

BYLAWS OF WHITNALL PARK ROTARY CLUB, INC.

Adopted the 1st day of July, 2018

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Bylaws of Whitnall Park Rotary Club, Inc.
Adopted the 1st day of July, 2018

ARTICLE I DEFINITIONS

1. Board: The Board of Directors of this Club.
2. Club or Corporation: The Whitnall Park Rotary Club, Inc., a Wisconsin non-stock corporation.
3. Director: A member of this Club's Board of Directors.
4. Member: A member, other than an honorary member, of the Club.
5. Quorum: One-third of the Club membership; a majority of Directors for the Board.
6. RI: Rotary International.
7. Satellite Club A potential club whose members shall also be members of this Club.
8. Year: The 12-month period that begins on July 1st and ends on June 30th.

Article II BOARD

The governing body of this Club is the Board consisting of ten (10) members of this Club, namely, the president, immediate past president, president-elect/vice president, treasurer and secretary plus the five (5) Avenues of Service Directors, namely, Club Service, Community Service, International Service, Vocational Service and Youth Service Directors, all elected in accordance with Article III of these Bylaws.

Article III ELECTIONS AND TERMS OF OFFICE

Section 1. Nominations.

One month prior to elections at the Annual Meeting (see Article V), members may nominate candidates for president, president elect/vice-president, secretary, treasurer, and any open Avenues of Service Director positions. The nominations may be presented by a nominating committee (such nominating committee shall consist of the current president, the president-elect, and the immediate past president), by any Member from the floor, or both. At a regular meeting one month prior to the Annual Meeting, the president shall ask for nominations by members of the Club for president-elect (who will also serve as vice-president), secretary, treasurer and five other members for the Board of Directors who shall serve as the respective Avenues of Service Directors. Nominations may also be presented by a nominating committee, appointed by the president. Nominations may be made from the floor after the nominating committee makes its report. The nominations duly made shall be placed on a ballot in alphabetical order under each office, and shall be voted for at

the Annual Meeting. The candidates for president-elect/vice-president, secretary and treasurer receiving the most votes cast shall be declared elected to their respective offices. The other five candidates for Director receiving the most votes shall be declared elected as Service Directors. The newly elected president-elect will automatically serve on the Board of Directors and as vice-president for the year commencing on the first day of July next following the election and shall assume office as President on the first day of July following the year of service on the Board as vice-president/president-elect.

Section 2. Elected Positions.

The candidate who receives a majority of the votes for each office is declared elected to that office. The officers and Directors so elected, together with the current President (who would then serve, beginning July 1, as the immediate Past President) and the current President-elect (who would then serve beginning July 1 as President) shall constitute the Board of Directors-elect, which will govern commencing July 1. The President-elect shall appoint a member of the Club as Sergeant-at-Arms for the year in which the President-elect shall be serving as President. The newly elected Board of Directors-elect shall meet within four (4) months of election and thereafter as necessary to formulate a plan and budget for its year of service.

Section 3. Board Vacancy.

A vacancy on the Board or any office shall be filled by the remaining members of the Board. Such appointment shall be for the balance of the Rotary year only.

Section 4. Board-Elect Vacancy.

A vacancy of any officer-elect position or Service Director-elect position shall be filled by the remaining members of the Board-elect.

Section 5. Terms of Office.

Terms of office for each role are as follows:

President – one year.

Immediate Past President – one year.

President elect/Vice-president – one year.

Service Directors – one year.

Treasurer – one year.

Secretary – one year.

Sergeant-at-arms – one year.

Section 6. Service Directors' Term Limits.

The five Avenues of Service Directors of the Club, namely, (i) Club Service Director; (ii) Vocational Service Director; (iii) Community Service Director, (iv) International Service Director and (v) Youth Service Director may not serve more than three consecutive one-year terms in such position. The five Avenues of Service Directors are named by the President from the membership of the Board, for a term of one year; provided, however, no Avenue of Service Director shall serve more than three consecutive one-year terms as such Avenue of Service Director. A person may not serve as the same Avenue of Service Director if such person has served three consecutive one-year terms as such Avenue of Service Director, until a period of one year has elapsed, at which time a person may once again serve as such Avenue of Service Director.

Section 7. Governance of a Satellite Club of This Club.

A Satellite Club shall be located in the same locality as this Club or in the surrounding area.

(a) **Satellite Club Oversight.** This Club shall provide such general oversight and support of a Satellite Club as is deemed appropriate by the Board.

(b) **Satellite Club Board.** For the day-to-day governance of a Satellite Club, it shall have its own annually elected board drawn from its members and comprising the officers of the Satellite Club and four to six other members as the bylaws shall provide. The highest officer of the Satellite Club shall be the chairman, and other officers shall be the immediate past chairman, the chairman-elect, the secretary, and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the Satellite Club and its activities in accordance with Rotary rules, requirements, policies, aims and objections under the guidance of this Club. It shall have no authority within, or over, this Club.

(c) **Satellite Club Reporting Procedure.** A Satellite Club shall, annually, submit to the president and board of this Club a report on its membership, its activities and programs, accompanied by a financial statement and audited accounts, for inclusion in this Club's reports for its annual general meeting and such other reports as may, from time to time, be required by this Club.

Article IV DUTIES OF THE BOARD

Section 1. President.

