

ROTARY CLUB OF PETALUMA FOUNDATION BYLAWS

Updated revised version 5/27/2013 (revisions underlined)

ARTICLE I. OFFICES

Principal Office

Section 1.01. (Revised: December 6, 2012) The principal office of the Corporation for its transaction of business is located within the City of Petaluma, Sonoma County, California.

Change of Address

Section 1.02. The Board of Directors is hereby granted the power to change the principal office from one location to another in Sonoma County, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Classification of Members

Section 2.01. The Corporation shall have one class of members only, and each member shall have equal voting and other rights. No person shall hold more than one membership in the Corporation.

Eligibility for Membership

Section 2.02. The members of this Corporation shall be the persons who from time to time are members of, and entitled to vote in, The Rotary Club of Petaluma.

Application Fee

Section 2.03. There shall be no fee for membership in the Corporation.

Assessments

Section 2.04. Membership shall be non-assessable.

Transferability of Membership

Section 2.05. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Non-liability of Members

Section 2.06. A member of the Corporation shall not, solely because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Termination of Membership

Section 2.07. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) The termination of the member's membership in The Rotary Club of Petaluma;
- (3) The death of a member.

All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of members shall be held at the place of the regular weekly meeting of The Rotary Club of Petaluma.

Regular Meetings

Section 3.02. (Revised: December 6, 2013) The members shall meet annually on the second Thursday of the second month following the end of each fiscal year, beginning with the year 2013, at the time of the regular weekly meeting of The Rotary Club of Petaluma, for the purpose of transacting such proper business as may come before the meeting, including the election of Directors. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding weekly date of The Rotary Club of Petaluma.

Special Meetings

Section 3.03. Special meetings of members may be called by any three (3) Directors or the President of the Corporation and held at such place as is fixed in Section 3.01 of these Bylaws or at such times and places within the County of Sonoma as may be ordered by resolution of the Board of Directors. Five percent (5%) or more of the members of the Corporation may call special meetings for any lawful purpose.

Notice of Meetings

Section 3.04. (Revised: December 6, 2013) Written notice of every meeting of members shall be either personally delivered or mailed by first class or registered or certified United States mail, postage prepaid, not less than fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat, or, at the option of the Board of Directors, notice may be given in the Roto-teller, the official publication of The Rotary Club of Petaluma, or official electronic media and the Club's Website, in which case said notice shall be given not less than twenty (20) days before the date of the meeting.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation or by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located. In the case of a specifically called meeting of members, notice that a meeting

will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President or Secretary of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

Contents of Notice

Section 3.05. The notice shall state the place, date, and time of the meeting and such additional information as is required by law.

Waivers, Consents, and Approvals

Section 3.06. The transactions of any meeting of members, however called and noticed, and however held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote but not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, Consents, and approvals shall be filed with the corporate records.

Quorum

Section 3.07. A quorum at any meeting of members shall consist of a majority of the members.

Voting of Membership

Section 3.08. Each member is entitled to one vote on each matter submitted to a vote of the members. No vote shall be permitted by proxy.

Action Without Meeting by Written Ballot

Section 3.09. Subject to any limitations specified in the Articles of Incorporation, any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless otherwise provided in the Articles of Incorporation or these Bylaws, a written ballot may not be revoked.

Conduct of Meetings

Chairman

Section 3.10. The President of the Corporation or, in his absence, any other person chosen by a majority of the members present in person shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

Section 3.11. The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his absence, the Chairman of the meetings of members shall appoint another person to act as Secretary of the meetings.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have fifteen (15) Directors. Collectively, the Directors shall be known as the Board of Directors.

Qualifications

Section 4.02. The Directors of the Corporation shall be members of the Corporation. The Directors of the Corporation shall include the Immediate Past President of The Rotary Club of Petaluma, the President of The Rotary Club of Petaluma, the President-Elect of the Rotary Club of Petaluma, the President Elect-Elect of the Rotary Club of Petaluma, and the Secretary of The Rotary Club of Petaluma.

