

BYLAWS OF THE ROTARY CLUB OF MARIN SUNRISE

ARTICLE I

Name

The name of this organization is the Rotary Club of Marin Sunrise.

ARTICLE II

Territorial Limits & Principal Office

Section 1 - The territorial limits of this corporation are as follows:

The County of Marin, The State of California

Section 2 - The business address for the transaction of the activities and affairs of the corporation is Post Office Box 5058 in the Town of Larkspur, California 94939. The board of directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these bylaws opposite this section, or this Section may be amended to state the new location.

ARTICLE III

Object

The object of 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 by each Rotarian of his or her occupation as an opportunity to serve society;

Third. The application of the ideal of service by every Rotarian to his or her personal, business and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional men and women united in the ideal of service.

ARTICLE IV

Membership

Section 1 – **General Qualifications.** This corporation shall be composed of adults of good character and/ or good business or professional reputation.

Section 2 – **Kinds.** This corporation shall have three kinds of membership, namely: Active, Honorary and any other membership category as defined by Rotary International.

Section 3 – **Active.** This corporation may elect to active membership a person who is

(A) engaged as a proprietor, partner, corporate officer or manager of any worthy, recognized business or profession; or

(B) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession; or

(C) acting as the local agent or branch representative of any worthy and recognized business or profession having charge of such agency or branch in an executive capacity;

and

personally engaged in the business or profession in which such person is to be classified in the corporation and having a place of business or residence located within the territorial limits of this corporation or within the corporate limits of the city in which the Rotary club is located or within the territorial limits of an immediately adjoining Rotary club.

Section 4 – **Dual Membership.** No person shall simultaneously hold active, senior active, or past service membership in this and another Rotary club.

Section 5 – **Honorary Membership.** A person who has distinguished himself or herself by meritorious service in the furtherance of Rotary ideals, may be elected to honorary membership in this corporation.

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 corporation; shall not be considered as representing a classification, but shall be entitled to attend all meetings and enjoy all the other privileges of the corporation. No honorary member of this corporation is entitled to any rights or privileges in any other Rotary club..

Section 6 – **Public Office.** Persons elected or appointed to public office for a specified time only shall not be eligible to/for active membership in this corporation under the classification of such office. This shall not apply to a person holding a position or office in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary.

An active member in this corporation who is elected or appointed to public office for a specified period may during the period in which such person holds such office continue as such active member in the corporation under the classification represented by such person in the corporation immediately prior to such election or appointment.

Section 7 – **Rotary International Employment.** This corporation may retain in its membership any member thereof who enters the employment of Rotary International, so long as such person remains in such employment.

Section 8 – **Voting Members.** Active members shall have the right to vote, as set forth in these bylaws, on the election of officers, on the disposition of all or substantially all of the corporation's assets, or any merger and its principal terms and any amendment of those terms,

and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE V Classification

Section 1 – **Classifications.**

(A) Each active member of this corporation shall be classified in accordance with such person's business or profession.

(B) The classification of each active member shall be that which covers the principal and recognized activity of the firm, company or institution with which he or she is connected, or if he or she be independently engaged in a business or profession, his or her classification shall be that which covers his or her principal and recognized business or professional activity.

(C) How Corrected. The board, in its discretion, may correct or adjust the classification of any member whose membership has not terminated, if the circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member and the member shall be allowed a hearing thereon.

ARTICLE VI Meetings of Members

Section 1 – **Annual Meeting.** An annual meeting of this corporation shall be held on the first Wednesday of December of each year at 7:15 a.m., unless the board of directors fixes another date or time and so notifies members as provided in Section 4 of this Article, at which time the election of officers to serve for the ensuing year shall take place.

Section 2 – **Regular Meetings.** This corporation shall hold a regular meeting once each week. The regular weekly meetings of this corporation shall be held on Wednesday at 7:15 a.m. Due notice of any changes or in canceling of the regular meeting shall be given to all members of the corporation either orally at least three (3) days before the regular meeting date, or by written communication in accordance with Section 4 of this Article at least one week before such meeting.

In an emergency or for good cause, the board of directors of this corporation may change a regular meeting day 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 day, or to a different place.

If a regular meeting falls on a legal holiday or in the case of the death of the corporation's president, or an epidemic or of a disaster affecting the whole community, the Board may cancel such regular meeting.

All members excepting an honorary member (or member excused by the board of directors of this corporation pursuant to Article VI, Section 3 of these bylaws) 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 members being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this corporation or at any other Rotary club.

