

BYLAWS OF THE ROTARY CLUB OF SEATTLE

(Last amended September 29, 2016)



PREAMBLE

Founded in 1910, the Rotary Club of Seattle ("Club") is the fourth established Rotary Club. A fundamental purpose of the Club is "Service Above Self" as set forth in the Club's Articles of Incorporation. As a nonprofit corporation under the laws of the state of Washington, the Club is governed by and has all authority and powers set forth in the Washington Nonprofit Corporation Act, as amended [Revised Code of Washington (RCW) 24.03]]. As further set forth below, the Club also complies with that certain Standard Rotary Club Constitution ("Constitution") that the Club has adopted, which is consistent with the Constitution of Rotary International, as amended.

ARTICLE I Election of Officers and Directors

SECTION 1

At a regular meeting on a date determined by the President or the Board of Directors of the Rotary Club of Seattle ("directors" or "board" or "board of directors"), the Governance Committee, as provided for in Article VII, Section 1, shall nominate at least one candidate for each officer or director position for the Club that is open and to be filled for the ensuing year. Officers to be nominated and elected for each ensuing year shall be a president; chairperson, president-elect, vice-president for membership; vice-president for service; vice-president for programs, secretary; treasurer; immediate past-president, and sergeant-at-arms.

Except for the chairperson, no officer may concurrently hold two (2) positions. Accordingly, the Governance Committee may nominate the President or Immediate Past

President to also serve as chairperson, with said officer's approval. No member of the club shall be qualified to serve concurrently on both the board of directors of the Rotary Club of Seattle and the board of trustees of the Seattle Rotary Service Foundation except as approved by the board of directors.

The names of candidates nominated by the Governance Committee shall be announced to the club in writing at least two weeks prior to the date of election at the Club's weekly meeting. The candidates nominated by the Governance Committee shall be affirmed or rejected by a majority of Club members present at the annual meeting by the membership.

Officers shall be elected for a one-year term only and directors shall be elected for a three-year term. Officers may serve consecutive full terms, but directors may not serve consecutive full terms. ~~No director or officer may be elected to a consecutive full term except that the chairperson may serve a second consecutive term to provide continuity in this strategic role~~

SECTION 2

If any director or officer shall cease to hold his or her office through death, resignation, incapacity, or otherwise, except as otherwise specifically provided, it shall be filled by the board of directors for the balance of the term ("Partial Term"). A Partial Term shall automatically expire at the end of the applicable Club year on June 30. Upon the expiration of a Partial Term, the director may be elected for a complete three year term, and officer to a one year term, consistent with these Bylaws

SECTION 3

The officers and directors elected as aforesaid shall take office on July 1 of the applicable year.

SECTION 4

In addition to the officers authorized by these bylaws and the Constitution, a club manager (herein "club manager ") shall be appointed by the board of directors whose duty it shall be to perform the duties which may be delegated to the club manager by the president or by the board of directors, and to generally perform the active and routine work of the organization. The salary of the club manager and the terms of the employment of such club manager shall be fixed by the board of directors.

SECTION 5.

Conflict of Interest. Club officers, directors, and members of committees of the Directors authorized to act on behalf of the Directors shall complete a Conflict of Interest Questionnaire annually.

ARTICLE II

Directors

SECTION 1

The governing body of the club shall be the board of directors, consisting of no less than fifteen (15) members and no more than twenty five (25) members. The management of all the affairs, property and interests of the Club shall be vested in the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Constitution and Articles of Incorporation, the Board of Directors may

exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws and the Constitution directed or required to be exercised or done by the members of the corporation, including authority to amend and issue policies that affect the Club, its directors, and members.

SECTION 2

An executive committee consisting of officers as determined by the board, but shall include the chairperson, president, president-elect, secretary, and treasurer, may transact club business subject to the approval of the board.

SECTION 3

Directors', Officers' and Employees' insurance will be in place on a continuing basis. The board shall set the limits of the coverage. A combined policy with the Seattle Rotary Service Foundation is acceptable.

SECTION 4

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Club and approved by the board.

SECTION 5

Removal. In addition to removal by members as provided by law, a director or officer may be removed, with or without cause, by a supermajority (2/3) vote of the board of directors.

