

BY-LAWS OF THE FIG GARDEN ROTARY CLUB

**(Incorporated as a California nonprofit
mutual benefit corporation February 2, 1995)
(as amended through July 16, 2008)**

ARTICLE I

Election of Directors and Officers

SECTION 1 - Nominations of candidates to the Board of Directors shall be made by a nominating committee composed of the three most immediate past presidents of the Club who are still members of the Club, the President and the President-elect with the most senior past President to serve as chairman. The nominating committee shall also nominate a Treasurer, a Fig Garden Rotary Foundation Treasurer, and a Secretary for the ensuing fiscal year, and a President-elect-elect to serve a one year term commencing one year after the ensuing fiscal year. At the annual meeting, the nominating committee shall present to the Club the slate of nominees selected by it after which presentation the President shall call for nominations by members from the floor. If more nominations are made than there are vacancies on the Board of Directors, voting shall be by written ballot with the election being conducted at the annual meeting and the candidates receiving the highest number of votes shall be declared to be elected. Such written ballot shall identify those candidates nominated by the nominating committee. In the event there are no more candidates nominated than there are vacancies to be filled on the Board of Directors, the vote shall be conducted by voice vote.

SECTION 2 - Upon approval by the membership, the President-Elect-Elect shall immediately become a member of the Club's Board of Directors.

SECTION 3 - The President-elect shall automatically be elected to serve as Vice-President for the ensuing fiscal year.

SECTION 4 - A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

SECTION 5 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect and the holdover directors.

ARTICLE II

Board of Directors

SECTION 1 - The governing body of this Club shall be the Board of Directors consisting of the following members of this Club, namely: the Board of Directors elected in accordance with Article I, Section 1, of these Bylaws, the President, the immediate Past President, the President Elect, the President-Elect-Elect, the Secretary, the Treasurer and the Treasurer of FIG GARDEN ROTARY FOUNDATION, and the Club Chairman for the ROTARY FOUNDATION.

SECTION 2 - The elected directors of the Board of Directors shall serve a term of two years with four new directors elected each alternate year so as to allow a staggered term for such members on the Board of Directors.

SECTION 3 - Any Board member who misses three regular or duly noticed special Board meetings during any fiscal year shall at that time automatically cease to be a member of the Board of Directors, unless the Board takes action to the contrary.

ARTICLE III **Duties of Officers**

SECTION 1 - President. It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertain to his/her office.

SECTION 2 - Vice-President. It shall be the duty of the Vice-President to preside at meetings of the Club and Board in the absence of the President and to perform such other duties as ordinarily pertain to his/her office.

SECTION 3 - 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 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, 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 immediately following the last meeting of the month, and perform such other duties as usually pertain to his/her office.

SECTION 4 - Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same in accordance with Article X, collect and remit to Rotary International subscriptions to The Rotarian, and to perform such other duties as pertain to his/her office. Upon his/her retirement from office he/she shall turn over to his/her successor or to the President all funds, books of accounts or any other Club property in his/her possession.

ARTICLE IV **Meetings**

SECTION 1 - Annual Meeting. An annual meeting of this Club shall be held during the regular weekly meeting held on the first Friday of December of each year at which time an election shall be held to elect a President-elect-elect, Treasurer, Secretary, Foundation Treasurer and four new directors to serve on the Board of Directors for a two-year term commencing the following fiscal year.

SECTION 2 - The regular weekly meetings of this Club shall be held on Friday of each week at 12:15 o'clock p.m. Changes in or canceling of the regular meeting shall only be made in accordance with the Rotary Manual of Procedure.

Due notice of any 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 meeting of this Club and for the transaction of any business requiring a vote of the members at any regular meetings of this Club.

SECTION 4 - Regular meetings of the Board of Directors shall be held monthly. The place and time of holding of the regular meetings of the Board of Directors shall be determined by the Board of Directors from time to time, or in the absence of action by the Board of Directors, by the President from time to time. No later than seven (7) days prior to a regular meeting an agenda and minutes of the preceding regular meeting and any intervening special meetings shall be sent to each Board member. Unless otherwise directed by the Board, regular meetings of the Board of Directors shall be held monthly.

SECTION 5 - Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Vice- President, the Secretary or any two directors.