The President shall preside at Club and Board meetings.

Section 2. Immediate Past President.

The Immediate Past President shall serve as a Director and perform such duties as directed by the President.

Section 3. President-elect/Vice-President.

The President-elect shall prepare for his or her year in office and serve as a Director, shall preside at Club and Board meetings in the absence of the President and shall chair the nominations committee. The President-elect shall also be responsible for fundraising activities of the Club including and not limited to the craft fair.

Section 4. Director.

A Director shall attend Club and Board meetings on a regular basis.

Section 5. Secretary.

The Secretary shall keep membership and attendance records at meetings, send out notice of meetings of the Club and Board as required, record and preserve the minutes of such meetings; make the required reports to Rotary International, including the semiannual reports of membership, which shall be made on January 1 and July 1 of each year, and such other reports to Rotary International and the District as may be required; make the monthly reports of meeting attendance to the District within fifteen (15) days following the last meeting of the month; coordinate Rotary International subscriptions to The Rotarian, and perform such other duties as usually pertain to the office of Secretary.

Section 6. Treasurer.

The Treasurer shall oversee all funds and provide a monthly accounting of these funds. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon request by the Board and to perform such other duties as pertain to the office of the Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President, all funds, books of accounts and any other Club property.

Section 7. Board Members.

Board Members may perform additional duties as assigned.

Section 8. Sergeant-at-Arms.

The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President or the Board. The Sergeant-at-Arms is not a Board Member.

~ Note: Also See Rotary Club leader manuals for details on the roles of Club officers. ~

ARTICLE V – MEMBERSHIP

Section 1. Active Members.

- (a) The name of a prospective member, proposed by a member of the Club, shall be submitted to the Board in writing, through the Club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in the procedure. A member shall provide a candidate's name to the Board. A transferring or former member of another Club may also be proposed for membership by the former Club. The proposal is kept confidential unless the Board instructs otherwise.
- (b) The Board shall ensure that the candidate meets all of Rotary's membership requirements.
- (c) Within thirty (30) days, the Board shall consider and approve or disapprove the recommendations of the classifications and review committee, and shall then notify the proposer, through the Club secretary, or President or proposing member, of its decision.
- (d) If the decision of the Board is favorable, the prospective member is invited to join the Club, is educated about Rotary and membership requirements, and is asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the Club. If the decision of the Board is favorable, the proposer shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the Club, following which the prospective member shall be requested to complete and submit an application for membership and to give his or her permission for his or her name and proposed classification to be published to the Club.
- (e) If no member of the Club submits a written objection including reasons for the objection, to the Board within seven (7) days after the Club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the Club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

- (f) Following the member's election to membership as herein provided, the Club secretary shall so notify the member and shall report the new member's name to the General Secretary of Rotary International.
- (g) The member shall be formally inducted as a new member at a regular meeting of the Club, as per recommended Rotary International guidelines.

Section 2. Corporate/School/Municipal.

The Club may have members who are associated to the Club through their connections with their employer or organization such as (i) a corporation or other business entity; (ii) a school or similar institution including a school district, and/or; (iii) a municipal or other government entity (each of such employer or organization referred to as the "Entity"). An Entity may apply for and may be received into membership of the Club. Each Entity must designate one or two individuals (maximum) who will represent the Entity at Club meetings and functions. The terms of such membership shall be as determined by the Board.

- (a) **Lead Person From Entity.** One person from such Entity, the lead person, is a member of the Club and RI; and such individual shall have the same voting type rights and other rights of any other member of the Club, and can hold Club office and positions as well as office and other positions with the District and RI.
- (b) **Alternate Person.** Another person from such Entity may be a member of the Club only and such individual shall not have any voting rights and may not hold Club office or office with the District or RI.
- (c) **Dues.** The Entity or Entity member shall pay one RI dues, one District dues, and one Club dues and the costs for one lunch. If both the lead person and the alternate person attend a meeting, the Entity or alternate person are invoiced for the second meal on such member's quarterly statement. If only one of the lead person and alternate person is present, then there is no additional charge. If neither of them are present, there is no refund.

Section 3. Family Members.

The Club may have family members who are spouses, parent/child or siblings; consisting of a total of two individuals.

- (a) **Membership.** Each of the family members shall be a member of the Club and RI, and each of them shall have the same voting type rights and other rights of any other member of the Club, and can hold Club office and positions as well as office and other positions with the District and RI.

- (b) Dues. Both family members shall pay dues from RI, the District, and the Club, and the costs for one lunch. If both of such family members attend a meeting, each of them are invoiced for a meal on the quarterly statement. If neither of them are present, there is no refund.

Section 4. Honorary Members.

(a) Eligibility for Honorable Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this Club. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one club.

(b) Rights and Privileges. Honorary Members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this Club. Such Members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this Club. No honorary Member of this Club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 5. Satellite Club Membership.

Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

Section 6. Dual Membership.

No person shall simultaneously hold active membership in this Club and another club other than a satellite of this Club. No person shall simultaneously be a member and an honorary member in this Club. No person shall simultaneously hold active membership in this Club and membership in a Rotaract club.

Article VI MEETINGS

Section 1. Annual Meeting.