ARTICLE III

Duties of Officers

SECTION 1

President. It shall be the duty of the president to preside at meetings of the club, and perform such other duties as ordinarily pertain to the office of president. The president shall have the overall responsibility for the operations and activities of the club for the Rotary year for which the president has been elected. The president shall consult with and direct the vice-president for membership, the vice-president for service, and vice president of programs as to the Rotary objectives to be achieved in the Rotary year for which such vice-presidents have been elected. The president will consult with the president-elect as to activities and functions to be performed by the president-elect during the term of the president's tenure as more fully described in Section 2. The president will periodically monitor, coordinate and consult with such president-elect and vice-presidents as to the progress being made by each of them in the activities and functions for which they are responsible.

SECTION 2

Chairperson. It shall be the duty of the chairperson to serve as chair of the board, preside at meetings of the board of directors, lead the board on strategic issues, and perform such other duties as ordinarily pertain to the chairperson. The chairperson shall be a current officer or director at the time of his/her nomination.

SECTION 3

President-elect. The president-elect shall have the duty of familiarizing himself/herself with the functions of the office of the president in the approximately one year period prior to assuming the office of president. In particular, and in general, the president-elect shall become acquainted with all club offices, committees and activities so as to insure efficient continuity of organization and purpose when the president-elect assumes the office of president. The president-elect shall work on the development of goals and missions for the Rotary year in which the president-elect is to serve as president. The president-elect shall be privileged to attend all committee meetings, but shall not be considered a voting member of such committees. The president-elect shall be a full-fledged member of the board of directors. It shall be the responsibility of the president-elect to preside at meetings of the club and the board of directors in the absence of the president and to perform such other duties as ordinarily pertain to his or her office. If the president shall cease to hold office through death, resignation, incapacity, or otherwise, the president-elect shall automatically become president for the balance of the term in addition to the term that follows.

SECTION 4

Vice-president for Membership. The newly elected vice-president for membership who is to serve in the coming new Rotary year following his or her election shall commence to study membership matters and internal operations of the club and shall consult with the president-elect concerning such matters. Such membership matters may pertain to, but not necessarily be limited to recruiting of potential members, processing, introducing and orienting of new members, retention of members, attendance, social and sports events and other special club activities; and communications and assisting in the handling and/or review of certain business aspects of the club. Such vice-president for membership shall encourage attendance at and participation in the meetings of committees for which the vice-president is responsible, and shall monitor the demographics of members who are then presently members of the club; the resignations of members and the reasons for resignation, and generally become acquainted with the state of the quality and diversity of members. Such vice-president shall work with the appropriate committees and in particular the committee concerned with membership and classification aspects to achieve the objective of keeping the quality of the members at a high level. Such vice-president for membership shall take steps directly or through appropriate committees to achieve the objectives herein set forth.

SECTION 5

Vice-president for Service. The club has as its first priority service to others. The club board will determine the service goals and programs for the ensuing Rotary Year. It shall be the responsibility of the vice-president for service, along with the president for the Rotary year in which such vice-president for service shall be elected to select appropriate service committees and to coordinate the activities of all such service committees; to assist in encouraging the attendance at and participation in the meetings of such committees; and to assist in the formation of task forces as needed; all as may be necessary or appropriate to fulfill the service missions and priorities as determined by the club. The vice-president for service shall, throughout the Rotary year in which the vice-president for service is serving, promote leadership in the selection of committee projects of service committees if the vice-president for service deems such as being necessary or appropriate. The vice-president for service shall coordinate the efforts of the various committees to the end that the committee service projects taken as a group serve the club's service priorities to the fullest reasonable extent possible.

SECTION 6

Vice-president for Programs. It shall be the duty of the vice-president for programs to manage the 'bell to bell' content for the weekly club meetings. This position also includes chairing the Program Committee, vetting and planning for speakers and upcoming programs, helping ensure the Club maintains its reputation as being one of the most in-demand podiums in the Northwest, and attracting high caliber, thoughtful and provocative presentations.

SECTION 7

Secretary. It shall be the duty of the secretary to provide for the recording and preservation of minutes of meetings and ensuring the completion and timely submission of required reports to Rotary International, including semi-annual reports of membership and reports of attendance at club meetings.

SECTION 8

Treasurer. It shall be the duty of the treasurer to collaborate with and supervise the work of the club manager in taking custody of funds and making reports to the club thereon at the annual meetings or at any other time demanded by the board of directors, and in general to perform such other duties as pertain to the office, or as directed by the president. The treasurer shall chair the Finance Committee and lead that committee as prescribed in Article VII, Section 1. The treasurer shall assure that the board is regularly apprised of the financial condition of the organization, including timely distribution of periodic financial statements.

