ACTION IS REQUIRED OR PERMITTED.

5.3.1. Time of Notice. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given not less than 10 or more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat.

5.3.2. Content of Notice. The notice shall state the place, date and time of the meeting, and the general nature of the business to be transacted.

5.3.3. Waiver or Ratification.

5.3.3.1. Written Waiver or Consent. 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, and if, either before or after the meeting, each of the persons entitled to vote, not present in person provides a waiver of notice or consent to the holding of the meeting or an approval of the Minutes thereof in writing. All such waivers, consents and approvals shall be filed with the records of the Club or made a part of the Minutes of the meeting.

5.3.3.1. Waiver by attendance without Objection. Attendance of a person at a meeting shall constitute a waiver of notice at the meeting, unless he or she objects, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. However, 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 but which are not, if the objection is expressly made at the meeting.

ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS

6.1. GOVERNING BODY. The governing body of the Club shall be the Board of Directors which shall consist of twelve (12) persons who shall be seven (7) Directors, the President, the President-elect, the Secretary, the Treasurer and the Immediate Past President. All of the foregoing shall be Active Members of the Club.

6.2. REGULAR MEETINGS OF THE BOARD. Regular meetings of the Board of Directors shall be held at a place and on a day of the month which is determined by the Board at the beginning of each fiscal year. The Board shall notify Club members in writing of such place and day as well as any change in the manner provided in Article XI hereof.

6.3. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS.

6.3.1. Who can call meetings. Meetings of the Board of Directors may be called by the President, President-elect, the Secretary, the Treasurer, or any two Directors.

6.3.2. Regular meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed by the Board.

6.3.3. Special meetings.

6.3.3.1. Notice. Unless necessary to address a true emergency for which 24 hour notice is impossible or impracticable, Special meetings of the Board of Directors shall be held upon 24 hour notice personally delivered, by first-class mail or by telephone, fax, or by e-mail. The Notice shall specify the time and place of the meeting and the nature of the business to be conducted. Emergency actions taken at a Special Meeting without notice shall then be ratified by the Board at the next duly called meeting with compliant notice.

6.3.3.2. Waiver of Notice and Ratification. Notice of a Special Meeting need not be given to an officer or director who falls under the provisions of 6.3.3.1.

6.4. PARTICIPATION BY OFFICERS AND DIRECTORS IN MEETINGS. Members of the Board may participate in a meeting by being physically present or through the use of conference telephone, electronic video screen communication, or other electronic means. Participation in a meeting through use of conference telephone, electronic video screen communication, or other electronic means constitutes presence in person at that meeting as long as all members participating in the

meeting are able to hear one another and otherwise participate in the meeting.

6.5. QUORUM FOR MEETINGS OF THE BOARD. A majority of the members of the Board shall constitute a quorum for the conduct of business.

6.6. TRANSACTION OF BUSINESS.

6.6.1. Majority vote required. An act or decision done or made by a majority of the officers and directors present at a meeting duly held at which a quorum is present is the act of the Board.

6.6.2. Quorum once established is not defeated by withdrawal of members of Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of officers and directors, provided that any action taken is approved by at least a majority of the required quorum for that meeting.

6.6.3. Actions without meeting. An action required or permitted to be taken by the Board may be taken without a meeting, if all Members of the Board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the Minutes of the meeting.

ARTICLE VII
ELECTION OF OFFICERS AND DIRECTORS

7.1. ELECTION PROCEDURE.

7.1.1. Selection of Slate of Officers and Directors by the Nominating Committee. The Nominating Committee shall be a standing Committee of the Club. See Section 10.1.3 of these Bylaws. Prior to October 1st of each year, the Nominating Committee shall meet to select a slate of officers and directors for the upcoming fiscal year.

7.1.2. Nomination of Officers and Directors. At the last regular meeting of members in November of each year, the presiding officer shall ask for nominations from the Nominating Committee and from the floor of candidates for President-elect, Secretary, Treasurer and seven (7) Directors. A nomination from the floor must be made by an active member and seconded by at least one other active member.