(a) An annual meeting of this Club shall be held during the month of December of each year to elect the officers and Directors who will serve for the next Rotary year, and to address other matters as may properly come before the Members.

(b) A Satellite Club shall hold an annual meeting of its members before December 31 to elect officers for the general governance of the Satellite Club.

Section 2. Regular Meetings and Quorum

The regular weekly meetings of this Club are held on Tuesdays at noon. Reasonable notice of any change or cancellation of the regular meeting shall be given to all Club members. All Members (except an honorary member and except a Member excused by the Board of Directors of this Club, pursuant to Article VIII, Section 2 of the Club Constitution) who are in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary Club, or as otherwise provided in the Club Constitution, Article VIII, Section 1. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 3. Board Meetings and Quorum.

Board meetings are held each month. Special meetings of the Board may be called with reasonable notice by the President or upon the request of two Directors. A simple majority of the existing Board shall constitute a quorum, which shall be required for the conduct of business. A majority of the Board members at which a quorum is present shall constitute the act of the Board. Minutes shall be kept and shall be available to the entire membership upon request.

Section 4. Telephonic Meeting.

Except as herein provided and notwithstanding any place set forth in the notice of the meeting of these Bylaws, Directors and any committees thereof may participate in regular or special meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by conference telephone. If a meeting is conducted by such means, then at the commencement of such meeting the presiding officer shall inform the participating Directors that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting. All participants in the meeting should be able to simultaneously hear each other. Each participant's identity shall be verified prior to voting on action at the meeting by each participant stating his or her name as it appears on the records of the Corporation.

Section 5. Action Without Meeting.

Any action required or permitted by Chapter 181 of the Wisconsin Statutes to be taken at a meeting of the Board of Directors or a committee thereof created may be taken without a meeting of the Board of Directors or a committee thereof created if the action is taken by all of the Directors or members of the committee. The action shall be evidenced by one or

more written consents describing the action taken, signed by each Director or committee member and retained by the Corporation. Such action shall be effective when the last Director or committee member signs the consent, unless the consent specifies a different effective date.

Section 6. Satellite Club Meeting.

A Satellite Club shall hold regular meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings in Section 2 of this Article. Each member of a Satellite Club should attend the Satellite Club's regular meetings and engage in the club's service projects, other events and activities. Attendance requirements are the same as those enumerated in Section 2 of this Article. A Satellite Club meeting may also be cancelled for any of the reasons enumerated in Section 2 of this Article.

Article VII FEES AND DUES

Section 1. Fees.

The initiation fee, as may be established from time to time, by RI and/or the Club by the Board, shall be paid before the applicant can qualify as a Member. The current Club initiation fee is the amount of (currently there is no initiation fee).

Section 2. Dues.

Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, Club annual dues, and any other Rotary or district per capita assessment. Club annual dues are currently in the amount of \$240.00, plus \$80.00 for the Rotary Foundation, both payable one-fourth each quarter as may be changed from time to time by the Board. Membership dues shall be payable in accordance with the policies of the Club as established by the Board and shall be payable within one month of issuance of the invoice.

Section 3. Expenses.

Member expenses (meals, etc.) are expected to be paid within thirty (30) days of invoice.

Section 4. Failure to Pay.

Any Member failing to pay dues and/or expenses within ninety (90) days after receipt of the invoice shall be notified by an officer that membership will be terminated effective within thirty (30) days unless extended by action of the Board of Directors.

Article VIII METHOD OF VOTING

The business of this Club is conducted by voice vote or show of hands except for the election of officers and Directors, which may be conducted by ballot. The Board may also provide a ballot for a vote on a specific resolution.

Article IX ESTABLISHMENT OF AVENUES OF SERVICE AND COMMITTEES

Section 1. General.

- (a) The Avenues of Service and Club Committees coordinate their efforts in order to achieve the Club's annual and long-range goals. The President may appoint the Service Directors from the Board membership for the following standing Avenues of Service:

Avenues of Service:

- i. Club Service
 - ii. Community Service
 - iii. Vocational Service
 - iv. International Service
 - v. Youth Service
- (b) The President shall, subject to the approval of the Board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, International Service and Youth Service as the President may deem necessary or desirable.
- (c) Each committee shall consist of a chairperson, who shall be named by the applicable Service Director from the Club membership and preferably, but not as a requirement, have not less than two (2) other Members.
- (d) The President shall be an ex officio member of all committees and, as such shall have all the privileges of membership thereon, however, shall not be part of determining a quorum.
- (e) Each committee shall transact such business as is delegated to it in the Bylaws and such additional business as may be referred to it by the President or the Board.
- (f) Where feasible and practicable in the appointment of Club committees, there should be provision for continuity of membership, either by appointing one or more

Members for a second term or by appointing one or more Members to a two-year term.

- (g) Additional committees may be appointed as necessary or desirable by the President, subject to the approval of the Board.
- (h) Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The President or the Board shall refer additional business to a specific committee, as needed.
- (i) 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 2. Club Service.

