

BYLAWS OF THE ROTARY CLUB
OF WALNUT CREEK CALIFORNIA
A CALIFORNIA MUTUAL BENEFIT CORPORATION

ARTICLE I BOARD OF DIRECTORS

Section 1. The governing body of the club for each fiscal year (July 1 to June 30) shall be called the "board of directors" and its members shall consist of the officers serving in the positions of president, president-elect, up to three secretaries (as determined by the board pursuant to Article II Section 4), and treasurer for that fiscal year, the directors commencing their two-year term in that fiscal year, and the directors completing their two-year term in that fiscal year, and the immediate past president or the most recent past president who is then able and willing to serve as a member of the board of directors for that fiscal year.

Section 2. The officers shall have the duties provided for in Article II of these Bylaws, and the directors shall have such duties as may be designated by the president and agreed upon by the board of directors for that fiscal year.

ARTICLE II OFFICERS

Section 1. — The officer positions of the club shall be president, president-elect, up to three secretaries (as determined by the board pursuant to Section 4 of this Article II), treasurer, and sergeant-of-arms.

Section 2 — 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 this office.

Section 3 —President-elect. The president-elect shall preside at meetings of the club and board of directors in the absence of the president and perform such other duties as ordinarily pertain to this office. The president-elect shall be the club's delegate to the annual Rotary International Convention. If the president-elect chooses not to be a delegate, an alternate shall be chosen by the President-elect subject to confirmation by the board of directors. The President-elect shall attend the Presidents' Executive Training Seminar.

Section 4 — 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, record and preserve the minutes of such meetings; make required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January first and July first of each year; the report of changes in membership, which shall be made to the general secretary of Rotary International; the monthly report of attendance at the club meetings which shall be made to the district governor or his appointee immediately following the last meeting of the month; and perform such other

duties as usually pertain to this office. The board of directors may subdivide the duties of the position of secretary to be handled by up to three persons for a fiscal year, with each subdivided position to be elected by the Club along with the other officer positions for that fiscal year.

Section 5 — Treasurer. It shall be the duty of the treasurer to have the custody of all funds, accounting for same to the board of directors monthly, and 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 this office. Upon retirement from office the treasurer shall turn over to his or her successor or to the president all funds, book of account, or other club property in his or her possession.

Section 6 — Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the president or the board of directors.

ARTICLE III MEETINGS

Section 1 — Annual Meetings. The annual meeting of this club shall be held each year at a regular meeting held in the month of November, at which time the election of officers and directors to serve for the ensuing fiscal year shall take place.

Section 2 — The regular weekly meetings of this club shall be held on Tuesday at 12:15pm, subject to change from time to time as determined by the board of directors.

Due notice of any such changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 — One third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 — Regular meetings of the board of directors shall be held each month, on a day and time to be set by the board of directors. Special meetings of the board of directors shall be called by the president, whenever deemed necessary, or upon request of two members of the board of directors; due notice having been given.

Section 5 — A majority of the members of the board of directors shall constitute a quorum of the board of directors.

ARTICLE IV ELECTION OF DIRECTORS AND OFFICERS

Section I — At a regular meeting held at least one month prior to the annual meeting, the presiding officer shall ask for nominations from the nominating committee and from the floor for members to serve in the following positions for the following terms:

President-elect for the next fiscal year, who shall serve as president for

the immediately following fiscal year, with any member(s) nominated for this position to have served (or currently be serving) as an officer or director;

Up to three Secretaries (as determined by the board pursuant to Section 4 of Article II) and a Treasurer to serve for the next fiscal year, and

three new directors to serve for the next two fiscal years; and

any replacement(s) needed to fill the term of director(s) who cannot serve the second year of their two year term.

With the exception of the position of Secretary, after serving in a position for three consecutive fiscal years, no person may be nominated for, nor elected nor appointed, to that same position for the next fiscal year.

The nominating committee shall consist of the five most recent past presidents of the club who are still members of the club and are willing to serve. The committee shall elect from its members a chairman.

The nominations duly made shall be voted on at the annual meeting. In the event there is more than one candidate for any office or more than three candidates for directorship, the names of the nominees shall be placed on the ballot in alphabetical order under each office. The candidates for positions of president-elect, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three candidates for director receiving a majority of the votes shall be declared elected as directors.