7.1.3. Qualifications of Candidates. Any nominee for the office of President-elect, must have served as an officer or Board member of a Rotary Club for at least two (2) years as of the date he would assume office if elected. The Board may waive this requirement in the event it determines that it is in the best interest of the Club. Any nomination of a member who does not meet the foregoing qualifications shall be conditional on the Board making its waiver at least ten (10) days prior to an election. There shall be no qualification, other than Club membership, for any of the remaining candidates.

7.1.4. Election of Candidates. The nominations duly made, shall be placed on a ballot, in order determined by lot, by office, and shall be voted on at the Annual Meeting. The candidates for President-elect, Secretary and Treasurer receiving the highest number of the votes shall be declared elected to their respective offices. The seven (7) candidates for Directors receiving the highest number of the votes shall be declared elected as Directors. The President-elect shall serve as a member of the Board for the year commencing on the first day of July next following his or her election, and shall assume the office of President on the first day of July immediately following his or her year of service on the Board as President-elect.

7.1.5. Ballots. Elections shall be by written ballot. However, a written ballot shall not be required in any uncontested election.

7.2. REMOVAL OF DIRECTORS; FILLING OF VACANCY ON BOARD. The Board may remove a Director from office in the event he has missed three or more regular meetings of the Board during his or her term of office. In the event a Director is removed, or a vacancy exists for some other reason, the vacancy on the Board shall be filled by action of the remaining members of the Board. [This provision shall only apply to Directors elected on or after July 1, 2015, as required by Section 5221 of the Corporations Code.]

7.3. VACANCY ON BOARD OF DIRECTORS-ELECT OR OF OFFICERS-ELECT. A vacancy on the Board of Directors-elect or of any officer-elect, shall be filled by action of the remaining members of the Board of Directors-elect.

ARTICLE VIII

DUTIES OF OFFICERS

8.1. PRESIDENT. The President shall preside at meetings of the Club and Board and perform such other duties as ordinarily pertain to the office of President. The President may also appoint a Sergeant-At-Arms who shall have such duties as are given to him or her by the President.

8.2. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall give the benefit of his or her experience to the Board. He or she shall provide continuity between administrations. Traditionally, he is the chair of the Club's primary annual fundraiser. If neither the President nor the President-elect is available to preside at a meeting of the Club or Board, the Immediate Past President shall preside. In the event he or she is unavailable, the most recent past president who

is still a member of the Club shall take his or her position on the Board.

8.3. PRESIDENT-ELECT. It shall be the duty of the President-elect to preside at meetings of the Club and Board in the absence of the President and to perform such other duties as are requested of him or her by the President.

8.4. SECRETARY. It shall be the duty of the Secretary to keep the records of membership; process membership applications as specified in Article III of these Bylaws; record the attendance at meetings; send out notices as required of the Club's activities; record and preserve the Minutes of Board meetings and meetings of members at which business is transacted, as well as any other meetings, as requested by the President; make such reports to Rotary International and District 5280 as are required from time to time; collect and remit to Rotary International subscriptions to THE ROTARIAN; and perform such other duties as usually pertain to the office of Secretary or which are specified in these Bylaws. He or she shall have the responsibility of ensuring that the Club is in compliance with the requirements of Article XI of these Bylaws at all times. Upon retirement from office, the Secretary shall turn over to his successor or to the President, all Club records in his possession.

8.5. TREASURER. It shall be the duty of the Treasurer to have responsibility of all of the Club's funds; to account for said funds to the Club monthly or at any other time upon request by the Board; to assist in the preparation of the Club budget, and to perform such other duties as usually pertain to the office of Treasurer. The Club may employ an Executive Secretary to work with the Treasurer in the discharge of his duties. Upon retirement from office, the Treasurer shall turn over to his successor or to the President, all funds, books of account or any other Club property in his possession.