SECTION 9

Immediate Past President. It shall be the duty of the immediate past president to serve as counsel to the president, chairperson and board, and to perform such other duties as may be assigned from time to time by the president or board.

SECTION 10

Sergeant-at-arms. The sergeant-at-arms shall provide for the maintenance of order and the following of rules of conduct at Club meetings, and to perform such other duties as may be assigned from time to time by the president or board.

ARTICLE IV

Meetings

SECTION 1

Annual Meeting. The first regularly scheduled meeting held in December of each year shall be the annual meeting of the club, at which the election of officers and directors shall take place.

SECTION 2

Meetings of Members. The regular weekly meetings of members of this club shall be held on Wednesday of each week, provided that in an emergency, or for good cause, the board of directors may change the regular meeting of any week to a different day or to a different hour of the regular day and provided that the notice of such change is given to all the members of the club. A weekly meeting may be canceled near the occurrence of a federal holiday or as otherwise determined from time to time by the board and conform with the Constitution.

SECTION 3

Membership Quorum. One-third of the membership shall constitute a quorum of the annual and regular meetings of members of the club.

SECTION 4

Special meetings of members. Special meetings of the members for any purpose(s), unless otherwise prescribed by statute or the Club Constitution, may be called at any time by the President, Secretary, Board of Directors, or by members holding not less than 33% of the votes entitled to be cast at the meeting. Notice of each special meeting of members shall be as set forth in these Bylaws and, state the place, day and hour of such meeting, and the purpose or purposes for which the meeting is called.

A majority of the members present in person shall constitute a quorum for a special meeting and for the transaction of all business, provided a lesser number may adjourn the meeting to a definite later time. The act of a majority of the members present at the meeting at which a quorum is present shall be the act of the members. Presence at a meeting shall constitute a waiver of notice.

SECTION 5

Board Meetings. Regular meetings of the board of directors shall be held, with or without notice, on dates set by the Directors or the President. The board intends to meet not less than eight (8) times a calendar year. Except for discussions and decisions regarding sensitive matters as determined by a majority of the Directors, any member as defined herein may attend a Board of Director meeting.

Special Board meetings of the board of directors shall be called by the president whenever deemed necessary, or upon the request of 33% of the members of the board. Each director shall receive notice at least three (3) days prior to the time fixed for the meeting, which notice shall specify the time, place, and purposes of the meeting. Attendance at the meeting shall constitute a waiver of notice except where attendance is for the express purpose of objecting to the transaction of any business.

SECTION 6

Board Quorum. A majority of the board members shall constitute a quorum of the board of directors, provided a lesser number may adjourn the meeting to a definite later time. Except as expressly set forth in these Bylaws, 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.

SECTION 7

Board Actions by Written Consent. Any corporate action required or permitted by these Bylaws, the Club Constitution, or by the laws of the state of Washington, to be taken at a meeting of the members or the Board of Directors (or any committee), may be taken without a meeting if a consent in writing, or by facsimile, or by electronic mail, setting forth the action so taken, shall be signed in counterparts by all of the board or committee members. Such consent shall have the same force and effect as a unanimous vote.

SECTION 8

Board Meeting by Telephone Conference. Members of the Board of Directors may participate in a meeting of the board by a conference telephone call or by use of similar communications equipment by means of which all persons participating in the meeting

can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

SECTION 9

Notice. Notice of the annual and other meetings of members of the Club may be called by the President of the Rotary Club of Seattle, or other director or officer as determined by the directors. Written notice of any meeting of members shall be given to the members not less than ten or more than 50 days before the date of the meeting or as otherwise provided in the Club Constituion and Washington Nonprofit Corporation Act, as amended.

Consent to Notice by Electronic Transmission.

Notice to directors or members in an electronic transmission is effective only if such individual has: (a) consented in writing or by email to receive electronically transmitted notices under the Washington Nonprofit Corporation Act; and (b) designated in the consent the message format accessible to the recipient and the email address, location, or system to which these notices may be electronically transmitted. A member's or director's email provided to the Club for use in the Club's electronic membership system (currently known as ClubRunner) shall be used for such notice.

A director or member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering (by mail, facsimile, or electronic transmission) a revocation to the Club. The consent of any director or member is revoked if the Club is unable to electronically transmit two (2) consecutive notices given by the Club in accordance with the director's or member's consent, and this inability becomes known to the Secretary, Club Manager, or other person responsible for giving the notice. The inadvertent failure by Club to treat this inability as a revocation does not invalidate any meeting or other action.