- (a) The chairperson of the Club Service committee shall be responsible for the Sergeant at Arms and all Club Service activities, including Rotary information, and meeting programs including speeches and offsite visits; and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.
- (b) The Club Service committee shall consist of the chairperson of the Club Service committee and the chairpersons of all committees appointed on particular phases of Club Service.
- (c) The Club Service Director may, appoint committees on particular phases of Club Service:
 - Family of Rotary
 - Changing of the Guard
 - Christmas Party
 - Sunshine
 - Finance/Investment
 - Attendance
 - Newsletter
 - Fellowship
 - Membership
 - Membership Enrichment
 - Internet Officer/Webmaster
 - Public Image
 - Programs

- Public Relations
- Such other committees or matters as deemed necessary or prudent by the President with the approval of the Board.

Section 3. Community Service.

- (a) The chairperson of the Community Service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Community Service.
- (b) The Community Service committee shall consist of the chairperson of the Community Service committee and the chairpersons of all committees appointed on particular phases of Community Service.
- (c) The Community Service Director may appoint the following committees on particular phases of community service:
 - Community Development
 - Environmental Protection
 - Partners in Service
 - Service Projects
 - Brick Sales
 - District Grants
 - Such other committees or matters as deemed necessary or prudent by the President with the approval of the Board.

Section 4. Vocational Service.

- (a) The chairperson of the Vocational Service committee shall be responsible for all vocational service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Vocational Service.
- (b) The Vocational Service committee shall consist of the chairperson of the Vocational Service committee and the chairpersons of all committees appointed on particular phases of Vocational Service.
- (c) The Vocational Service Director may appoint the following committees on particular phases of vocational service:
 - Classification
 - Integrity and Ethics
 - Vocational Training and Professional Development

- Such other committees or matters as deemed necessary or prudent by the President with the approval of the Board.

Section 5. International Service.

- (a) The chairperson of the International Service committee shall be responsible for all international service activities and shall supervise and coordinate the work of all committees appointed on particular phases of International Service.
- (b) The International Service committee shall consist of the chairperson of the International Service committee and the chairpersons of all committees appointed on particular phases of International Service.
- (c) The International Service Director may appoint the following committees on particular phases of international service:
 - World Affairs Seminar
 - World Community Service Projects
 - The Rotary Foundation
 - Polio Plus
 - Shelter Box
 - Global Grants
 - Such other committees or matters as deemed necessary or prudent by the president with the approval of the Board.

Section 6. Youth Service.

- (a) The chairperson of the Youth Service committee shall be responsible for all youth service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Youth Service.
- (b) The Youth Service committee shall consist of the chairperson of the Youth Service committee and the chairpersons of all committees appointed on particular phases of Youth Service.
- (c) The Youth Service Director may appoint the following committees on particular phases of youth service:
 - Scholarship
 - Rotaract
 - Interact
 - Rotary Youth Leadership Awards (RYLA)

- Rotary Youth Exchange
- Such other committees or matters as deemed necessary or prudent by the President with the approval of the Board.

ARTICLE X - DUTIES OF AVENUES OF SERVICE AND COMMITTEES

Section 1. Club Service Avenue of Service.

This Director shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in matters relating to Club Service. The Director of Club Service shall be responsible for Club Service matters, shall budget and monitor expenses and shall report to the Board on all Club Service activities. The Club Service Director may activate and use any one or more of the following Committees of Club Service:

- (a) Fellowship Activities Committee. This committee shall promote acquaintance and friendship among the Members, promote participation by Members in organized Rotary recreational and social activities, changing of the guard, Christmas program, Family of Rotary, administer sunshine policy, and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board.
- (b) Finance/Investment. This committee shall supervise and recommend policies relative to finances and investments. The committee shall appoint an event treasurer for each fund raising event, who will be responsible for the collection and accounting of all event funds to be delivered to the Club Treasurer and acquiring any permits required. The committee shall conduct an annual financial review, prepare annual budgets, make sure all tax and financial reports are filed, and perform other functions as designated by the Board of Directors or membership.
- (c) Membership Attendance. This committee shall devise means for encouraging attendance at all Rotary meetings including attendance at district conferences, inter-city meetings, regional conferences, and international conventions by all Club members. This committee shall especially encourage attendance at regular meetings of this Club and attendance at regular meetings of other Clubs when unable to attend meetings of this Club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
- (d) Membership Enrichment. This committee shall devise and carry into effect plans (i) to give the members, especially the new Members, adequate understanding of the privileges and responsibilities of Members; (ii) to give the Members information about Rotary, its history, object, scope, activities; (iii) to give the Members

information as to developments in the administrative operation of Rotary International; (iv) to take positive action to enrich the value of Rotary to existing members; (v) to oversee the orientation of new Members during the first year of the Club; (vi) to stimulate reader interest in *THE ROTARIAN*; (vii) to sponsor a magazine month; (viii) to arrange for a brief monthly review of the magazine on regular Club programs; (ix) to encourage the use of the magazine in the induction of new Members; and (x) to send news items and photographs to the editor of the magazine and in other ways make the magazine of greater value.

- (e) Membership Growth. This committee shall (i) review continually the Club roster of filled and unfilled classifications; (ii) take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications; and (iii) give prospective members information about the privileges and responsibilities of membership in a Rotary Club.
- (f) Newsletter/Club Bulletin. This committee shall endeavor, through the publishing of a weekly Club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its Members, and of the worldwide Rotary program.
- (g) Programs. This committee shall prepare and arrange the programs for the regular and special meetings of the Club.
- (h) Public Relations/Public Image. This committee shall devise and carry into effect plans (i) to give the public general information about Rotary, its history, object, and scope; (ii) to secure proper publicity for the Club; and (iii) to secure *THE ROTARIAN* subscriptions for libraries, hospitals, schools and other reading rooms.