Special meetings of the Board shall be held upon four days' notice by first-class mail or 48 hours' notice given personally or by telephone, facsimile, e-mail or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Club or as may have been given to the Club by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

SECTION 6 - A majority of the Board members (i.e., eight) shall constitute a quorum of the Board.

ARTICLE V **Fees and Dues**

SECTION 1 - Except as provided below the admission fee for membership in this Club shall be as set by the Board from time to time, with the stipulation that \$50.00 of this fee shall be contributed to the Rotary Foundation in the member's name. If a member of this Club has terminated his/her membership in this Club, in the event of his/her subsequent election to membership in this Club the requirement of admission fee shall be waived.

SECTION 2 - (a) The annual membership dues, except as hereinafter provided, shall be as set by the Board from time to time, payable when billed July 1, October 1, and January 1 with the understanding that from such dues there shall be paid for each member a subscription to The Rotarian magazine.

(b) Any member who has had a membership in one or more Rotary Clubs for a period in excess of 20 years, has attained the age of 65, and is fully retired, shall pay annual membership dues in an amount equal to one half the membership dues provided in subsection (a) above, payable in accordance with subsection (a) above, with the understanding that from such dues there shall be paid for each such member a subscription to The Rotarian magazine.

(c) Annual membership dues for a new member shall be fully payable if he/she joins during the first half of the fiscal year and pro-rated in half if he/she joins during the second half of the fiscal year.

(d) In addition to the admission fee and annual membership dues above provided, each member shall be required to pay the amount prescribed by the Board of Directors from time to time for attendance at one annual social event of this Club, namely the Demotion party, and such amount shall be paid whether the member attends such party or not, except that in the case of those members mentioned in subsection (b) above, such charges shall be required to be paid only in the event such member attends such social function. (e) From such dues there shall be paid on behalf of each member annual assessment (as determined by District Conference action) due the Rotary District of which this Club is a part.

(f) Honorary Members shall not be responsible for annual membership dues.

ARTICLE VI

Method of Voting

SECTION 1 – Members. No action requiring the vote of the entire membership of this Club shall be taken at any regular meeting unless prior notice of such proposed action shall have been published in the Club's bulletin at least eight days prior to the meeting at which such vote is to be taken. The vote thereon shall be by voice vote unless the President shall determine the vote shall be taken by written ballot or unless the request for a written ballot is made by no less than ten members of the Club. The Club's bulletin shall be deemed "published" when mailed or electronically transmitted to the members.

SECTION 2 – Board of Directors. The Board may conduct discussions in Executive Session provided a majority of members so vote for such a session and that the matter to be discussed relates solely to one of the following subject areas:

(a) Any actual or potential legal claim or financial assessment, whether asserted or unasserted against the Club or any Officer or Director acting in their capacity as such.

(b) Personnel and membership matters related to the eligibility for membership, continuity or termination of members of the Club, the disclosure of which might be detrimental, hurtful or injurious to the privacy, reputation or personal finances of any member or proposed new member of the Club.

(c) The matters that lead to an Executive Session shall be described in very general terms only in the public minutes; the details of such Executive Session discussions shall be strictly confidential and no minutes shall be maintained. All actions of the Board of Directors resulting from discussions in Executive Session shall be taken in a public proceeding. Non-members of the Board of Directors shall be excluded from the Executive Session, unless their presence is required to provide information or legal counsel to the Board.

ARTICLE VII
Committees

SECTION 1 - (a) The President-elect shall, subject to the approval of the Board, appoint the following standing committees for the fiscal year of his/her Presidency:

- Club service committee
- Community service committee
- International service committee
- Vocational service committee

(b) The President-elect and the Club service committee director shall appoint one or more members each year to the following committees on particular phases of Club service:

- Attendance committee
- Fellowship committee
- Program committee
- Bulletin committee
- Public Relations committee
- COG committee
- Classifications committee
- Membership committee
- Membership development committee

and appoint any other committees that they may deem necessary for the internal administration of Club affairs.

(c) There shall be under the Club service committee a Rotary Information committee consisting of at least two past Presidents of this Club.

(d) The President-elect shall appoint two members of the Board (a director with two years to serve and a director with one year to serve) to be responsible for all committee activities within each avenue of service.

- Club service
- Community service
- Vocational service
- International service

(e) The President shall be an ex-officio member of all committees, and as to the committees of which he/she is an ex-officio member, he/she shall have all the privileges of membership thereof.