Section 10

Rules of Conduct for meetings of the board and its committees shall be governed by (in descending order of priority): Washington state law; the constitution; the bylaws; and resolutions of the board of directors. Where those sources fail to resolve the issue at hand, "Robert's Rules of Order" shall apply.

ARTICLE V Fees and Dues

SECTION 1

The admission fee of an active member shall be an amount as determined by action of the board of directors, and shall be paid before the applicant can qualify as a member.

SECTION 2

The membership dues of an active member (except as provided in Section 3 of this Article V) shall be an amount as determined by the board of directors, payable on a schedule as determined by the board with the understanding that a requisite amount of such payment be applied to each member's subscription to the "Rotarian Magazine". Provided, however, that membership dues of new members shall be prorated according to the prorating of the fiscal year during which they are members.

SECTION 3

As determined by the board from time to time, or by a committee as determined by the board, the board may approve policies regarding a member's request for a reduction of annual dues or fees to the Club.

ARTICLE VI Method of Voting

Except as expressly provided in these Bylaws, the business of this organization shall be transacted by voice vote, except the election of directors and officers, or on any appeal from the decision of the board, which shall be by ballot.

ARTICLE VII Committees

SECTION 1

The current standing committees set forth below, which may be changed from time to time by the Board, shall be established or reestablished to serve during each club year (commencing July 1). Such committees shall be designated and approved, and the chairperson and members shall be appointed in the manner set forth in this Article. The Board of Directors may choose to function as, and to perform all duties of, any of these committees. All committee members shall be members of the Club, but need not be directors or officers of the Board. No fewer than two (2) Directors shall serve any committee established or set forth in these Bylaws.

a) **Governance Committee** shall report periodically to the boards of both the Rotary Club of Seattle and the Seattle Rotary Service Foundation, and its chairperson shall be appointed by the President. The Governance Committee shall include at least two past-presidents when nominating candidates as set forth under these Bylaws, as amended. At-large members shall serve a one-year term (which may be renewed) and prior to serving shall be endorsed by the club board each club year. The governance committee shall be charged with the following tasks and responsibilities:

- (i) Nominate officer and director candidates of the club as provided in Article I, Sec. 1.
- (ii) Nominate trustee candidate(s) (but not officers) for the Foundation consistent with the Foundation's Bylaws under Art. 3, and as may be amended by the Foundation.
- (iii) Assure that Constitution, Bylaws, policies and strategic plans for Rotary Club of Seattle are reviewed and updated regularly to comply with regulatory requirements and reflect current practices.
- (iv) Conduct an annual review of officers, directors and committee chairs to assure that each of their responsibilities are completed as prescribed by the Constitution, Bylaws and policies & procedures of the club.

b) **Finance Committee** shall be chaired by the Treasurer and shall oversee financial reporting and development of the annual budget. The committee shall meet quarterly or as needs dictate as directed by the President and the Board. They shall regularly receive, review and discuss club financial statements. The committee shall participate in development of the club budget and shall have a budget for the coming Rotary year ready to present at the May Board meeting.

c) **Personnel Committee** shall be as determined by the Board. In addition to assigned board members, up to three club members may be appointed each year for terms on a staggered basis. The club members may be selected on the basis of their expertise in the human resources field. Further, it may conduct an evaluation of the club manager each year and provide a report to the board of directors.

d) **Investment Committee** shall oversee investment policy and performance of the Operating Fund and shall meet as directed by the President of the club. The chair shall be the current treasurer of the Rotary Club of Seattle unless otherwise designated. Other members may include immediate past treasurer, treasurer-elect (upon election in December each year), and members-at-large serving for staggered terms, allowing for each year's incoming president to appoint a member upon election with approval of the board. The overall objectives of the investment policies are capital preservation, production of income and capital appreciation. All purchases and sales, where applicable, will be made through primary dealers. The committee will provide recommendations from time to time to the board of directors as to the investment policies of the club. Such policies shall remain in effect until revisions are approved by the board of directors.

e) **Audit Committee** shall consist of at least three members plus a chair, all to be appointed each year by the president. The club treasurer and the treasurer of the Seattle Rotary Service Foundation shall serve as ex-officio members. The audit committee shall be responsible for engaging an outside CPA firm and shall meet with them each year to discuss their review of the Foundation financials and Form 990 (prior to filing). The committee shall periodically review financial procedures and controls for both the Rotary Club of Seattle and the Seattle Rotary Service Foundation. The committee should also consider whether to recommend outside CPA review of club annual financial statements.