Section 2. Community Service Avenue of Service.

This Avenue of Service shall devise and carry into effect plans which will guide and assist the Members of this Club in discharging their responsibilities in their community relationships. The Director of Community Service shall be responsible for the Community Service activities of the Club, shall budget and monitor expenses, and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service. The Community of Service Director may activate and use any one or more of the following Committees of Community Service.

- (a) Community Development. This committee shall devise and carry into effect plans which will guide and assist the Members of this Club in working to make the community a better place to live by improving the physical condition of the community and its facilities.

- (b) Environmental Protection. This committee shall devise and carry into effect plans which will guide and assist the Members of this Club in monitoring and improving the quality of the community's environment.
- (c) Partners in Service. This committee shall devise and carry into effect plans which will guide and assist the Members of this Club within the community and in cooperating with them in service.
- (d) Service Projects. This committee shall be responsible for exploring and implementing Club Service projects with the approval of the Board.

Section 3. Vocational Service Avenue of Service.

This Avenue of Service shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The Director of this Vocational Service shall be responsible for the vocational service activities of the Club and shall budget and monitor expenses and supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service. The Vocational Service Director may activate and use any one or more of the following committees of Vocational Service.

- (a) Classification. Each Rotary club's membership represents a cross-section of its community's business and professional population, which ensures diversity in experiences and perspectives. Classification and vocational service go hand in hand. Just as Rotarians represent their vocations in Rotary, so do they represent Rotary in their vocations.
- (b) Integrity and Ethics. Promoting integrity through ethical behavior is an essential part of what it means to be a Rotarian. Two standards developed by Rotarians – The Four Way Test and the Rotary Code of Conduct – provide a road map for ethical behavior in the workplace and other areas of life.
- (c) Vocational Training and Professional Development. Rotary's guiding principles emphasize the importance of work. Work provides people with a livelihood and gives them dignity, and society benefits from having all of its members employed in a manner that maximizes their talents and ambitions. It should therefore come as no surprise that those who join Rotary clubs are committed to promoting professional development. Rotarians can pursue this commitment through activities that enhance their own knowledge, and by guiding and training others to find gainful, fulfilling employment.

Section 4. International Service Avenue of Service.

This Avenue of Service shall devise and carry into effect plans which will guide and assist the Members of this Club in discharging their responsibilities in matters relating to international service. The Director of International Service shall be responsible for the international service activities of the Club, budget and monitor expenses, and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service. The International Service Director may activate and use any one or more of the following committees of International Service.

- (a) World Affairs Seminar. This committee shall promote participation in and support of the World Affairs Seminar. The World Affairs Seminar is an international youth initiative of Rotary International District 6270. Its vision is to bring better understanding of world problems to young people from around the globe, using current issues as a learning platform. In the course of this study, the WAS provides opportunities for participants to discuss issues with other young people from around the world. Emphasis is on promoting better understanding of the causes of international conflict. The idea is that, if the causes are understood and solutions developed in a cooperative environment, problems are more likely to be solved peacefully.
- (b) World Community Service Projects.
- (c) Rotary Foundation. This committee shall be responsible to coordinate activities and matters between the Club and the Rotary Foundation.
- (d) Polio Plus.
- (e) Group Study Exchange. This committee shall promote participation in and support of the District's Group Study Exchange Program by soliciting for participants for the Out-bound group and hosting members of the In-bound group.
- (f) Shelter Box.
- (g) Global Grants.

Section 5. Youth Service Avenue of Service.

This Avenue of Service shall devise and carry into effect plans which will guide and assist the Members of this Club in discharging their responsibilities in matters relating to youth service. The Director of Youth Service shall be responsible for the youth service activities of the Club, budget and monitor expenses, and supervise and coordinate the work of any

committees that may be appointed on particular phases of youth service. The Youth Service Director may activate and use any one or more of the following committees of Youth Service.

- (a) Scholarship. This committee may have no less than five, nor more than nine, members; with members appointed to staggered terms to provide continuity. The Committee Chairperson shall report to the Youth Service Director. The committee shall recommend to the Board for the Board's determination the number of scholarships to be awarded and the dollar amount of each, including qualifying of applicants, purpose of scholarships and schools to be included in the program. The committee shall review all applications and select the successful applicants.
- (b) Rotaract. Rotaract is a club for adults ages 18-30 that meets twice a month to exchange ideas, plan activities and projects, and socialize. While Rotary clubs serve as sponsors, Rotaract clubs decide how to organize and run their club and what projects and activities to carry out. Rotaract members exchange ideas with leaders in the community, develop leadership and professional skills, and have fun through service. This committee would help young adults in our community develop leadership skills, build lasting friendships, and create positive change through Rotaract. Not only will Rotaract make a difference in their lives, it will also energize and inspire our Rotary club and connect us with enthusiastic and capable partners in service.
- (c) Interact. Interact is an international organization of service and social clubs for young people of secondary school age (12-18 years old) that fosters leadership and responsible citizenship and promotes international understanding and peace. The name was created by combining the words "international" and "action". Interact gives students ages 12-18 the chance to make a real difference while having fun. Every Interact Club carries out two service projects a year: one that helps their school or community and one that promotes international understanding. See RI Guide for Rotary Club Sponsors and Advisors.
- (d) Rotary Youth Leadership Awards. This committee shall promote the Rotary Youth Leadership Awards program. RYLA is a leadership development program that is organized at the club, district, or multidistrict level. The format of an event depends on what one hopes to accomplish, the resources, and the audience – it could be a one-day seminar, a three-day retreat, or a weeklong camp. While participants can be any age, most events focus on secondary school students, university students, or young adults. Rotarians use RYLA to engage at-risk youth, motivate Interact or Rotaract club officers, reconnect with Rotary alumni, or mentor young professionals to become responsible leaders.