ARTICLE IX

DUTIES OF DIRECTORS

The President shall appoint each Director to such major area of responsibility as he sees fit. The President may also direct that a particular Director serve at large. Traditionally, the major areas of responsibility for Directors in the Club have been: (a) Community Service; (b) International Service; (c) Club Service Internal; (d) Club Service External; (e) Youth Service; (f) Vocational Service; and (g) Membership Service. However, the President is not required to make

appointments to these traditional areas if he does not desire to do so.

ARTICLE X

COMMITTEES

10.1 ~~STANDING COMMITTEES~~. The Club shall have the following Standing Committees:

10.1.1 Financial Oversight Committee ("FOC").

10.1.1.1. The FOC shall consist of a Chairperson and four other members. To the extent possible, at least one CPA and two past presidents of the Club shall serve.

10.1.1.2. Except as hereinafter provided, members shall serve for three year terms, which shall be staggered. To achieve continuity of membership, the initial appointments shall be for the following periods: two members for three years; two members for two years and one member for one year. Thereafter, appointments shall be for three year periods. A term of office shall run from the date of appointment to the June 30th which falls at the end of the term of appointment.

10.1.1.3. The President, Treasurer, any Executive Secretary employed by the Club pursuant to Section 8.5 and President-elect and Treasurer-elect shall be ex-officio members of the FOC. In the event a member of the FOC shall be elected to the office of President, Treasurer or President-elect, or hired by the Club as Executive Secretary, his membership in the FOC shall terminate upon his or her assumption of office, and the President shall appoint a replacement to serve out the remainder of his or her term.

10.1.1.4. The FOC shall be advisory in nature. It shall meet and report to the Board as often as it deems necessary, but not less frequently than quarterly.

10.1.1.5. It shall regularly disseminate its Minutes to all members of the Board. It shall report to the membership, in writing, at least twice a year, once in August and once in February.

10.1.1.6. It shall have the following duties: review all budgets prior to their adoption by the Board; analyze all monthly reports submitted to the Board by the Club Treasurer; monitor all income and expenses of the Club to determine compliance with the budget adopted by the Club and applicable provisions of these Bylaws; monitor accounts receivable from members; and such other matters concerning finances as assigned to it by the President or Board. At least one member of the FOC shall sit on the Budget Committee as provided in Section 10.1.2 hereof.

10.1.1.7. It shall have full access to all source records of club financial transactions, including access to the location where they are kept and to those responsible for keeping them. The latter shall include the Club Treasurer, Bookkeeper, and the Chairs of all major Club fundraisers.

10.1.2. Budget Committee.

10.1.2.1. During the month of March preceding the beginning of each fiscal year, the President-elect shall form a Budget Committee which shall consist of himself, the current Club Treasurer, the Treasurer-elect, at least one member of the Financial Oversight Committee, and such other person or persons as he or she desires to serve.

10.1.2.2. The Budget Committee shall prepare a proposed budget of estimated income and expenditures for the following fiscal year and submit it to the Financial Oversight Committee for comment not later than the May 1st preceding the beginning of the next fiscal year.

10.1.2.3. The proposed budget, together with any comments and recommendations of the Financial Oversight Committee, shall be considered and adopted by the Board-elect not later than June 1 preceding the beginning of the next fiscal year. It shall then be ratified by the incoming Board at its first meeting of the new fiscal year, or as soon thereafter as is reasonably feasible.

10.1.3. **Nominating Committee.** The Nominating Committee shall consist of the President, the President-elect and the three (3) most recent Club Presidents who are still members of the Club. The current President of the Club shall chair the Committee. It shall submit a slate of candidates of officers and directors for election to the Board as specified in Article VII of these Bylaws and perform such other duties as requested of it by the President of the Club.