SECTION 2

The committees designated and approved for each club year shall be appropriate to fulfilling the club's functions and missions for that year and meeting requirements set forth in these Bylaws and the Constitution. Each president-elect, in preparation for his or her upcoming term as president of the club, and at least sixty days prior to such term, shall develop and propose a program that will be reflective of the goals of the club during his or her term as president, and such program shall encompass a list of all committees to serve during the upcoming year. The functions and missions to be carried out by the committees shall include, but are not limited to, functions and missions (a) which are optional in nature and directed to accomplishing goals of the membership and (b) which principally serve to fulfill the goals of Rotary emphasizing service to others.

SECTION 3

At least sixty days prior to the beginning of each club year, and earlier if necessary, the then president-elect, together with the directors newly elected for the coming new Rotary year and together with the holdover directors who will continue to serve as directors in the upcoming Rotary year, in preparation for his or her upcoming term as president of the club, shall prepare the list of all committees to be established or re-established for the upcoming year. Such list shall be submitted to the then current board of directors for approval preferably no later than at the board meeting held in April of each club year. Following the board's approval of committees for the upcoming year, the president-elect shall proceed to appoint chairpersons and, if appropriate, vice chairpersons for all

committees. The president-elect shall set forth in writing to each committee chairperson appointed the overall functions that each such committee is to assume and carry out in the new Rotary year. Not later than May of each club year, members of the club will be informed of the committee assignments available for the upcoming club year, and they will be encouraged to serve and indicate their committee preferences. The objective shall be to have all committees in place and prepared to operate by the beginning of the upcoming club year.

SECTION 4

In designating and approving committees for each club year, committees of the prior year will be continued to the extent appropriate to ensure continuity of the programs and goals from one club year to the next. Committee members will be appointed to achieve a balance between members serving more than one year to achieve continuity and new members to attain wider participation and introduce new ideas and energies. Members of the committee responsible for membership/classification shall not serve more than five consecutive years without a break in serving on that committee.

SECTION 5

The chairperson of each committee shall report regularly to the vice president for membership or the vice president for service, as appropriate, concerning the activities that have been undertaken and accomplished by such committee, and the vice presidents shall, in turn, promptly forward such information to the president with such recommendations as may be appropriate. The chairperson of the committee responsible for programs shall report directly to the president.

SECTION 6

In addition to committees established each year, the board of directors or the president may, at any time, appoint task forces or special committees to accomplish special goals and missions not already assigned to ongoing committees.

ARTICLE VIII Leave of Absence (Sabbatical Policy)

As determined by the board from time to time, or by a committee as determined by the board, the board may approve sabbatical policies for the Club consistent with these Bylaws and the Constitution concerning request(s) from member(s) for a temporary leave of absence from attending meetings of the club for a specified length of time.

ARTICLE IX Finances

SECTION 1

All funds shall be deposited in a bank or banks to be named by the board of directors, provided surplus funds may be invested by the board in a prudent manner in compliance with applicable law and as determined by the board.

SECTION 2

All bills shall be paid upon the authority of the board of directors by electronic transfer or by a check signed by any director, officer, club manager, or as otherwise determined by

the board. In certain circumstances as determined by the board, two signatures of a director, officer, and/or club manager may be required for certain disbursement of funds from the Club. A thorough review shall be made by a certified public accountant or other qualified person once each year of all of the club's financial transactions.

SECTION 3

The fiscal year of this club shall extend from July 1st to June 30th of each year. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

SECTION 4

Responsibilities of Finance Committee and the process for developing the budget are found in Article VII, Section 1(b).

SECTION 5

No loan shall be made by the Club to any board member, officer, or member, nor shall any board member, officer, or member make any loan to the Club.

SECTION 6

After approval by the Board, deeds, mortgages, contracts, and all other instruments affecting real property or purporting to convey or encumber any interest in real property shall be signed by the president and at least one other director as determined by the board.

SECTION 7

The books and records of the Club shall be open to inspection at all times by any current officer or board member.