Section 3 – **Quorum.** Two-thirds of the membership shall constitute a quorum at the annual and regular meetings of this corporation.

Section 4 – **Notice of Annual Meeting.** Notice of the annual meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either

(A) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office, or

(B) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

ARTICLE VII Attendance

Section 1 – **Attendance.** Every member of this corporation should attend its regular meetings. Members are expected to attend at least 60% of the scheduled meetings for each one half year. A member shall be counted as attending a regular meeting of this corporation if such member is present for at least 60% of the time devoted for the regular meeting or makes up for his or her absence in any of the following ways:

(A) If at any time a member may make up a missed meeting at any time within 14 days before or after the usual time for the missed meeting.

(1) Such member attends at least 60% of the time devoted for the regular meeting of another Rotary club or of a provisional Rotary club, or

(2) by direction of this corporation, such member attends a regular meeting or a Rotaract or Interact club or Rotary Village Corps or a provisional Rotaract or Interact club, or Rotary Village Corps, or

(3) such member attends a Convention of Rotary International Assembly, a Rotary Institute for past and present officers of Rotary International, a Rotary Institute for past, present and incoming officers of Rotary International, convened with the approval of the board, the President acting for the Board of Rotary International, a Rotary regional conference, a Rotary International committee meeting, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of Directors of Rotary International, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs,

(4) such member presents himself or herself at the usual time and place of a regular meeting of another Rotary club for the purpose of attending such meeting, and that Rotary club is not meeting at that time and place;

(5) except that where a member is traveling outside his or her country of residence for a period exceeding fourteen days, he or she shall not be subject to the time restriction imposed by this section inasmuch as he or she may attend meetings in another country at any time during his or her travels, and such attendance shall count as a valid make-up for any regular meeting missed at this club during the member's time abroad.

(B) If, at the time of such meeting such member is

(1) traveling with reasonable directness to or from one of the meetings mentioned in paragraph (A)(3) of this Section, or

(2) on Rotary business serving as a officer or committee person of Rotary International, or a trustee of The Rotary Foundation, or

(3) on Rotary business serving as the special representative of his or her District Governor in the formatting of a new club, or

(4) on Rotary business in the employ of Rotary International, or

(5) directly and actively engaged in a district sponsored or Rotary International or Rotary Foundation sponsored service project in a remote area where the opportunity for making up his or her attendance is completely impossible, or

(6) engaged in Rotary business duly authorized by the board of this club if this precludes his or her attendance at a meeting of this club.

Section 2 – Notice of Make-Up. In the cases set out in paragraphs (a)(ii) and (b) of Section 1 of this Article, the member shall only be counted as being in attendance if such member personally gives notice of the fact to this corporation. In the **cases set** out in paragraph (a)(1) and (iv), such notice may be given by the member personally or by the secretary of the Rotary club visited.

Section 3 – Exemptions. A members absence shall be excused if

(A) such absence is caused by protracted ill health or impairment or by a stay of more than two weeks in a country in which Rotary clubs do not exist so that he or she is physically unable to attend a regular meeting and the board approves such absence in which case such absence shall not be computed in the corporation's attendance record, or

(B) In the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of this club before starting journey or if that is impossible, in writing from that country. Before approving such absence, the board shall satisfy itself that the journey will prevent the member from making up his or her absence in accordance with Section 1 (A) of this Article, or

(C) has been a member of one or more Rotary clubs for an aggregate of twenty (20) years or more and has reached the age of 65 years, or

(D) has been a member of one or more Rotary clubs for an aggregate of fifteen (15) years or more and has reached the age of 70 years, and such member has notified the corporation's secretary in writing of a desire to be excused from attendance. In this case, if approved by the board of directors, such member's absences shall not be computed in the corporation's attendance records, but if such member so desires, his or her attendance may be so computed.

ARTICLE VIII

Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the corporation for president, president-elect, secretary, chief financial officer, and sergeant-of-arms. The nominations may be presented by a nominating committee, and such committee shall be appointed as the corporation may determine. 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, president-elect-elect, secretary, chief financial officer, and sergeant-of-arms receiving the majority of the votes shall be declared elected to their respective offices. The president-elect in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following his or her election as president-elect, and shall assume office as president on the first day of July immediately following his or her year of service on the board of directors as president-elect.

