

BYLAWS
OF
ROTARY DISTRICT 5010, A NONPROFIT CORPORATION

ARTICLE I. NAME, PURPOSES AND RELATED MATTERS

Section 1.1 Name and Purposes. The name of the corporation is “Rotary District 5010, A Nonprofit Corporation” (the “corporation”). The purposes of the corporation shall be as set forth in the corporation’s articles of incorporation.

Section 1.2 Registered Office and Agent. The corporation shall at all times maintain a registered agent in the State of Alaska and a registered agent at that address and may have other offices located within or without the State of Alaska as the board of directors may determine.

Section 1.3 Fiscal Year. The reporting period for the corporation shall be the fiscal year, ending on June 30 of each year. The board of directors is authorized to change the reporting year from time to time as it deems appropriate.

ARTICLE II. BOARD OF DIRECTORS

Section 2.1 General Powers. Subject to these bylaws, the business and affairs of the corporation shall be conducted and managed by and under the direction of, the board of directors, which shall have and may exercise all of the powers given by law to the corporation.

Section 2.2 Number and Tenure. The board of directors shall initially consist of five (5) members, who shall be the District Governor, District Governor Elect, District Governor Nominee, District Secretary and District Treasurer; the exact number of directors to be fixed from time to time by the directors. No decrease in the number of directors through the amendment of these bylaws or otherwise, shall have the effect of shortening the term of any incumbent director. Members shall hold office for the term for which he or she is appointed or until his or her successor is duly appointed and qualified, unless he or she is sooner removed from office, he or she resigns from office, or he or she otherwise fails or ceases to serve.

Section 2.3 Meetings. The board of directors shall meet annually, after the annual business meeting of District 5010, which has traditionally been held in April or May, provided that if such meeting is not held at the appropriate time, such meeting may be called, without statement of purpose, in accordance with the provisions for calling a special meeting. The notice of such specially called annual meeting shall state that it is to be held in lieu of the omitted

annual meeting. Special meetings of the board of directors or any committee may be held between annual meetings at such time and at such place, within or without the State of Alaska, as from time to time shall be determined by the board or committee, as the case may be. Special board meetings may be called by any two (2) or more directors. Notice may be given orally or in writing. If given in writing, it is effective when received or five (5) days after it is deposited in the mail if mailed with first-class postage pre-paid and addressed to the most current address on file with the corporation. Neither the business to be transacted at, nor the purpose of, any annual or special board meeting need be specified in the notice or any waiver of notice.

Section 2.4 Quorum and Voting. At all meetings of the board of directors or any committee thereof, a majority of the number of directors in office immediately before the meeting begins, shall constitute a quorum for the transaction of business. If at any meeting the board of any committee thereof there shall be less than a quorum present, a majority of those present may adjourn the meeting, without notice, other than an announcement at the meeting. The affirmative vote of a majority of the directors present at any meeting at which there is a quorum at the time of such act shall be the act of the board or of the committee, except as might be otherwise specifically provided by statute or by the articles of incorporation or these bylaws.

Section 2.5 Waiver of Notice. Any notice required by these bylaws, or by law, to be given to any officer or director or other person may be waived in writing, either before or after the event to which it relates. It shall be deemed waived with respect to any meeting, along with any objections to the time or place of such meeting, by appearance at such meeting, except when such person attends a meeting solely for the purpose of stating, at the beginning of the meeting, any objection to the transaction of business.

Section 2.6 Action Without Meeting. Any action required to be taken or which may be taken at a meeting of the board of directors or any committee may be taken without a meeting if a written consent or consents setting forth the actions so taken shall be signed by all of the members of the board or the committee, as the case may be. Such consents shall be filed by the secretary of the corporation with the minutes of the proceedings of the board of directors.

ARTICLE III OFFICERS

Section 3.1 Appointment. The board of directors shall elect, as specified below, a president, a secretary, a treasurer, a vice president and such other officers as it shall deem necessary. Two or more offices may be held by the same person, except the offices of president and secretary. Each of such officers shall serve for a term of one year and shall hold office for the term of which he or she is appointed or until his or her successor is duly appointed and qualified, unless he or she is sooner removed from office, he or she resigns from office, or he or she otherwise fails or ceases to serve. In addition, the board of directors shall elect a chairman of the board to serve. All officers so elected shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors. The appointment of an officer does not itself create contract rights.

Section 3.2 Resignation and Removal of Officers and Vacancies. An officer may

resign at any time by delivering notice to the corporation and such resignation is effective when the notice is delivered unless the notice specifies a later effective date. The board of directors may remove any officer at any time with or without cause. Any vacancy in office resulting from any cause shall be filled by appointment by the board of directors.

Section 3.3 Powers and Duties. Each officer has the authority and shall perform the duties set forth below or, to the extent consistent with these bylaws, the duties prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers.