(f) 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. Except where special authority is given by the Board, such committees shall not take action until a report has been made to the Board and approved by the Board.

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 vocations. The chairman 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 4 - Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this Club in operation of the Club. The chairman shall supervise any committees appointed on particular phases of Club service.

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

(c) Fellowship Committee. This committee shall promote acquaintance and friendship among the members and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board.

(d) Membership Committee. This committee shall consider all proposals for membership and shall thoroughly evaluate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report its decisions on all applications to the Board.

The Membership Committee shall, at a minimum, consist of a past president of a Rotary Club and two other Club members, each of whose tenure in the Club exceeds five years and who have consistently met their attendance and financial requirements.

In addition to conducting proposed new member evaluations, this Committee shall also establish policies and practices for acceptable financial performance of members regarding their accounts with the Club, including termination procedures in the event of non-payment or lack of timeliness in paying accounts. Any policy or procedure so established by the Membership Committee shall be in writing, approved by the Board of Directors and disseminated to the

membership prior to its implementation. At its sole discretion, the Committee: 1) may either work with delinquent members in arranging deferred payment schedules or simply recommend termination of the member, and 2) evaluate and review members' past due accounts and make recommendations for continuity and termination of members due to the Member's non-payment of accounts or lack of timeliness in payment of such account. The Membership Committee shall receive monthly account agings from the Club Treasurer and make recommendations, no less often than quarterly, regarding financial obligations. It shall ultimately be the responsibility of the Board to decide whether a member is continued or terminated.

(e) 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 the names of suitable persons to fill open classifications.

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

(g) 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.

(h) COG Committee. This committee shall devise and carry into effect plans to educate and involve new members assigned to the committee for such purpose.

(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 the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administrative operation of Rotary International.

(j) Bulletin Committee. This committee shall prepare and have published the bulletin for the Club at such regular time intervals as has been established from time to time by the Board.

(k) Sergeant-at-Arms. The sergeant-at-arms shall be responsible for all physical property of the Club located at its meeting place and shall be required to maintain an inventory of same and shall turn over such list to his/her successor. The other duties of sergeant-at-arms shall be such as are usually prescribed for his/her office and such other duties as may be prescribed from time to time by the President of the Board.

ARTICLE IX

Attendance Requirements

SECTION 1. Minimum attendance requirements shall be in accordance with policies established by Rotary International from time to time. Meetings can be made up according to policies established by Rotary International and the Board.

SECTION 2. Failure to meet the attendance requirements in Section 1 shall be grounds for termination under Article XI, Section 2.

SECTION 3. Upon prior written application to the Board, setting forth good and sufficient cause, a waiver may be granted excusing a member from attending the meetings of the Club for a specified length of time.

ARTICLE X
Finances

SECTION 1 - The Treasurer shall deposit all funds of the Club in a bank or other insured depository institution approved by the Board. The Board may approve uninsured investments.

SECTION 2 - All bills over the minimum set by the Board from time to time shall be paid by check signed by any two of the following officers: President, vice-President, President-elect, Secretary or Treasurer. Any bill under the minimum set by the Board from time to time shall be paid by check signed by any one of the foregoing officers. A report of all checks issued in payment of Club financial obligations shall be presented at regular meetings of the Board. An audit or review by an independent CPA will be required only upon a resolution duly approved by the Board for the purpose of supplementing existing financial controls.

SECTION 3 - The fiscal year of this Club shall extend from July 1st to June 30th.

SECTION 4 - Prior to the first meeting of the Board of Directors in July of each fiscal year there shall be caused to be prepared under the supervision of the President a budget of estimated income and estimated expenditures for the year, and such budget shall be adopted at the first meeting of the new Board of directors, and having been adopted shall serve and stand as the limit of expenditures, for the respective purposes set forth in the budget unless otherwise ordered by action of the Board.

SECTION 5 - No less often than quarterly, the Treasurer shall present a financial report to the Board including, at a minimum, a balance sheet and fiscal year-to-date income statement, together with a comparison to budgeted amounts and a listing of the amounts due from each Club member.

ARTICLE XI
Method of Electing Members

SECTION 1 - Regular Members.