Section 2 – A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 3 – 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 IX

Board of Directors

Section 1 – The governing body of this corporation shall be the board of directors, consisting of twelve members of this corporation namely the president, president-elect, immediate past president, secretary, chief financial officer, and sergeant-of-arms, elected in accordance with Article VII, Section 1, the directors of committees of the Five Avenues of Service as provided for in Article XVI, Section 1A, of these bylaws, and a director-at-large appointed by the president.

Section 2 – Except as herein otherwise specifically provided the decision of the board of directors in all corporation matters shall be final, subject only to an appeal of the members. Appeal may be taken from any decision of the board of directors to the members. On such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board of directors, a quorum being present, notice of such appeal having been given by the secretary to all members at least five (5) days prior to such meeting.

Section 3 – Regular meetings of the board of directors shall be held on the second Wednesday of each month. Special meetings of the board of directors, shall be called by the president, whenever deemed necessary, or upon request of two (2) members of the board, due notice having been given.

Section 4 – **Place of Meetings.** Meetings of the board of directors shall be held at any place within or outside California in the notice of the meeting, or if not so designated, at the principal office of the corporation.

Section 5 – **Manner of Giving Notice.** Notice of the time and place of special meetings shall be given to each director by one of the following methods:

- (A) by personal delivery of written notice;
- (B) by first-class mail, postage prepaid;
- (C) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director.
- (D) by electronic.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(A) **Time Requirements.** Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic, shall be delivered, telephoned, or given electronically at least 48 hours before the time set for the meeting.

(B) **Notice Contents.** The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

Section 6 – **Quorum.** A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to:

- (A) Approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- (B) Approval of certain transactions between corporations having common directorships;
- (C) Creation of appointments to committees of the board of directors; and
- (D) Indemnification of directors. A meeting at which a quorum **was** initially present may continue to transact business, despite the withdrawal of directors, if any action taken or

decision made is approved by at least a majority of the required quorum for that meeting.

Section 7 – **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meetings. Notice of the meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 8 – **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 9 – **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

ARTICLE X Duties of Officers

Section 1 – **President.** It shall be the duty of the president to preside at meetings of the corporation and board of directors and to perform such other duties as ordinarily pertain to the office of president. The president shall be elected, as provided in these bylaws, within the period of not more than two years but not less than eighteen months prior to the day on which he or she shall take office as president. The president shall serve as president-elect for the year immediately preceding the year in which he or she has to serve as president. The president shall take office on the first day of July in the Rotary year for which he or she is elected to serve as president and shall serve for the period of his or her election or until a successor shall have been elected and qualified and appoint directors of the standing committees as provided for in Article XVI, Section 1 of these Bylaws.

Section 2 – **President Elect.** It shall be the duty of the president-elect to serve as a member of the board of directors of the corporation, and to perform such other duties as may be prescribed by the president or the board.

Section 3 – **Immediate Past President** It shall be the duty of the immediate past president to serve as a member of the board of directors of the corporation, to perform such other duties as may be prescribed by the president or the board and to preside at meetings of the corporation and the board of directors in the absence of the president

Section 4 – **Secretary.** It shall be the duty of the secretary to keep the records of membership, assure attendance of meetings is recorded, send out notices of meetings of the corporation, board and committees, record and preserve the minutes of such meetings, make the 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 1st and July 1st of each year, and including prorated reports to the General Secretary on October 1st and April 1st of each active

member who has been elected to membership in the corporation since the start of the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the corporation's meetings which shall be made to the district governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office of the secretary.

Section 5 – **Chief Financial Officer.** It shall be the duty of the chief financial officer to have custody of all funds, accounting for same to the corporation 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 chief financial officer. Upon retirement from office the chief financial officer shall turn over to his or her successor or to the president all funds, books of accounts or any other corporate property in his or her possession.

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

Section 7 – Each officer elected as provided in these bylaws, except as may be provided in relation to the president, shall take office on the first day of July immediately following his or her election and shall serve for the period of his or her election or until his or her successor shall have been elected and qualified.

Section 8 – Each officer and each director shall be an active member in good standing of this corporation. For a better understanding of the duties and responsibilities of president, the president-elect must attend the District Presidents-Elect Training Seminar and the District Assembly. If for good reasons such officer cannot attend the District Leadership conference, such officer should send a designated representative from the corporation whose duty it will be to report back to such officer.

ARTICLE XI Admission Fees and Dues

Section 1 - Every active member of this corporation shall pay an admission fee and an annual dues as set forth by the board of directors.

Section 2 - **Admission Fee.** The admission fee shall be \$65.00 to be paid before the applicant can qualify as a member.

