

Amended Bylaws of the Rotary Club of Pleasanton
A California Nonprofit Public Benefit Corporation
Adopted on 05/06/2021 - Effective on 07/01/2021

Version (11)

Article 1: Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2: Offices. The principal offices for the transaction of the business of the ROTARY CLUB OF PLEASANTON (the "Corporation") shall be located at PO BOX 352 PLEASANTON, CA 94566, Pleasanton, Ca, in Alameda County, California. The Board may change the principal office from one location to another.

Article 3: Objectives & Purposes. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes stated in the current revised Articles of Incorporation, a copy of which is attached hereto and incorporated herein by this reference.

Article 4: Dedication of Assets. The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Internal Revenue Code §501(c)(3) or under Internal Revenue Code §501(c)(4).

Article 5: Board of Directors.

Section 5.1 General Corporate Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

Section 5.2 Specific Powers. Without prejudice to their general powers, the Board shall have the power to:

(i) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(ii) Borrow money and incur indebtedness on behalf of the Corporation and cause to

be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

Section 5.3 Number of Directors. The governing body of this club shall be the Board consisting of 13 members of this club, namely, the president, president-elect, secretary, treasurer, the immediate past president and eight (8) directors, chairs of following committees: Membership, Community Service, Club Service, Club Fun, International Service, Youth Service, Public Image, and Programs.

Article 6: Election of Directors and Officers

Section 6.1 Qualifications of Officers & Directors. So long as the Rotary Club of Pleasanton remains chartered by Rotary International, all officers and directors of the Corporation must be members in good standing of the Rotary Club of Pleasanton, California, (the "Club"). Upon termination of an officer's or Board member's membership in the Club, an officer or Board member's position as an officer and/or Board Member of this Corporation shall automatically terminate.

Section 6.2 Election Time & Place. At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president-elect, secretary, treasurer, and three (3) directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be voted for at the annual meeting. The candidates for president elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three (3) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president-elect elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year.

Section 6.3 Election & Term. The candidates for president-elect, secretary, and treasurer receiving the majority of the votes shall be declared elected to their respective offices to serve for a one (1) year term. Three (3) of the candidates nominated for a two (2) year term for director receiving a majority of the votes shall be declared elected as directors to serve for that two-year term.

Section 6.4 Board Members. The officers and directors, so elected, the most recent past president, and the three (3) carry-over directors shall constitute the board of directors.

Section 6.5 Vacancies. A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Board Member, (ii) The declaration by resolution of the Board of a vacancy on the Board caused by removal of a Board Member by the Board or who has been declared of unsound mind by court order or convicted of a felony, or who

has been found by final order or judgment of any court to have breached a duty under California Corporation Code §5231 and following of the California Nonprofit Corporation Law, or (iii) The increase of the authorized number of Directors.

Section 6.6 Resignation. Any Officer or Board Member may resign, which resignation shall be effective upon receipt of written notice by the President or the Secretary, unless the notice specifies a later effective date for the resignation. No Board Member may resign when the Corporation would then be left without a duly elected Board Member in charge of its affairs.

Section 6.7 Removal.

(i) Any Board Member may be removed, with or without cause, by the vote of the majority of the members of the entire Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in these Bylaws.

(ii) Any Board Member who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(B) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (ii).

(C) The Board by resolution of the majority of Board members agrees to reinstate the Director who has missed three meetings.

(D) The board member is unable to attend board meetings due to needing to provide constant care for a family member or loved one.

Section 6.8 Filling Vacancies. A vacancy in the board or any office shall be filled by action of the remaining directors. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 7: Duties of Officers

Section 7.1 President. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 7.2 President-elect. It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of President-elect.

Section 7.3 Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports

of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual 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.

Section 7.4 Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform 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, or any other club property.

Section 7.5 Sergeant-at-Arms. The Sergeant-at-Arms is appointed by the President. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 8: Meetings

Section 8.1 Annual Meeting. An annual meeting of this club shall be held no later than the third Thursday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 8.2 Regular Meetings. The regular meetings of this club shall be held on days and at times determined by the Board. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to 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 as provided in the standard Rotary club constitution, article 9, sections 1 and 2.

Section 8.3 Quorums. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority of the directors shall constitute a quorum of the board.

Section 8.4 Board Meetings. Regular meetings of the board shall be held once a month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 8.5 Notice of Special Board Meetings. Notice of any special meeting of the Board shall be given to all Board Members at least 4 days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission in compliance with these Bylaws, provided that such notice may be waived by any Director as set forth in herein. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

Section 8.6 Waiver of Notice.

The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 8.7 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action and, if subject to Corporations Code §5224(a), the number of Directors then in office constitutes a quorum. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 8.8 Meetings by Telephone and Other Electronic Means. Regular and Special meetings of the Board of Directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board subject to compliance with Notice provisions in these Bylaws. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. Board Members may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply: (a) each Board member participating in the meeting can communicate with all the other members concurrently; (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and (c) the corporation adopts and implements means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment, or other communications equipment is a Director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Article 9: Fees and Dues. The membership and related fees shall be stated in the Club Policies and Procedures must be paid upon initiation as a member.