(a) The name of a prospective member, proposed by two Regular Members of the Club or by the membership development committee, shall be submitted to the Board in writing, through the Club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in 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 classification. No more than ten percent (10%) of the Club's classifications shall focus on any one business or profession, provided this ten percent (10%) limit shall not cause any membership to terminate in the event of reduction in total Club membership. The Board shall request the membership committee to investigate 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 Secretary, of its decision.

(d) If the decision of the Board 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 Club, following which the prospective member shall be requested to complete and submit an application for membership and to give his/her permission for his/her name and proposed classification to be published to the Club.

(e) If no written objection to the proposal, stating reasons and their factual basis, is received by the Board from any member of the Club within seven (7) days following publication of the name of the prospective member, the prospective member, upon payment of his/her admission fee, as prescribed in Article V of these by-laws, shall be considered to be elected to membership. If any objection has been filed with the Board, the Board will submit the new information received in the objection to the Membership and/or Classification Committee as called for. The applicable Committee will reconsider its prior decision in light of the new information and submit a new report to the Board of Directors. The Board shall consider the new report at any regular or special meeting of the Board and shall vote on whether to admit the proposed member. The recommendation of the Committee shall not be binding upon the Board. The members of the Board shall exercise their independent judgment in considering and acting upon the matters before them. If at least four negative votes are cast by members of the Board in attendance at such regular or special meeting, the proposed member shall not be considered to be elected to membership. The proposed member is then notified by the President of the decision of the Board of Directors.

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

SECTION 2 - Termination of Membership. A membership may be terminated for failure to comply with Rotary International requirements, failure to pay amounts owed to the Club or the Fig Garden Rotary Foundation, failure to meet attendance requirements of Article IX, Section 1, or such other grounds for termination that the Board may determine. Termination of a membership shall be done in accordance with the following procedure:

(a) The affected member shall be given fifteen (15) days' prior written notice of the proposed termination and the reasons therefore. Notice shall be deemed given when personally delivered or deposited in the United States mail, first class or registered, postage prepaid, or electronically transmitted, sent to the last address of the member shown on the Club's records; and

(b) The affected member shall be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the termination.

SECTION 3 - Honorary Members. The name of a proposed candidate for Honorary membership shall be submitted to the Board of Directors in writing and the election shall be in the same form and manner as prescribed for the election of Regular Member provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed Honorary member. If not to exceed three negative votes are cast by the members of the Board in attendance at the regular or special meeting, the proposed Honorary member shall be considered duly elected.

SECTION 4 - Rotarian Emeritus. The name of a candidate for Rotarian Emeritus shall be submitted in writing to the Board of Directors. Upon the Board's approval, the Rotarian Emeritus

shall be excused from the Club's attendance requirements. Qualification for consideration is that the Member must meet the "Rule of 85" wherein the sum of the Member's age and years of Rotary service must equal 85. Classification as a Rotarian Emeritus shall have no effect on the Member's dues obligations.

ARTICLE XII
Member Resolutions

SECTION 1 - 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. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

ARTICLE XIII
Indemnification

SECTION 1 - Fig Garden Rotary Club, to the maximum extent permitted by California law, shall indemnify any of its agents against expenses, judgments, fines, settlement, and other amounts actually and reasonably incurred in connection with any proceeding or potential proceeding arising out of the relationship, and to the maximum extent permitted by law, Fig Garden Rotary Club shall advance the agent's reasonable defense expenses in any such proceeding. For the purposes of this section, "agent" means any person who is or was a director, officer, employee, committee member or other agent of Fig Garden Rotary Club; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include but are not limited to attorneys' fees and any expenses of establishing a right to indemnification under this section.

ARTICLE XIV
Bylaw Amendments

These Bylaws may be amended at any regular Club meeting, a quorum being present, by a two-third vote of all Club members present, provided that notice of such proposed amendment shall have been mailed to each member at least eight days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Articles of Incorporation of the Club and with the constitution and Bylaws of Rotary International.

ARTICLE XV
Interpretation

Nothing in these Bylaws shall be interpreted in a manner inconsistent with the Rotary Manual of Procedure or the Bylaws of Rotary International. Any matters not specifically addressed by these Bylaws shall be resolved pursuant to the Rotary Manual of Procedure or the California Corporations Code.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the Secretary of FIG GARDEN ROTARY CLUB, a California nonprofit mutual benefit corporation, and the above Bylaws, consisting of fourteen (10) pages, are the current Bylaws of this corporation as certified by me on

Sherry Forath, Secretary

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