Section 3 - **Dues.** The membership dues shall be \$150.00 per annum, payable semi-annually on the first day of July and of January, with the understanding that \$6.00 of each semi-annual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine.

ARTICLE XII Voting

Section 1 – **Method of Voting.** The business of this corporation shall be transacted by a voice vote except the election of officers which shall be by ballot.

Section 2 – **Voting.** Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

ARTICLE XIII
Method of Electing Members

Section 1 – **Active members**

(A) The name of a prospective member, proposed by an active member of the corporation or by the membership development committee, shall be submitted to the board in writing, through the corporation secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(B) The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(C) The board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club services director, of its decision.

(D) If the decision of the board of directors is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the corporation, following which the prospective member shall be requested to complete and submit an application for membership and to give permission for his or her name and proposed classification to be published to the corporation.

(E) If no written objection to the proposal, stating reasons, is received by the board of directors from any member of the corporation within ten (10) days following publication of the name of the prospective member, the prospective member upon payment of his or her admission fee and a prorated portion of the semi-annual dues, as prescribed in Article XI of these bylaws, shall be considered to be elected to membership.

If any objection has been filed with the board of directors, it shall consider the same at any regular or special meeting of the board of directors and shall ballot on the proposed member. If not to exceed three negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee and a prorated portion of the semi-annual dues, shall be considered elected to membership.

Following the member's election to membership as herein provided, the secretary shall issue a membership card to the member and shall report his or her name to the General Secretary of Rotary International.

(A) The member shall be formally introduced as a new member at a regular meeting of the members.

ARTICLE XIV
Duration of Membership

Section 1 – **Period.** Membership shall continue during the existence of the corporation unless terminated as hereinafter provided.

Section 2 – **How Terminated.** Membership shall automatically terminate when:

(A) A member ceases to have the necessary qualifications for membership, except that by permission of the board of directors,

(1) an active member moving from the territorial limits of the corporation, may be given special leave of absence for a period not exceeding one year to enable such member to visit and become known to a Rotary club in the community to which such member moves, providing such member is still active in the same classification of business or profession and continues to comply with the attendance and all other conditions of Rotary membership; or

(2) an active member who would be losing his **or her** classification without fault on the part of such member may retain such classification and be given a special leave of absence for a period not exceeding one year to enable such member to obtain new employment in such classification or in a new classification providing the member continues to comply with attendance and all other conditions of Rotary membership. The termination of his or her membership would take effect only at the end of the period of leave granted to such member.

(B) Honorary membership shall automatically terminate on the thirtieth day of June after the date of election. However, the board of directors in its discretion may, by resolution, from year to year continue such honorary membership for the ensuing year.

Section 3 – **Termination – Non-payment of Dues.** Any member failing to pay their 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 from the date of notification, said membership shall automatically terminate.

Such former member, at the discretion of the board, may be reinstated to membership upon petition by the former member, and upon the payment of all indebtedness of such former member to the corporation, provided that no former member can be reinstated to active membership if his or her former classification has been filled.

Section 4 – **Termination – Non-attendance.** The membership of any member other than an honorary member of this corporation shall automatically terminate if without the consent of the board for good and sufficient reasons, such member fails:

(A) to attend or make up four consecutive regular meetings, or

(B) to attend or make up at least sixty (60) percent of the regular meetings in each half year,
or

Section 5 – Termination for Other Causes.

(A) The membership of any member who shall cease to have the qualifications for membership in this corporation may be terminated by the board of directors by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

(B) The membership of any member may be terminated by the board, for a reason which the board of directors may deem to be sufficient, by the votes of not less than two-thirds of the members thereof, at a meeting called for that purpose.

(C) In either case (A) or (B) the member shall be given at least ten (10) days' notice in writing of such pending action and an opportunity to submit to the board of directors a written answer. Such member shall also have the privilege of appearing before the board of directors to state his or her case. Service of such notice shall be made by personal delivery or by registered letter to the last known address of such member.

(D) In case of a decision to terminate membership the secretary shall, within seven (7) days after the decision of the board's decision, notify the member in writing of the decision of the board of directors. Such member may, within fourteen (14) days after the date of such notice, give written notice to the secretary of his or her intention to either appeal to the members or to arbitrate as provided in Article XXII of these bylaws. In the event such member appeals, the board of directors shall set a date for the hearing of the appeal at a regular weekly meeting of the corporation, to be held within twenty-one (21) days after the receipt of such written notice of appeal. At least five (5) days' notice of such meeting and its special business shall be given in writing to every member of the corporation, and only members of the corporation shall be present when such appeal is considered at such meeting.