- (e) Rotary Youth Exchange. This committee shall promote the Rotary Youth Exchange program. This includes soliciting students from the high schools in our service area to be "Out-bound" exchange students and encouraging Club members to write to and support them while overseas. It also includes soliciting Club members to host "Inbound" students. It also includes oversight responsibility of any "In-bound" students, including encouraging all Club members to participate in making "Inbound" students feel a part of our Club family by taking them on vacation, for weekend outings, or to single day or evening events.

Article XI - FINANCES

Section 1. Annual Budget.

Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures under the guidance of the President-elect. At the beginning of each fiscal year, the Finance Committee shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been approved by the Board, shall stand as the limit of expenditures for the respective purposes, unless otherwise ordered by action of the Board.

Section 2. Deposits.

The Treasurer shall deposit Club funds in financial institution(s) designated by the Board, divided into two parts: Club operations and service projects. The Treasurer shall deposit all funds of the Club in an institution to be named by the Board. The Finance Committee shall be responsible for the supervision and investment of all funds.

Section 3. Invoice Payments.

Invoices are paid by the treasurer or another authorized officer. All invoices shall be paid only by checks signed by the Treasurer or the Secretary (one signature only required) except those regarding craft fair and other special events, which may have a separate account and a treasurer, who may sign checks on such separate account(s). The special event treasurer(s) will submit to the Board of Directors a complete financial report of such special event within thirty (30) days of the event. The special event treasurer will deposit with the Club Treasurer within thirty (30) days of the event, the proceeds of the special event, less the start-up costs for the next occurrence of that special event.

Section 4. Annual Financial Review.

A thorough annual review of all financial transactions should be completed by a qualified person or committee consisting of the current President, immediate past President, and the President-elect.

Section 5. Annual Financial Statement.

An annual financial statement of the Club shall be provided to Club members.

Section 6. Fiscal Year.

The fiscal year of this Club shall extend from July 1 to June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates. Note: magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretary.

Section 7. Bonding.

Officers or other members having charge or control of funds shall give such bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Article XII - RESOLUTIONS

Any resolutions or motions to commit the Club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a Club meeting, they shall be sent to the Board without discussion.

Article XIII - LEAVE 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. The member during a leave of absence remains responsible to pay his or her Club fees, however, luncheon fees are waived during the leave of absence.

(NOTE: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless such member attends a regular meeting, of some other Club, the excused member must be recorded as absent except that absence authorized under the provision of Article VIII, Sec. 2(b) of the Club Constitution is not computed in the attendance record of the Club). When a Member is outside the Club's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend regular meetings or satellite club meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

Article XIV - ORDER OF BUSINESS

Meeting called to order.
Introduction of visiting Rotarians.
Correspondence and announcements.
Committee reports, if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article XV - AMENDMENTS

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members of the Club who are present, provided that notice of such proposed amendment shall have been provided to each member 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, the Bylaws of Rotary International and the Rotary Code of Policies.

Article XVI - PURPOSES

Section 1.

This Corporation is organized and shall operate exclusively as a Club of Rotary International.

Section 2.

The Corporation shall operate within the State of Wisconsin and shall use the assets and property acquired by it from time to time, as well as its net income, exclusively for the purposes of its organization. No part of the net earnings of the Corporation or any of its assets in liquidation shall inure to or for the benefit of any Director, officer or contributor. No part of the activities of the Corporation shall consist of attempting to influence legislation. The Corporation shall not engage in activities which are unlawful under the laws of the United States of America or of the State of Wisconsin nor shall it engage in any transaction or transactions defined at the time as "prohibited" by the Internal Revenue Code to corporations having purposes similar to the purposes of this Corporation.

Section 3. Additional Board of Directors Provisions.

- (a) **Compensation.** Directors of the Corporation shall not receive compensation for serving as Directors. However, Directors may receive compensation for personal services rendered which are reasonable and necessary to carrying out the exempt purposes of

the Corporation. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of Directors then in office.