Terms of Office and Removal Therefrom

Section 4.03. Each Director shall hold office for a term of three (3) years from the date of such Director's election and until such Director's successor is elected and qualified under Section 4.02 of these Bylaws. However, in order to provide equally staggered terms for service by the Directors, so that one-third (1/3) of the Directors are elected at each annual meeting of the members, at the first annual meeting of members, five (5) Directors shall be elected for a one (1)-year term, five (5) Directors for a two (2)-year term and five (5) Directors for a three (3)-year term. Thereafter, at each annual meeting the Directors to be elected at said annual meeting shall be elected for a three (3)-year term. Any Director may be removed by majority vote of the members. In the event a Director is so removed by the members, such Director shall hold office until his removal and his successor is elected and qualifies.

Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 4.05. The Directors shall be elected at each annual meeting as prescribed by Section 3.02 of these Bylaws or by written ballot as authorized by Section 3.09 of these Bylaws.

Compensation

Section 4.06. The Directors shall serve without compensation.

Meetings

Call of Meetings

Section 4.07. Meetings of the Board may be called by the President or the Secretary or any two (2) Directors.

Place of Meetings

Section 4.08. All meetings of the Board shall be held at any place within Sonoma County that has been designated, from time to time, by resolution of the Board or by written consent of the Directors.

Time of Regular Meetings

Section 4.09. Regular meetings of the Board shall be held, without call or notice, immediately following each annual meeting of the members of the Corporation and at such other times as are established, from time to time, by resolution of the Board or by written consent of the Directors.

Special Meetings

Section 4.10. Special meetings of the Board may be called by the President or the Secretary or any two (2) Directors. Special meetings shall be held on not less than four (4) days' notice by first-class mail, postage prepaid, or on not less than forty-eight (48) hours notice delivered personally or by telephone or telegraph. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

Section 4.11. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business except as otherwise provided in these Bylaws.

Transactions of Board

Section 4.12. Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

Section 4.13. The President, or, in his absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

Section 4.14. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more and than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.15. Any action required or permitted to be taken by the Board may be taken without a meeting if call members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Vacancies

Section 4.16. Vacancies on the Board, including vacancies caused by removal, shall be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The officers of the Corporation shall be a President, a Secretary, a Chief Financial Officer, and such other officers with such titles and duties as shall be stated in these By laws or determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Appointment and Resignation

Section 5.02. (Revised: June 30, 1987) The officers shall be chosen by the Board and serve at the pleasure of the Board. Any officer may resign at any time on written notice to the corporation without prejudice to the rights, if any, of the corporation, under any contract to which the officer is a party.

ARTICLE VI. CORPORATE RECORDS, REPORTS, HANDLING OF ASSETS AND AMENDMENTS

Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.02. The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321 (a) of the Corporations Code or any successor legislation and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to All Directors.

Distribution of Income

Section 6.03. (Revised October 21, 2011) Except as otherwise required by law, or as otherwise required for the Corporation to keep tax-exempt status under either federal or state law, up to five percent (5%) of the net fair market value of the assets of the Corporation valued as of the first day of each taxable year of the Corporation (the "valuation date") shall be distributed.

Amendments

Section 6.04. The Board shall have no authority to amend Section 6.03 of these bylaws. Furthermore, Section 6.03 of these Bylaws may only be amended or repealed by an affirmative vote of not less than seventy percent (70%) of the entire membership of the Corporation at the time said vote is taken. In all other aspects these Bylaws may be amended or repealed, or new Bylaws adopted, by the Board or by the members to the extent and in the manner prescribed by law.

CERTIFICATE OF SECRETARY OF ROTARY CLUB OF PETALUMA FOUNDATION a California Non-profit Corporation

I hereby certify that I am the duly elected and~acting Secretary of said corporation and that the foregoing Bylaws, comprising nine (9) pages, constitute the By laws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on June 23, 1983, and as also adopted by the affirmative vote of not less than 82% of the total membership of the corporation at the annual meeting of the membership held on July 14, 1983.

Dated: July 14, 1983 (Revision dates indicated)

William E. Schneider, Secretary