10.1.4. **Membership Committee.** The Membership Committee shall be chaired by a member of the Club selected by the President. The Committee may be further divided into such subcommittees as the President or Committee Chair shall direct. The duties of the Committee and any sub-committees shall include the following:

10.1.4.1. **Attendance.** The Committee shall devise means for encouraging attendance by Club Members at all Rotary meetings, including regular meetings of this and other Rotary Clubs, District Conferences, inter-city meetings, regional conferences, and International Conventions. It shall keep all members informed on attendance requirements as stated in the Club Constitution; promote incentives for good attendance; and seek to ascertain and remove conditions that contribute to unsatisfactory attendance.

10.1.4.2. Classifications. The Committee shall meet as early as possible, but no later than August 31st of each year, to make a recommendation to the Board as to which classifications should be considered as lacking in representation in the Club. It also shall review, when necessary, existing classifications represented in the Club with a view toward creating new ones. It shall counsel with the Board on all classifications questions.

10.1.4.3. Prospective Member Investigation. The Committee shall consider all proposals for membership. It shall thoroughly investigate the character, business and professional reputation, community standing and general eligibility of all persons proposed for membership and shall report its findings to the Board.

10.1.4.4. Membership Development. The Committee shall review continually the Club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications.

10.2. OTHER COMMITTEES AND THEIR DUTIES. The President may appoint such other committees or subcommittees of committees as he deems necessary and proper.

10.3 PRESIDENT'S COMMITTEE MEMBERSHIP. The President shall be an ex-officio member of all committees and subcommittees.

10.4. AUTHORITY OF A COMMITTEE. Each committee shall transact such business as is delegated to it in the Bylaws or as may be referred to it by the President or the Board. Except where special authority is given by the Bylaws or the Board, a committee shall not take action until a report has been made to and approved by the Board.

ARTICLE XI

CLUB RECORDS AND REPORTS

11.1. MAINTENANCE OF CLUB RECORDS. The Club shall keep:

11.1.1. Books and Records. Adequate and correct books and records of account;

11.1.2. Minutes of Meetings. Minutes in written form of the proceedings of its members, Board, and committees;

11.1.3. Club Directory. A record of its members which gives the name, residential and business addresses, telephone, fax, e-mail, classification, Club office if any, and spouse or partner of each member.

11.2. LOCATION, MAINTENANCE AND INSPECTION OF RECORDS.

11.2.1. All current records shall be kept at the Club's principal office. The Club shall also maintain an archive for old records at a place designated at the first meeting of each new Board.

11.2.1. The records shall include the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members of the Club at all reasonable times. If the principal office of the Club is outside the State of California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date. Nothing in these bylaws is intended to limit or otherwise violate any right of inspection or any other rights a member may have under the law.

ARTICLE XII

MANNER OF GIVING NOTICE

Unless otherwise specified in these Bylaws, any notice required by these Bylaws or by the Club Constitution shall be in writing, and sent by regular mail, postage prepaid; electronic transmission (e-mail or facsimile); or published in the Club Bulletin.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV

AMENDMENTS TO BYLAWS

These Bylaws may be amended at any regular meeting of members, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been given to each member of the Club at least ten days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Club Constitution and with the Constitution and Bylaws of Rotary International. Any proposed amendment must have first been submitted to the Board which, upon consideration of it, shall vote and report its recommendation to the membership prior to vote by the membership.

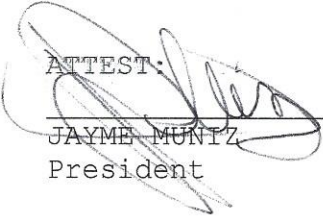
CERTIFICATION OF CORPORATE BYLAWS

I, the undersigned, certify that I am the presently elected and acting Secretary of The Rotary Club of Torrance Del Amo, a California Nonprofit Corporation. The above Bylaws, consisting of fourteen (14) pages, are the Bylaws of this Corporation, approved by the Board of Directors at a meeting held on July 25, 2018, and passed by the membership at a meeting held on SEPTEMBER 25, 2018.

DATED: SEPTEMBER 25, 2018


GREGG PERICICH
Secretary

ATTEST:


JAYME MUNIZ
President