

**Amended and Restated Bylaws  
for  
Newport Beach Sunrise Rotary  
A California Mutual Benefit Corporation**

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ARTICLE I  
**NAME AND STATUS**

The name of this organization is the Newport Beach Sunrise Rotary (“the Club”). The Club is a 501(c)(4) not for profit mutual benefit corporation organized and operating under the laws of the State of California.

ARTICLE II  
**LOCALITY OF THE CLUB**

The locality of this Club is Newport Beach, California.

ARTICLE III  
**OBJECT**

The object of the Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster;

- First: The development of acquaintance as an opportunity for service;
- Second: High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian’s occupation as an opportunity to serve society;
- Third: The application of the ideal of service in each Rotarian’s personal, business and community life;
- Fourth: The advancement of international understanding, goodwill and peace through a world fellowship of business and professional persons united in the ideal of service.

ARTICLE IV  
**COMMUNITY, NATIONAL AND INTERNATIONAL AFFAIRS**

Section 4.01. Proper Subjects. The merits of any public question involving the general welfare of the community, the nation and the world are of concern to the members of this Club and shall be proper subjects of fair and informed study and discussion as a Club meeting for the enlightenment of its members in forming their individual opinions. However, this Club shall not express an opinion on any pending controversial public measure.

Section 4.02. No Endorsements. This Club shall not endorse or recommend any candidate for public office and shall not discuss at any Club meeting the merits or demerits of any such candidate.

Section 4.03. Non-Political.

(a) Resolutions and Opinions. This Club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) Appeals. This Club shall not direct appeals to clubs, peoples or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4.04. Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this Club will celebrate Rotary service, reflect upon past achievements and focus on programs of peace, understanding and goodwill in the community and throughout the world.

## ARTICLE V ELECTION OF DIRECTORS & OFFICERS

Section 5.01. Election of Directors. At a regular meeting one month prior to the meeting for election of officers, nominations shall be called for by the presiding officer for candidates for the Board of Directors; any number of nominations may be made by the members from the floor. These nominations shall be placed upon a ballot and voted for at the Annual Meeting and the four (4) candidates securing the highest number of votes shall be declared elected. These four (4) members elect of the Board of Directors, together with the four (4) members of the Board of Directors whose terms have not yet expired, shall be the Board of Directors-elect, and shall begin their term on the first day of July immediately following their election.

Section 5.02. Election of Officers. The Board of Directors-elect shall meet within one week after the Annual Meeting and shall elect from their members the following officers:

(a) The President. A President who shall serve as a member of the Board of Directors as President-elect for the year commencing on the first day of July next following his election as President, and shall assume office as President on the first day of July immediately following his year of service on the Board of Directors as

President-elect;

(b) Vice-Presidents. One or more Vice-Presidents;

(c) Secretary, Treasurer, and Sergeant of Arms. A Secretary, a Treasurer and a Sergeant-at-Arms, any and all of whom may or may not be members of the Board of Directors.

Section 5.03. Ex Officio Members of the Board of Directors. If not otherwise members of the Board of Directors, the Secretary, the Treasurer, and the Sergeant -at-Arms elected at this meeting shall become *ex officio* members of the Board of Directors in the year beginning on first day of the next July and shall have such responsibilities and privileges of membership thereon as the Board of Directors may determine. The immediate past President of the Club shall serve as an *ex officio* member of the Board of Directors beginning on the first day of the next July when his/her term as President has ended and shall have such responsibilities and privileges of membership thereon as the Board of Directors may determine.

Section 5.04. Vacancies on Board of Directors and/or Office. A vacancy on the Board of Directors or any office shall be filled by action of the remaining members of the Board of Directors.

Section 5.05. Vacancies on Board of Directors-elect or Officers-elect. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

## ARTICLE VI **BOARD OF DIRECTORS**

Section 6.01. Number of Members of the Board of Directors. The governing body of this Club shall be the Board of Directors consisting of up to ten (10) members of this Club, namely, eight (8) directors elected in accordance with article I, section 1 of these bylaws, the President if the President's term as a director has otherwise expired, and the President-elect if the President-elect's term has otherwise expired. Each director shall serve a two (2) year term, such terms being staggered with four (4) directors elected each year as described in paragraph 5.01 above.