- (b) Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office, which may be signed on one document or in counterparts.
- (c) Presumption Of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
- (d) Powers and Duties. Without prejudice to and not in limitation of the general powers conferred Wisconsin Statutes, the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Directors shall have the following powers:
 - (i) To take, hold, and administer any securities, funds or property which may at any time be given, devised or bequeathed for the purposes of this Corporation, with full power and discretion to invest any principal and deal with and expend the income or principal in such manner as in their judgment will best promote the purposes of the Corporation; and the Directors shall have further power from time to time to hold as investments any securities which may be transferred to them by any person, persons or corporation, and to invest the same or any part thereof from time to time, in such securities and in such form and manner as may be permitted to charitable or educational corporations or foundations for investment, according to the laws of the State of Wisconsin, or in such securities as may be transferred to them or authorized for investment by any deed of trust or gift or last Will or testament to be hereafter made or executed; and in general, the Directors shall have and exercise all the powers and authority from time to time granted by the Articles of Incorporation of this Corporation and the statutes of the State of Wisconsin to take, hold and invest any

donations, grants, devises or bequests without limit, made in support of the purposes of the Corporation.

- (ii) To deposit the funds of the Corporation in such financial institutions as may from time to time be designated by the Board of Directors. Any securities of the Corporation and other evidence of its property shall be deposited under such safeguards as the Board of Directors shall designate.
 - (iii) To make general appropriations for the ensuing fiscal year at each annual meeting and to make special appropriations from time to time, at any regular or special meeting. In general, the Board of Directors may issue a statement that it is intended that appropriations may be made only from the investment income of the Corporation in such amounts as the Board of Directors may determine to be in furtherance of the objects and purposes of the Corporation; provided, however, that the Board of Directors may always in its sole discretion expend general Corporation assets and further provided that any funds given or devised to the Corporation with expressed restrictions on their expenditure shall be held and expended only in accordance with the restrictions thereon.
 - (iv) To provide for such committees as it shall deem appropriate and to delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.
 - (v) To establish such rules and regulations for the awarding of grants as the Board of Directors, in its sole discretion, determines to be consistent with the purposes of this Corporation.
- (e) Methods of Conducting Meetings. In addition to meetings being conducted in person, the Board of Directors may permit any or all Directors to participate in a regular or special meeting or in a committee meeting of the Board by, or to conduct the meeting through the use of, any means of communication, including telephonic meetings, by which any of the following occurs:
- (i) All participating Directors may simultaneously hear each other during the meeting.
 - (ii) All communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

If a meeting will be conducted through the use of any means described in items (i) or (ii) above in this sub-section (e), all participating Directors shall be informed that a meeting is taking place and which official business may be transacted. A Director participating in a meeting by any means described in items (i) or (ii) of this sub-section (e), is considered to be present, in person at the meeting. If requested by a Director, minutes of the meeting shall be prepared and distributed to each Director.

Article XVII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed as set forth in Article X.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, investment accounts or other depositaries as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 6. Conflicts of Interest.

No contract or other transaction between the Corporation and one or more of its directors, officers or any other corporation, firm, association, or entity in which one or more of its directors or officers are either directors or officers of, or have a material financial interest in, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors.
- (b) The contract or transaction is fair and reasonable to the Corporation; and
- (c) The interested directors abstain or refrain from voting on such matters.

Interested directors that would otherwise be entitled to vote may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Article XVIII – IMPLIED AMENDMENTS

Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect, but as taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit such action so taken or authorized.

Article XIX – SUSPENSION OF RULES

Any rule or resolution of Board of Directors, whether contained in these Bylaws or otherwise may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds (2/3) of the members of the Board shall be present and two-thirds (2/3) of those present shall approve. A detailed statement of such suspension of rules, including the time period for which a suspension is in effect, shall be contained in the minutes of such meeting.

Article XX – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 181, Non-stock Corporation or other provisions of the Wisconsin Statutes, or under the provisions of the

Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XXI – RULES OF ORDER

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of the Board of Directors and Committees where those rules are not inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the Corporation.

Article XXII – INDEMNIFICATION

Section 1. Indemnification for Successful Defense.

Within 20 days after receipt of a written request pursuant to Section 3 of this Article, the Corporation shall indemnify a Director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director or officer was a party because he or she is a Director or officer of the Corporation.

Section 2. Other Indemnification.

- (a) In cases not included under Section 1, the Corporation shall indemnify a Director or officer against all liabilities and expenses incurred by the Director or officer in a proceeding to which the Director or officer was a party because he or she is a Director or officer of the Corporation, unless liability was incurred because the Director or officer reached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:
 - (ii) A willful failure to deal fairly with the Corporation in connection with a matter in which the Director or officer has a material conflict of interest.
 - (iii) A violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
 - (iv) A transaction from which the Director or officer derived an improper personal profit.
 - (v) Willful misconduct.

- (b) Determination of whether indemnification is required under this Section shall be made pursuant to Section 5.
- (c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director or officer is not required under this Section.

Section 3. Written Request.

A Director or officer who seeks indemnification under Section 1 or 2 shall make a written request to the Corporation.

Section 4. Non-Duplication.

The Corporation shall not indemnify a Director or officer under Section 1 or 2 if the Director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding. However, the Director or officer has no duty to look to any other person for indemnification.

Section 5. Determination of Right to Indemnification.

- (a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the Director or officer and the Corporation, the Director or officer seeking indemnification under Section 2 shall select one of the following means for determining his or her right to indemnification:
 - (i) By a majority vote of a quorum of the Board of Directors consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two or more Directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.
 - (ii) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in subparagraph (i) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including Directors who are parties to the same or related proceedings.
 - (iii) By a panel of three arbitrators consisting of one arbitrator selected by those Directors entitled under subparagraph (ii) to select independent

legal counsel, one arbitrator selected by the Director or officer seeking indemnification and one arbitrator selected by the two arbitrators previously selected.