(E) The action of the board of directors shall be final if no appeal to the general membership is taken and no arbitration is requested. If an appeal is taken, the action of the members of the corporation shall be final.

Section 7 – Resignation. The resignation of any member from the corporation shall be in writing addressed to the president or secretary and shall be accepted by the board, provided that all indebtedness of said member to the corporation has been paid.

Section 8 – Property Interest – Forfeiture of. Any person whose membership in this corporation has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the corporation.

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 corporation for a specified length of time, not to exceed six months. This leave of absence shall not exclude them from the responsibility of paying dues.

ARTICLE XVI
Committees

Section 1 – **Committees.**

(A) The president shall, appoint directors of the following standing committees representing the Five Avenues of Service:

Club Service Committee
Vocational Service Committee
Community Service Committee
International Service Committee
Youth Service Committee

(B) The president shall, subject to the approval of the board of directors, also appoint such committees on particular phases of Club Service, Community Service, Vocational Service, International Service and Youth Service as the president may deem necessary.

(C) The Club Service Committee, Vocational Service Committee, Community Service Committee, International Service Committee, and Youth Service Committee shall each consist of, in addition to the committee director, not less than two (2) other club members appointed by the director of the committee. The director of each committee shall establish such other committees and appoint other members as appropriate to accomplish the duties of the committees as provided for in Article XVII - Duties of Committees.

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

(E) 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, such committee shall not take action until a report has been made to the board of directors and approved by the board of directors.

Section 2 – **Club Service Committee.**

(A) The director 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) The Club Service Committee shall consist of the director of the Club Service Committee and the chairpersons of all committees appointed on particular phases of Club Service.

(C) The director of the Club Service Committee 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 Activities Committee

Magazine Committee
Membership Committee
Membership Development Committee
Program Committee
Public Relations Committee

Appoint one member each year to the following committee:

Rotary Information Committee

(D) The president shall appoint the president-elect-elect on Jan 1 to the membership, membership development and Rotary Information committees.

(E) Where feasible and practicable in the appointment of 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 members for a two-year term.

(F) The Rotary Information committee shall 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; and one member for a term of three (3) years.

(G) The magazine committee shall, whenever feasible, include the editor of the corporation's publication and a local newspaper or advertising member of the corporation.

Section 3 – **Community Service Committee.**

(A) The director of the Community Service Committee shall be responsible for all community service activities and coordinate the work of all committees appointed on particular phases of community service.

(B) The Community Service committee shall consist of the director of the Community Service committee and the chairman of all committees appointed on particular phases of community service.

ARTICLE XVII Duties of Committees

Section 1 – **Club Service Committee.** This committee shall devise and carry into effect plans which will guide and assist the members of this corporation in discharging their responsibilities in matters relating to Club Service. The director 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 members. This committee shall

especially encourage attendance at regular meetings of this corporation and attendance at regular meetings of other Rotary clubs when unable to attend meetings of this corporation; 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) Club Bulletin Committee. This committee shall endeavor, through the publishing of a weekly bulletin, to stimulate interest and improving attendance, announce the program of the forthcoming meeting, relate the highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the corporation, of its members and of the worldwide Rotary program.

(C) 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 corporation as may be assigned by the president or the board of directors.

(D) Magazine Committee. This committee shall stimulate reader interest in *THE ROTARIAN* and/or *REVISTA ROTRARIA*; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular 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 members and non-Rotarians.

(E) 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 eligibility of all persons proposed for membership and shall report their decisions on all applications to the board.

(F) Member Development Committee. This committee shall take positive action to develop talents and interests of members, as well as move a member from red to blue badge.

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

(H) 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 corporation.

(I) Rotary Information Committee. This committee 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 members, especially the new members, adequate understanding of the

privileges and responsibilities of members of Rotary.

(3) to give the members information about Rotary, its history, object, scope, activities; and

(4) to give the members information as to the developments in the administrative operation of Rotary International.

Section 2 – Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this corporation in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The director of this committee shall be responsible for the Vocational Service activities of the corporation and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

Section 3 – Community Service Committee. This committee shall devise and carry into effect plans which will guide members of this corporation in discharging their responsibilities in their community relationships. The director of this committee shall be responsible for the Community Service activities of the corporation and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

Section 4 – International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members in discharging their responsibilities in matters relating to international service. The director of this committee shall be responsible for the international service activities of the corporation and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

Section 5 – Youth Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this corporation in discharging their responsibilities to foster responsible development of youth and promote their constructive involvement in the community. The director of this committee shall be responsible for the youth service activities of the corporation and shall supervise and coordinate the work of any committees that may be appointed on particular phases of youth service.