Section 6.02. Authority. The Board of Directors shall have general control over all Club matters. All officers shall serve at the discretion of the Board of Directors. The Board of Directors, for good cause, may declare any office vacant. The Board of Directors shall not have the authority to change the bylaws, which requires the vote of the Club members.

Section 6.03. Board of Directors Action Final. The decision of the Board of Directors in all Club matters is final, subject only to an appeal to the Club. However, as to a decision to terminate membership, a member, pursuant to article 16, section 16.03, may appeal to the Club. If appealed, a decision of the Board of Directors shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the Board of Directors, provided a quorum is present and notice of the appeal has been given by the Secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the Club shall be final.

## ARTICLE VII **DUTIES OF OFFICERS**

Section 7.01. President. It shall be the duty of the President to preside at meetings of the Club and Board of Directors and to perform such other duties as ordinarily pertain to the office of President.

Section 7.02. President-elect. It shall be the duty of the President-elect to serve as a member of the Board of Directors of the Club and to perform such other duties as may be prescribed by the President or the Board of Directors.

Section 7.03. Vice-President. It shall be the duty of the Vice-President to preside at meetings of the Club and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to the office of Vice-President.

Section 7.04. Secretary. It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club, Board of Directors and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the Club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit to RI subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office of Secretary.

Section 7.05. Treasurer. 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 demand by the Board of Directors, and to perform such other duties as pertain to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to

the President all funds, books of accounts, or any other Club property.

Section 7.06. 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 of Directors

## ARTICLE VIII MEETINGS

Section 8.01. Annual Meeting. An annual meeting of this Club shall be held on the second Tuesday of November at 7:30 AM in each year, at which time the election of Directors to serve for the ensuing year shall take place, as described in Paragraph 5.01, above.

Section 8.02. Weekly Meetings. The regular weekly meetings of this Club shall be held on Tuesday at 7:30 AM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

Section 8.03. Attendance - General Provisions. Each member should attend this Club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60% of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board of Directors that such action was reasonable, or makes up for an absence in any of the following ways:

(a) 14 Days Before or After the Meeting. If, within fourteen (14) days before or after the regular time for that meeting, the member:

- (1) attends at least 60% of the regular meeting of another club or of a provisional club; or
- (2) attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps or of a provisional Rotaract or Interact club or Rotary Community Corps; or
- (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the Board of Directors of RI or the President of RI acting on behalf of the Board of Directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a

Rotary district assembly, any district meeting held by direction of the Board of Directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs;  
or

(4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or

(5) attends and participates in a Club service project or a Club-sponsored community event or meeting authorized by the Board of Directors; or

(6) attends a Board of Directors meeting or, if authorized by the Board of Directors, a meeting of a service committee to which the member is assigned.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend 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.

(b) At the Time of the Meeting. If, at the time of the meeting, the member is:

(1) traveling with reasonable directness to or from one of the meetings specified in sub-section (a) (3) of this section; or

(2) serving as the special representative of the district governor in the formation of a new club; or

(3) serving as the special representative of the district governor in the formation of a new club; or

(4) on Rotary business in the employ of RI; or

(5) directly and actively engaged in a district-sponsored or a RI or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or

(6) engaged in Rotary business duly authorized by the Board of Directors which precludes attendance at the meeting.

(c) Extended Absence on Outposted Assignment. If the member, while working within the member's own country of residence for an extended period on an outposted assignment and with the mutual agreement of the member's club and a designated club, attends meetings of the designated club.

(d) Excused Absences. A member's absence shall be excused if:

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

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

(e) RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI.

(f) Attendance Records. Any member whose absences are excused under the provisions of subsection (b) of section 8.03 of this article shall not be included in the membership figure used to compute this Club's attendance nor shall such absences or attendances be used for that purpose.

Section 8.04. Change of Meeting. For good cause, upon notice, the Board of Directors may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

Section 8.05. Quorum-Membership. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 8.06. Special Meetings. Special meetings of the Board of Directors or the members shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board of Directors, and heard after due notice.

Section 8.07. Quorum-Board of Directors Members. A majority of the Board of Directors members shall constitute a quorum of the Board of Directors.

Section 8.08. Notices. Written notice shall be given to all members of the Club or members of the Board of Directors in the newsletter at least two weeks before such meeting.

ARTICLE IX  
**FEES AND DUES**

Section 9.01. Admission Fee. The admission fee shall be \$ 50.00 to be paid before the applicant can qualify as a member.