- (iv) By a court under Section 8.
 - (v) By any other method provided for in any additional right to indemnification permitted under Section 7.
- (b) In any determination under (a), the burden of proof is on the Corporation to prove by clear and convincing evidence that indemnification under Section 2 should not be allowed.
 - (c) A written determination as to a Director's or officer's indemnification under Section 2 shall be submitted to both the Corporation and the Director or officer within 60 days of the selection made under (a).
 - (d) If it is determined that indemnification is required under Section 2, the Corporation shall pay all liabilities and expenses not prohibited by Section 4 within 10 days after receipt of the written determination under (c). The Corporation shall also pay all expenses incurred by the Director or officer in the determination process under (a).

Section 6. Advance Expenses.

Within 10 days after receipt of a written request by a Director or officer who is a party to a proceeding, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the Director or officer provides the Corporation with all of the following:

- (a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.
- (b) A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 5 that indemnification under Section 2 is not required and that indemnification is not ordered by a court under Section 8(b)(2). The undertaking under this subsection shall be an unlimited general obligation of the Director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 7. Non-Exclusivity.

- (a) Except as provided in (b), Sections 1, 2, and 6 do not preclude any additional right to indemnification or allowance of expenses that a Director or officer may have under any of the following:
 - (i) The Articles of Incorporation.
 - (ii) A written agreement between the Director or officer and the Corporation.
 - (iii) A resolution of the Board of Directors.
- (b) Regardless of the existence of an additional right under (a), the Corporation shall not indemnify a Director or officer, or permit a Director or officer to retain any allowance of expenses unless it is determined by or on behalf of the Corporation that the Director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under Section 2 (a) (1), (2), (3) or (4). A Director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.
- (c) Sections 1 to 12 do not affect the Corporation's power to pay or reimburse expenses incurred by a Director or officer in any of the following circumstances:
 - (i) As a witness in a proceeding to which he or she is not a party.
 - (ii) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, Director or officer of the Corporation.

Section 8. Court Ordered Indemnification.

- (a) Except as provided otherwise by written agreement between the Director or officer and the Corporation, a Director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court or for review by the court of an adverse determination. After receipt of an application, the court shall give any notice it considers necessary.
- (b) The court shall order indemnification if it determines any of the following:
 - (i) That the Director or officer is entitled to indemnification under Section 1 or 2.

- (ii) That the Director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 2.
- (c) If the court determines under (b) that the Director or officer is entitled to indemnification, the Corporation shall pay the Director's or officer's expenses incurred to obtain the court-ordered indemnification.

Section 9. Indemnification of Employees or Agents.

The Corporation may indemnify and allow reasonable expenses of an employee or agent who is not a Director or officer by general or specific action of the Board of Directors or by contract.

Section 10. Insurance.

The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee, agent, partner or member of another corporation, partnership, joint venture, trust or other entity against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's Bylaws.

Section 11. Liberal Construction.

In order for the Corporation to obtain and retain qualified Directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of Directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Section 12. Definitions Applicable To This Article.

- (d) "Affiliate" shall include, without limitation, any Corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Corporation.
- (e) "Corporation" means this Corporation and any domestic or foreign predecessor of this Corporation where the predecessor corporation's existence ceased upon the consummation of a merger or other transaction.

- (f) "Director or Officer" means any of the following:
- (i) A natural person who is or was a Director or officer of this Corporation.
 - (ii) A natural person who, while a Director or officer of this Corporation, is or was serving at the Corporation's request as a Director, officer, partner, trustee, member, agent or employee of any governing or decision-making committee, or of another corporation or foreign corporation, partnership, joint venture, trust or other entity.
 - (iii) A natural person who, while a Director or officer of this Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.
 - (iv) Unless the context requires otherwise, the estate or personal representative of a Director or officer.

For purposes of this Article, it shall be conclusively presumed that any Director or Officer of this Corporation serving as a Director, officer, partner, trustee, member of any governing or decision-making committee, or serving as an employee or agent of an Affiliate shall be so serving at the request of the Corporation.

- (g) "Expenses" include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.
- (h) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.
- (i) "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.
- (j) "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

Section 13. Private Foundation Limitations.

Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification, which would give rise to a penalty excise tax under I.R.C. Chapter 42.

Article XXIII – SEAL

The Corporation shall have no Corporate Seal unless and until as may be provided in an amendment to these Bylaws.

Article XXIV – LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or any other attempt to influence legislation and the Corporation shall not participate in, intervene in, publish or distribute any statements in any political campaign on behalf of any candidate for public office.

Article XXV – NON-DISCRIMINATION

The services and activities of this Corporation shall at all times be conducted on a non-discriminatory basis without regard to color, national origin, sex, religious preference or creed, age or physical impairment or handicap.

Certified a true and correct copy of the Bylaws adopted on the 1st day of July, 2018 by the Board of Directors and the Members of Whitnall Park Rotary Club, Inc.

WHITNALL PARK ROTARY CLUB, INC.

By: _____
Larry Myers, President

By: _____
Roger Clark, Immediate Past President

By: _____
Terri Delke, Secretary

JGM/ea 6.4.18