ARTICLE XVIII

Finances

Section 1 – The chief financial officer shall deposit all funds of the corporation in a commercial bank to be named by the board of directors.

Section 2 – All bills shall be paid only by checks signed by the chief financial officer and one other of the following: **president, president or secretary. upon vouchers signed by at least one other director.** A review by an accountant or other qualified person or audit by a certified public accountant shall be made once each year **of all** the corporation's financial transactions.

Section 3 – 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 corporation, cost of the bond to be borne by the corporation.

Section 4 – The fiscal year of this corporation shall extend from July 1st to June 30th. The payment of pre-capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5 – 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, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

ARTICLE XIX

Community, National and International Affairs

Section 1 – The general welfare of the community, the nation and the world is a concern to the members of this corporation, and the merits of any public question involving such welfare shall be proper subjects of fair and intelligent study and discussion before a corporation meeting for the enlightenment of its members in forming their individual opinion. However, this corporation shall not express an opinion on any pending controversial public measure.

Section 2 – This corporation shall not endorse or recommend any candidate for public office and shall not discuss at any meeting the merits or demerits of any such candidate.

Section 3 –

(A) This corporation shall neither adopt nor circulate resolutions or views, nor take corporate action dealing with world affairs or international policies of a political nature.

(B) This corporation 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 – **Recognizing Rotary's Beginning.**

(A) This club will strive to emphasize aspects of Rotary service during a special week of celebration commencing on the anniversary of Rotary's establishment. This week, commencing on February 23rd of each year, shall be known as World Understanding and Peace Week.

(B) While the special week will provide opportunity to reflect upon past achievements, it is appropriate to focus upon programs of peace , understanding and goodwill within the community and throughout the world.

ARTICLE XX

Rotary Magazine

Section 1 – Unless this corporation is excused by the Board of Directors of Rotary International from complying with the provisions of the article in accordance with the Bylaws of Rotary International, every active, senior active, retired, or past service member of this corporation, by acceptance of such membership, voluntarily subscribes to the official magazine or to the

approved regional magazine prescribed for this corporation by the Board of Directors of Rotary International. A member's subscription shall be handled in six (6) month periods and shall continue as long as such person is a member of the corporation and to the end of any six (6) month period during which such person may cease to be a member of the corporation.

Section 2 - The amount of the subscription shall be collected by the corporation from each member semi-annually in advance and remitted to the Secretariat of Rotary International or to the office of such regional publication as may be determined by the Board of Directors of Rotary International.

ARTICLE XXI

Acceptance of Object and Compliance With Constitution and Bylaws

A member by payment of his admission fee and dues thereby accepts the principles of Rotary as expressed in its Object and submits himself or herself to, and agrees to comply with, and be bound by, the bylaws of this corporation, and on these conditions alone is entitled to the privileges of the corporation. No member shall be absolved from the observance of the bylaws on the plea that such person has not received a copy of them.

ARTICLE XXII

Arbitration

Should any dispute arise between any member or members, or a former member or members, and the corporation or any officer or the board of directors of the corporation, relative to membership, or to any alleged breach of the bylaws, or the expulsion of any member from the corporation, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Every party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or arbitrators. The decision arrived at by the arbitrators, or in the event of their disagreement, by the umpire, shall be final and binding on all parties.

ARTICLE XXIII

Resolutions

No resolution or motion to commit this corporation on any matter shall be considered by the members until it has been considered by the board of directors. Such resolutions or motions, if offered at such meeting, shall be referred to the board of directors without discussion.

ARTICLE XXIV

Order of Business

Meeting called to order.
Pledge and Invocation/Thought for the day.
Introduction of visiting Rotarians and guests.
Correspondence and announcements.
Committee reports, if any.
Any unfinished business.

Any new business.
Address or other program feature.
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 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 Standard Rotary Club Constitution and with the Constitution and Bylaws of Rotary International.

KNOWN ALL PEOPLE BY THESE PRESENTS:

I, the undersigned, the duly elected Secretary of the ROTARY CLUB OF MARIN SUNRISE, a California nonprofit mutual benefit corporation, hereby certify:

That the within and foregoing bylaws were adopted as the bylaws of the corporation on _____, 19____, and the same do now constitute the bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this _____ day of _____, 19____

Secretary