Section 9.02. Membership Dues. Members shall have the option to pay membership fees for coffee and juice only or for full meals. The membership dues for those having only coffee and juice at Club meetings shall be \$195 per quarter. The membership dues for those enjoying a full meal at meetings shall be \$265 per quarter, payable quarterly on the first day of July, October, January, and April of each year, with the understanding that six dollars (US \$6.00) of each semiannual payment shall be applied to each member's subscription to THE ROTARIAN magazine.

Section 9.03. Failure to Timely Pay Dues. Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the Secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the Board of Directors.

Section 9.04. Petition for Reinstatement. The Board of Directors may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this Club. However, no former member may be reinstated to active membership if the former member's classification has been filled.

Section 9.05. Acceptance of the Terms of Rotary. By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this Club, and on these conditions alone is entitled to the privileges of this Club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

ARTICLE X  
**FINANCES**

Section 10.01. Deposit of Club Funds. The Treasurer shall deposit all funds of the Club in some bank to be named by the Board of Directors.

Section 10.02. Payment of Club Bills. All bills shall be paid only by checks signed by the Treasurer upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the Club's

financial transactions.

Section 10.03. Bonding of Officers. Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 10.04. Fiscal Year and Quarters. The fiscal year of this Club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from 1 July to 30 September, 1 October to 31 December, 1 January to 31 March, and 1 April to 30 June. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

Section 10.05. Club Budget. At the beginning of each fiscal year the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board of Directors, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board of Directors.

## ARTICLE XI METHOD OF VOTING

The business of this Club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot.

## ARTICLE XII MEMBERSHIP

Section 12.01. General Qualifications. This Club shall be composed of adult persons of good character and good business and professional reputation.

Section 12.02. Kinds. This Club shall have two kinds of membership, namely: active and honorary.

Section 12.03. Active Membership. A person possessing the qualifications set forth in article V, section 2 of the RI constitution may be elected to active membership in this Club.

Section 12.04. Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being

engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club.

Section 12.05. Dual Membership. No person shall simultaneously hold active membership in this and another 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.

Section 12.06. Honorary Membership.

(a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this Club. The term of such membership shall be as determined by the Board of Directors. 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 12.07.  Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this Club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 12.08. Rotary International Employment. This Club may retain in its membership any member employed by RI.

ARTICLE XIII  
**METHOD OF ELECTING MEMBERS**

Section 13.01. Proposal of Potential Member. The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board of Directors 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 for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 13.02. Screening. The Board of Directors shall ensure that the proposal meets all the classification and membership requirements of these bylaws.

Section 13.03. Approval by the Board of Directors. The Board of Directors 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 13.04. Informing the Prospective Member. If the decision of the Board of Directors 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 and to permit his or her name and proposed classification to be published to the Club.

Section 13.05. Objections to Proposal of Prospective Member. If no written objection to the proposal, stating reasons, is received by the Board of Directors 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 of Directors, 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 13.06. Induction of New Member. Following the election, the President shall arrange for the induction of the new member; the Club Secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

ARTICLE XIV  
**CLASSIFICATIONS**

Section 14.01. General Provisions.

(a) Principal Activity. Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal and recognized activity of the firm, company or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity.

(b) Correction or Adjustment. If the circumstances warrant, the Board of Directors may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 14.02. Limitations. This Club shall not elect a person to active membership from a classification if the Club already has five or more members from that classification, unless the Club has more than 50 members, in which case, the Club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10% of the Club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classifications, the Club may continue the member's membership under the new classification notwithstanding these limitations.

ARTICLE XV  
**LEAVE OF ABSENCE**

Upon written application to the Board of Directors, 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 XVI  
**DURATION OF MEMBERSHIP**

Section 16.01. Period. Membership shall continue during the existence of this Club unless terminated as hereinafter provided.

Section 16.02. Automatic Termination.

(a) Membership Qualifications. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:

(1) the Board of Directors may grant a member moving from the locality of this Club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member is still active in the same classification and continues to meet all other conditions of Club membership;

(2) the Board of Directors may allow a member moving from the locality of this Club or the surrounding area to retain membership if the member remains active in the same classification and continues to meet all other conditions of Club membership; and

(3) a member whose classification is lost without default of the member may retain such classification and be granted a special leave of absence not to exceed one (1) year to enable the member to obtain new employment in the current or a new classification. Such member must continue to meet all other conditions of Club membership. Termination of membership would take effect only at the end of the period of leave granted to the member.