Section 2 —Subject to the approval of the board of directors, the president shall appoint a member of the club to serve as sergeant-at-arms for his or her fiscal year as president.

Section 3 — A vacancy in the board of directors for the two-year term of that director, or in a position as officer for a fiscal year shall be filled for the remainder of that fiscal year by action of the remaining members of the board of directors for the remainder of the director's two-year term or the remainder of the officer's fiscal year term.

ARTICLE V METHOD OF VOTING

The business of the club shall be transacted by voice vote, except the election of officers and directors shall be by ballot when there is more than one nomination for an officer or director.

ARTICLE VI AVENUES OF SERVICE

The five Avenues of Service are the philosophical and practical framework for the work of this club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This club will be active in each of the five Avenues of Service.

ARTICLE VII COMMITTEES

Section 1 — All committees established by the president shall be subject to the approval of the board of directors.

Section 2 — Appointment of Committees.

(a) The president shall, at a minimum, appoint a chairperson for the principal and standing committees designated in Article VIII of these bylaws. Each chairperson shall, with the concurrence of the president, select and appoint additional interested members of the club to serve on that committee.

(b) The president or the board of directors may appoint any other committees that they deem necessary or desirable for the club and the attainment of its objectives.

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

(d) Each committee shall transact such business as is delegated to it in the by-laws 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.

ARTICLE VIII DUTIES OF COMMITTEES

Section 1 — 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 chairman 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.

Section 2 — 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 chairman 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.

Section 3 — 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 their vocational relationships and in improving the general standards of practice in their respective vocational service activities of the club and shall supervise and coordinate the work of any committee that may be appointed on particular phases of vocational service.

Section 4 — Club Service Committee. This committee may be subdivided by the board of directors into the following subcommittees:

(a) Attendance. This subcommittee 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 subcommittee shall especially encourage attendance at regular meetings of the 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.

(b) Fellowship. This subcommittee shall promote acquaintance and friendship among the members and their families 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.

(c) Membership. This subcommittee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all proposals for final consideration by the board of directors. This subcommittee shall lead and encourage the club members in taking positive action to initiate and present to the board of directors the names of suitable persons to become members. This subcommittee also shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary Club; (2) to give new members adequate understanding of the privileges and responsibilities and opportunities as members in the club, in the district, and in Rotary International; (3) to give new members information about Rotary, its history, object, scope activities; and (4) to help introduce new members to the existing club membership and involve new members in club activities and service.

(d) Public Relations. This subcommittee shall devise and carry into effect, plans (1) to give the public generally information about Rotary, its history, object and scope; and (2) to secure proper publicity for the club in particular.

Section 5 — New Generations 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 New Generations service. The chairman of this committee shall be responsible for the New Generations service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of New Generations service.

ARTICLE IX PROPOSAL AND ACCEPTANCE OF MEMBERS

Section 1 — Proposal. Members are encouraged to seek out and recruit outstanding individuals in the club's territory for possible membership in the club. Each prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, and invited to attend a club meeting as a guest of the sponsoring member (or as a guest of the club if the guest is invited through the club's website or other promotional methods adopted by the Membership subcommittee), and may attend up to two (2) additional meetings as a guest of the club. If the prospective member wishes to apply for membership, the sponsor shall have the prospective member complete and submit a membership application with basic personal and vocational information for consideration by the club, and consent for his or her name and proposed classification to be published to the club. A transferring or former member of another club also 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 2 — Board of Directors Review. The board of directors shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3 — Board of Directors Decision. The board of directors shall approve or disapprove the proposal as soon as practicable but no later than fifteen (15) days of its submission, and shall notify the sponsor and the prospective member, through the club secretary, of its decision.

Section 4 — Acceptance; Handling of Objections. If the decision of the board of directors is favorable the prospective member's name and proposed classification shall be published in the club's weekly bulletin, requesting comments to be provided to the club secretary. 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 accepted into membership.

If any such objection has been filed with the board of directors, it shall consider the objection and vote to approve or disapprove acceptance of the prospective member. If approved despite objection, the proposed member upon payment of the admission fee (if not honorary membership) as prescribed in these bylaws, shall be accepted into membership.

Section 5 — Induction. Following the new member's acceptance, the president shall arrange for the induction of the new member; the club secretary shall report the new member to Rotary International; and the New Member Committee shall provide appropriate literature for presentation at the induction and help the new member participate in the training and informational programs offered by the club and that committee.