Article 10: Method of Voting. The business of this club shall be transacted by voice vote, except the election of officers and directors shall be by ballot if there is more than one nominee per office. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

Article 11: Restriction on Interested Directors. Not more than 49 percent of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder,

employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) of these Bylaws. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

Article 12: Avenues of Service. The Avenues of Service are the philosophical and practical framework for the work of Rotary International and this Rotary club. The Avenues of Service are proposed by Rotary International and are subject to change from time to time. Club Avenues of Service shall mirror the Rotary International proposed Avenues of Service in terms of numbers and titles. The current Club Avenues of Service are Club Service, Vocational Service, Community Service, International Service and Youth Service. Club Avenues of Service shall be revised as necessary to mirror Rotary International's proposed Avenues of Service.

This Club will be active in each of the Avenues of Service of Rotary International. Rotary has 7 areas of focus. To the extent that the five avenues of service provide solutions towards the 7 areas of focus is a goal of Rotary and our club. These seven areas of focus are: 1) Peace and conflict prevention/resolution. 2) Disease prevention and treatment. 3) Water and Sanitation. 4) Maternal and child health. 5) Basic education and literacy. 6) Economic and community development. 7) Supporting the environment.

Article 13: Committees.

Section 13.1 Standing Committees. Club committees are charged with carrying out the annual and long-range goals of the club based on the current Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair of each committee have previous experience as a member of the committee. Standing committees should include, but may not be limited to, the following:

(i) **Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

(ii) **Public Image.** This committee develops and implements plans to provide the public with information about Rotary, specifically our club. They manage the clubs social media platforms. They utilize other local media that promotes the clubs service projects and activities. Their goal is to increase the clubs visibility in the community.

(iii) **Club Service.** This committee conducts activities associated with the effective operation of the club, including scheduling members for We Care, Pledge and Inspirational Moment.

(iv) **International Service.** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of communities in other countries. This committee promotes member RI foundation giving of our chapter members, specifically EREY. Additionally, the committee reports back to the club about some of the successes RI Foundation projects are making worldwide in Rotary's 7 areas of focus.

(v) **Community Service.** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community.

(vi) **Club Fun.** This committee plans and promotes club social activities, including but not limited to: Third Thirsty Thursdays, Progressive Dinner, Holiday Party, and assists with Demotion Diner planning.

(vii) **Youth Service.** This committee works with our Interact club, runs the speech contest, manages student of the month, nominates candidates and manages RYLA. The chair and all committee members that work with youth must complete Youth Protection certification from the district. If there is a Youth Exchange, this committee works on this with the District.

(viii) **Programs.** This committee plans, invites, schedules and follows up with the speakers to our club. The goal is to invite interesting speakers that will give us great information, provide inspirational presentations, and attract visitors to our club.

(ix) **Rotary Club Foundation.** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. The members of this committee are Trustees, and manage the foundations assets.

Section 13.2 Other Committees. Additional ad hoc committees may be appointed as needed by the board.

Section 13.3 Committee Functions.

(i) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(ii) Each 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, such committees shall not take action until a report has been made and approved by the board.

(iii) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

Section 13.4 Duties of Committees. The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall

reference to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year.

Section 13.5 Committee Goals & Plans. Each 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 committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 14: Leaves of Absence.

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

Article 15: Finances

Section 15.1 Budget. Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

Section 15.2 Bank Accounts. The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 15.3 Bills. All bills shall be paid by the treasurer or other authorized officer. Payments over \$1,500 shall be approved by two other officers or directors.

Section 15.4 Annual Review. A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 15.5 Bonds. Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 15.6 Fiscal & Tax Year. The fiscal year of this club shall extend from 1 July to 30 June, the collection of members' dues shall be specified in the club policies. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 16: Method of Electing Members.

Section 16.1 Submission of Name. The name of a prospective 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 may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 16.2 Initial Board Review. The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 16.3 Board Approval. 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.

Section 16.4 Proposal to Club. 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, following which the prospective member shall be requested to sign the membership proposal form, acknowledgement of rotary obligations and to permit his or her name and proposed classification to be published to the club.

Section 16.5 Approval. 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 bylaws, 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.

Section 16.6 Induction. Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 16.7 Honorary Members. The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 17: 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 18: Amendment of Bylaws.

Article 18.1 Amendment by Members. Members May Adopt, Amend, or Repeal Bylaws. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of a majority of the members.

Article 18.2. Board Amendment of Bylaws. Subject to the members' rights under this Section and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer.

Article 18.3. Restrictions on Board Amendment of Bylaws. Once members have been admitted to the corporation, the Board may not, without the members' approval, specify or

change any bylaw that would

- (1) Increase or extend the terms of directors; (2) Fix or change the minimum or maximum number of directors; or (3) Change from a fixed number of directors to a variable number of directors or vice versa.

CERTIFICATE OF SECRETARY OF THE ROTARY CLUB OF PLEASANTON

That the foregoing Amended Bylaws consisting of ten pages were adopted as the Bylaws of the Corporation by all the Directors of the Corporation on April 21, 2021, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 6th Day of May 2021.

BY: Kurt McAninch
Kurt McAninch, Secretary

The Following Directors, which include all of the current Corporation Directors, hereby approve of the adoption of these Amended Bylaws effective July 01, 2021.

Ginger Faith
Ginger Faith, President

Kurt McAninch
Kurt McAninch, Secretary

Ricky Walters
Ricky Walters, Past President

Bill Evans
Bill Evans, President Elect

Victoria Sandozsky
Victoria Sandozsky, Treasurer

Gary Harrington
Gary Harrington, Director

Ruobei Jonsson
Ruobei Jonsson, Director

Julio Loung
Julio Loung, Director

James Norsworthy
James Norsworthy, Director

Steve Van Dorn
Steve Van Dorn, Director

Sandra Lepley
Sandra Lepley, Director