(b) How to Rejoin. When the membership of a member has terminated as provided in subsection (a) of this section, such person may make new application for membership, under the same or another classification. A second admission fee shall not be required.

(c) Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term for such membership as determined by the Board of Directors. Whomever, the Board of Directors may extend an honorary membership for an additional period. The Board of Directors may revoke an honorary membership at any time.

(d) Termination for Non-Attendance.

(1) Attendance percentages: a member must

- attend or make up at least 60% of Club regular meetings in each half of the year:
- attend at least 30% of this Club's regular meetings in each half of the year.

(2) Consecutive Absences. Unless otherwise excused by the Board of Directors for good and sufficient reason or pursuant to article 16, sections 16.02, each member who fails to attend or make up four consecutive regular meetings, shall be informed by the Board of Directors that the member's non-attendance may be considered a request to terminate membership in this Club. Thereafter, the Board of Directors, by a majority vote, may terminate the member's membership.

If a member fails to attend as required, the member's membership shall be subject to termination unless the Board of Directors consents to such non-attendance for good cause.

(e) Termination - Other Causes.

(1) Good Cause. The Board of Directors may terminate the membership of any member who ceases to have the qualifications for membership in this Club or for any good cause by a vote of not less than two-thirds of the Board of Directors members, at a meeting called for that purpose.

(2) Notice. Prior to taking any action under subsection (1) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the Board of Directors. The member shall have the right to appear before the Board of Directors to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(3) Filling Classification. When the Board of Directors has terminated the membership of a member as provided for in this section, this Club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this Club or of the arbitrators has been announced.

#### Section 16.03. Right to Appeal or Arbitrate Termination.

(a) Notice. Within seven (7) days after the date of the Board of Directors's decision to terminate membership, the Secretary shall give written notice of the decision to terminate membership to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the Secretary of the intention to appeal to the Club.

(b) Date for Hearing of Appeal. In the event of an appeal, the Board of Directors shall set a date for the hearing of the appeal at a regular Club meeting to be held within twenty-one (21) days after receipt of this notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) Appeal. If an appeal is taken, the action of the Club shall be final and binding on all parties.

Section 16.04. Board of Directors Action Final. Board of Directors action shall be final if no appeal to this Club is taken.

Section 16.05. Resignation. The resignation of any member from this Club shall be in writing, addressed to the President or Secretary. The resignation shall be accepted by the Board of Directors if the member has no indebtedness to this Club.

Section 16.06. Forfeiture of Property Interest. Any person whose Club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Club.

## ARTICLE XVII COMMITTEES

Section 17.01. Committees.

(a) Standing Committees. The President shall, subject to the approval of the Board of Directors, appoint the following standing committees:

Club Service Committee

Vocational Service Committee

Community Service Committee

International Service Committee

(b) Additional Committees. The President shall, subject to the approval of the Board of Directors, also appoint such committees on particular phases of Club service, vocational service, community service and international service as deemed necessary.

(c) Committee Chairpersons to be Board Members. The Club service committee, vocational service committee, community service committee, and international service committee shall each consist of a chairperson, who shall be named by the President from the membership of the Board of Directors, and not less than two (2) other members.

(d) President is *Ex Officio* Member of All Committees. The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

(e) Approval of Committee Action by Board of Directors. Each committee shall transact such 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 of Directors. Except where special authority is given by the Board of Directors, such committees shall not take action until a report has been made to the Board of Directors and approved by the Board of Directors.

(f) Youth Activities Committees. The President may appoint one or more committees dealing with the various aspects of youth activities, which depending on their respective responsibilities, may be under any, or all, of the vocational service, community service, or international service committees. Where feasible and practicable in the appointment of such 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.

#### Section 17.02. Club Service Committee.

(a) Chairperson. The chairperson of the Club service committee shall be responsible for all Club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club service.

(b) Members. The Club service committee shall consist of the chairperson of the Club service committee and the chairperson of all committees appointed on particular phases of Club service.

(c) Additional Club Service Committees. The President shall, subject to the approval of the Board of Directors, appoint the following committees on particular phases of Club service:

Attendance Committee

Club Bulletin Committee

Fellowship Committee

Magazine Committee

Membership Committee

Membership Development Committee

Program Committee

Public Relations Committee

Appoint one member each year to the following committees:

Classifications Committee

Rotary Information Committee

(d) Membership Committees. The President shall appoint the President-elect or Vice-President to oversee and coordinate the work of the classifications, membership, membership development, and Rotary information committees.