Section 6 — Designation of Honorary Members. The board of directors may recognize individuals for their exemplary international, community, or vocational service by designating them as "honorary" members of the club, in situations where those individuals are unable to participate as regular members of the club.

ARTICLE X MEMBER ATTENDANCE AND LEAVES OF ABSENCE

Section 1 — Regular Members. Regular members shall comply with the attendance requirement set forth for their years of Rotary service as follows:

"Gold Member"...one who meets a "Rule of 100" (age plus years of Rotary service) would be exempt from meeting attendance but would have the regular dues' cost.

"Silver Member"...one who meets a "Rule of 85" (age plus years of Rotary service) would have a meeting attendance requirement of three meetings a quarter and regular dues' cost. (Regular meeting or approved make-up.)

"Exemplar Member"...one who is selected by the board of directors in recognition of years of service to the club and special circumstances. This category is eligible for reduced dues to be established by the board of directors and would be exempt from attendance requirements.

"Leave of Absence"... for extended illness or temporary residence away from the local club area or other short-term commitment making attendance impossible. Members who wish to request a leave of absence shall submit a written application to the board of directors, setting forth good and sufficient cause. The board of directors may, in its sole discretion, approve a leave of absence extending for up to the end of the then current fiscal year. The member may request an additional leave of absence from the board of directors for the next fiscal year, which shall be considered by the board of directors serving for that fiscal year.

Section 2. — Honorary Members. As provided in the Constitution adopted for this club by Rotary International, honorary members are not subject to the attendance requirements applicable to the other membership categories.

ARTICLE XI FINANCES

Section 1 — The treasurer shall deposit all funds of the club in an insured banking institution approved by the board of directors. As funds in the checking account exceed normal requirements for operations, the treasurer may place the excess funds at interest.

Section 2 — All proper bills shall be paid by checks signed by any officer. Each month the Board shall review financial reports reporting all club expenditures, and a thorough review (which need not be a formal audit) by an audit committee consisting of three members appointed by the Board shall be made once each year of all the club's financial transactions.

Section 3 — The membership dues for each fiscal year shall be set by the board of directors (including the price of the member's annual subscription to THE ROTARIAN magazine), prorated for new members, and paid annually on either a January 1, or July 1, billing date selected by each member. Honorary members are not subject to dues requirements.

Section 4 — Prior to admission as a member, each new member shall pay the following: (a) an admission fee set from time to time by the board of directors, and (b) the new member's prorated share of membership dues based on the schedule selected by the new member pursuant to Section 4.

Section 6 — The payment of per capita tax and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year of the basis of the membership of the club on these dates.

Section 7 — Before the beginning of each fiscal year the president elect shall prepare or cause to be prepared a budget of estimated expenditures for the year. After approval by the board of directors, the budget shall stand as the limit of expenditures for the respective purposes unless otherwise changed by action of the board of directors.

Section 8 — Income tax reports, and such other reports as are required by either the Federal government or the State of California shall be prepared by a Certified Public Accountant selected by the board of directors.

Section 9 — Payment of Costs for Certain Officers' Attendance at Rotary Events. The following costs shall be paid by the club for the president-elect or other official delegate attending the Rotary International Annual Convention: round trip airfare (economy class), hotel room, meals, and events associated with the convention.

The following costs shall be paid by the club for the president-elect to attend the annual President-Elect Training Seminar: transportation expenses, hotel room, meals, and training fee.

The president-elect, the secretary-elect who will be responsible for the club's internal records and correspondence, and their spouses shall be reimbursed for hotel and meal

expenses while attending the District Conference, and at workshops or such other meetings as may be called by the district governor. The expenses of a member selected by the president to attend special meetings called by the district governor, upon submission of proper supporting documentation, shall be reimbursed by the club.

ARTICLE XII RESOLUTIONS AND SUBSCRIPTIONS

Section 1 — No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered and approved 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.

Section 2 — Any appeal to the club, or to its members as Rotarians, for charitable or other contributions may be made only after approval by the board of directors of the club.

ARTICLE XIII AMENDMENTS

These bylaws may be amended at any regular meeting, a quorum (one-third of membership) being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed or delivered, including electronic delivery (e-mail), or by being published in a club newsletter, 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 and with the constitution and bylaws of Rotary International.

Revised effective June 2012