ARTICLE X Method of Electing Members

SECTION 1

Consistent with the Constitution, individuals may be elected to club membership as follows:

a) To initiate the application of a person for active membership in this club, the following procedures shall be followed: Every application for membership of a candidate shall be signed by a member. Said application shall be made on the regular form in use at the time and shall convey all information that is therein asked and any other pertinent information that may be helpful to the committee responsible for membership/classification. The application shall be filed with the club manager who shall deliver same to the chairperson of the committee responsible for membership/classification. Such committee shall first consider the eligibility of such proposed member from the standpoint of classification. The committee responsible for membership/classification shall then make due investigation of the character, business, social standing and general eligibility of the person proposed for membership, and by a majority vote of the committee shall elect or reject said application for membership. Such committee shall refer to the board of directors for final action in all applications favorably passed upon by the committee.

b) The board shall consider and approve or disapprove the recommendations of the committee responsible for membership/classification matters and shall then notify the proposer through the club manager of its decision.

c) If the decision of the board is favorable, and if no written objection to the membership proposal, stating reasons, is received by or on behalf of the board from any member of the club within seven days following publication of the name of the prospective member, the prospective member shall be notified in writing of his or her election, and upon payment within one month for such notification of his or her admission fee as prescribed in Article V of these by-laws, shall be considered admitted to membership.

d) In case written protests are received against the admission of any candidate, made separately and individually by one or more members of the club, and presented to the club manager within the seven-day period of publication as specified above, said protest shall be referred to a protest committee consisting of the officers, the board representative to the committee responsible for membership/classification and the chair person of that committee. Said committee shall receive and carefully weigh the evidence and make its recommendations to the board of directors whose actions shall be final. If the decision of the board is to approve the admission the procedure prescribed in subsection (d) of this Article for notification of election and admission to members shall be followed.

e) A member may be removed by the board in a manner consistent with the Constitution, as may be amended under Article XV.

SECTION 2

Honorary. Honorary members shall be elected in the following manner: The name of the candidate for honorary membership shall be proposed by at least five active members. If said proposal shall be accepted by unanimous vote of the committee responsible for membership/classification matters and of the board of directors, it shall be presented to the club at a regular meeting and the candidate shall be deemed elected if he receives a majority vote of the members present. Any person elected an honorary member shall be promptly notified thereof by letter and if an acceptance is not received within sixty days thereafter, the election shall be deemed cancelled. An honorary membership shall continue from year to year of the life of the honorary member, unless terminated by an express resolution of the board of directors.

ARTICLE XI

Membership Limitation

There shall be no numerical limits to the membership of the club.

ARTICLE XII

Resolutions and Subscriptions

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board of directors. Such resolutions or motions, if offered at a club meeting, shall be referred, without discussion, to the board, which after having given consideration to the matter, may submit the matter together with its

recommendations, to the club. Having received the recommendations of the board, the club may then proceed to take such action as may seem proper to the majority.

ARTICLE XIII

Office

The principal office of the Club shall be at 1215 Fourth Avenue, Suite 1215, Seattle, King County, Washington or such other place that serves as the principal office of the Rotary Club of Seattle or is chosen by the Directors.

ARTICLE XIV

Indemnification

The Club shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The Club shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XV

Rotary Club of Seattle Constitution

On or about July 28, 2016, the directors approved that certain Standard Rotary Club Constitution. As determined by the directors from time to time, the directors may approve amendments to this Constitution, and related constitutional enactments and resolutions that come before the board from Rotary district conferences, Rotary International recommendations, directors, or members. Such decisions and related policies for the Club, if any, by the directors shall be summarized in the Club's minutes in accordance with these bylaws and applicable law. The directors may also provide formal notice of such actions as necessary to members in such manner as may be determined by the directors.

ARTICLE XVI

Dissolution

If necessary under applicable law, the Constitution, these bylaws, or as determined by a supermajority (2/3) vote of the directors, the Club may authorize the voluntary dissolution of the corporation and adopt a plan for the distribution of the assets of the corporation in compliance with all applicable laws.

ARTICLE XVII

Amendments

Except as hereinafter provided in this Article 17, the power to alter, amend, or repeal these Bylaws or adopt new Bylaws is vested in the Board of Directors by a supermajority (2/3) vote of the Board of Directors at any meeting of the Board, and such Board action shall be affirmed or rejected by a majority of Club members present at a regular Club

meeting. Members of the Club shall have at least two (2) weeks written notice of the Board's recommended change(s) to the Bylaws.

Adopted by resolution of the Club's Board of Directors, as set forth herein, on
September 29, 2016.

_____, Secretary