(e) Continuity. 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 appending one or more members to a two-year term.

(f) Classifications and Rotary Information Committees. The classifications and Rotary information committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one (1) year; one member for a term of two (2) years; one member for a term of three (3) years.

(g) Magazine Committee. The magazine committee shall, wherever feasible, include the editor of the Club publication and a local newspaper or advertising member of the Club.

Section 17.03. Community Service Committee.

(a) Chairperson. 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) Community Service Committee. The community service committee shall consist of the chairperson of the community service committee and the chairmen of all committees appointed on particular phases of community service.

(c) Additional Community Service Committees. The President shall, subject to the approval of the Board of Directors, appoint the following committees on particular phases of community service:

Human Development Committee

Community Development Committee

Environmental Protection Committee

Partners in Service Committee

ARTICLE XVIII  
**DUTIES OF COMMITTEES**

Section 18.01. Club Service Committee. This committee 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 chairperson of the Club service committee shall be responsible for regular meetings of the committee and shall report to the Board of Directors on all Club service activities.

(a) Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings - including attendance at district conferences, intercity 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 meeting 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.

(b) Classifications Committee. This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications applying the classification principle; shall review, where necessary, existing classifications represented in the Club and shall counsel with the Board of Directors on all classification problems.

(c) Club Bulletin Committee. 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 world-wide Rotary program.

(d) Fellowship Activities Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board of Directors.

(e) Magazine Committee. This committee shall stimulate reader interest in THE ROTARIAN; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular Club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools, and other reading rooms; send news items and photographs to the editor of the magazine; and in other ways make the magazine of service to the Club members and non-Rotarians.

(f) Membership Committee. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general legibility of all persons proposed for membership and shall report their decisions on all applications to the Board of Directors.

(g) Membership Development Committee. This committee shall review continually the Club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board of Directors the names of suitable persons to fill unfilled classifications.

(h) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the Club.

(i) Public Relations Committee. This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the Club.

(j) Rotary Information Committee. This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object, and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the Club.

Section 18.02. Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in discharging their responsibilities in the vocational relationships and in improving the general standards of practice in their respective vocations. The chairperson of this committee shall be responsible for the vocational service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section 18.03. Community Service Committee. This committee 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 chairperson of this committee shall be responsible for the community service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

(a) Human Development Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.

(b) Community Development Committee. 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.

(c) Environmental Protection Committee. 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.

(d) Partners in Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in building relationships with other Rotary-sponsored organizations within the community and in

cooperating with them in service.

Section 18.04. International Service Committee. This committee 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 chairperson of this committee shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

## ARTICLE XIX **RESOLUTIONS**

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board of Directors without discussion.

## ARTICLE XX **ROTARY MAGAZINES**

Section 20.01. Mandatory Subscription. Unless, in accordance with the bylaws of RI, this Club is excused by the Board of Directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this Club by the Board of Directors of RI. The subscription shall be paid in six (6) month periods for the duration of membership in this Club and to the end of any six (6) month period during which membership may terminate.

Section 20.02. Subscription Collection. The subscription shall be collected by this Club from each member and is included in quarterly dues.

## ARTICLE XXI **ORDER OF BUSINESS**

The President may determine the order of business at Club meetings. The following are suggested orders of business:

Option #1

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

Option #2

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

ARTICLE XXII  
**AMENDMENTS**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Club constitution and with the constitution and bylaws of RI.

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BY-LAWS

ADOPTION BY MEMBERS

The undersigned person who is the acting President of above-named corporation hereby represents that these amended and restated bylaws were duly adopted by the membership of the corporation as the bylaws of said corporation.

Executed this \_\_\_\_ day of \_\_\_\_\_, 2003.

\_\_\_\_\_  
Hans Linhardt

CERTIFICATE BY SECRETARY

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of the above-named corporation, that the foregoing bylaws were duly adopted as the bylaws of said corporation by the members of the Club by the vote of the majority of the Club members, a quorum being present, at a meeting on the \_\_\_\_ day of \_\_\_\_\_, 2003.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this \_\_\_\_ day of \_\_\_\_\_, 2003.

\_\_\_\_\_  
Rob Williams, Secretary