(a) President. The District Governor shall serve as the president. Subject to the rights and powers of the board of directors, the president shall have control over the active management of the corporation's business and affairs. The president shall preside at meetings of the board of directors. The president shall be responsible for the administration of the corporation, including general supervision of the policies of the corporation and general and active management of the financial affairs of the corporation. He or she shall have the power to make and execute contracts on behalf of the corporation and to delegate such powers and perform such duties as are specifically imposed on him or her by law and as maybe assigned to him or her by the board of directors. The president shall prescribe the duties of all of the officers when not otherwise prescribed by these bylaws.

(b) Vice President

Sue: do we need to add the VP here as we have included it in the list of postions above?

(b) Secretary. The District Secretary shall serve as the secretary. The secretary shall keep attend all meetings of the board of directors and shall record all votes and minutes of all proceedings in books to be kept for that purpose, and shall perform like duties for the standing committees when required. He or she shall have custody of the corporate seal of the corporation, shall have the authority to affix the same to any instrument the execution of which on behalf of the corporation under its seal is duly authorized and shall attest to the same by his or her signature whenever required. The board of directors or its chairman may give general authority to any other officer to affix the seal of the corporation and to attest to the same by his or her signature. The secretary shall give, or cause to be given, any notice required to be given of any meetings of the board of directors and of the standing committees when required. The secretary shall cause to be kept such books and records as the board of directors, the chairman of the board or the president my require. The secretary shall perform such other duties as may be incident to the office of a secretary of a corporation or as may be assigned to him or her by the board of directors, the chairman of the board or the president.

(c) Treasurer. The District Treasurer shall serve as the treasurer. The treasurer shall be charged with the management of the financial affairs of the corporation. He or she shall perform such duties as treasurers usually perform and shall perform such other duties and shall exercise such other powers as the board of directors, the chairman of the board or the president may from time to time designate and shall render to the chairman of the board, the president and to the board of directors, whenever requested, an account of the financial condition of the corporation.

Section 3.5 Delegation of Authority. In case of the absence of any officer of the corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate, for the time being, any or all of the powers or duties of such officer to any other officer or to any director.

ARTICLE IV EXECUTION OF DOCUMENTS

The board of directors may, by a proper resolution, provide for the method of signing checks, notes, drafts, bills of exchange or other instruments for the payment of money; for the transfer and sale of property; for the endorsement and registration of securities; for the assumption of liabilities; for the voting of stock held in other corporations; and for the execution of all other legal documents.

ARTICLE V BANK ACCOUNTS

All funds of the corporation not otherwise employed, shall be deposited to the credit of the corporation in a general or special account in such banks or other financial institutions as the board of directors may, from time to time, select or as may be selected from time to time by any officer, officers, agent, or agent of the corporation to whom such power has been delegated by the board of directors and for the purpose of such deposit. Not only the treasurer, but also such officer, officers, agent, or agents, to whom such power may be delegated by the board of directors, may endorse, assign, and deliver any check, draft, or other order for the payment of monies which are payable to the order of the corporation.

ARTICLE VI INDEMNIFICATION, LIMITATION OF DIRECTOR LIABILITY, AND INSURANCE

Section 6.1 Indemnification. Each person who is or was a director, officer, employee, or agent of the corporation (including the heirs, executors, administrators, or estate of such person) or who is or was serving, at the request of the corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall by right be indemnified by the corporation, to the fullest extent permitted or authorized by the present or future laws of the State of Alaska, against any liability, cost, payment, or expense asserted against him or her or paid or incurred by him or her in his or her capacity as such director, officer, employee, or agent, whether asserted, paid, or incurred during or after his or her service as such director, officer, employee, or agent. The foregoing right or indemnification shall not be deemed exclusive of any other right to which those indemnified or seeking indemnification may be entitled both as to action in their official capacities and as to action in another capacity while holding such offices, and the corporation may provide additional rights to its directors, officers, employees, and agents.

Section 6.2 Limitation of Director Liability. To the full extent that the Alaska Nonprofit Corporations Act, as it exists on this date or as it may be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be

liable to this corporation for breach of fiduciary duty. Any amendment to or repeal of this Article shall not adversely affect any right of protection of a director of this corporation with respect to a breach of fiduciary duty as a director occurring prior to such amendment or repeal.

Section 6.3 Insurance. The corporation may purchase and maintain, at its expense, insurance to protect itself and any such person against any such liability, cost, payment, or expense.

ARTICLE VII AMENDMENT

These bylaws may be amended or repealed and new bylaws may be adopted by a majority of the board of directors then in office.

ADOPTED ON: _____

Gayle D. Knepper, President

Attest:

Thomas A. Busch, Secretary