



The Rotary Club of Olympia  
Bylaws

Revised January 2024

# **BYLAWS of THE ROTARY CLUB of OLYMPIA**

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**\* See Club Policies and Procedures Manual for additional information regarding: Club Coordinator, Youth Protection, Attendance, etc.**

## Article I

### Name, Mission, and Purpose

This organization shall be the Rotary Club of Olympia, a member of Rotary International, located in Thurston County, Washington. The Rotary Club of Olympia is a 501(c)4 corporation, registered with the Washington State Secretary of State's office. These bylaws are consistent with the Rotary Club of Olympia's Constitution, adopted August 21, 2023.

The Rotary Club of Olympia has a mission to provide service to others, promote integrity, and advance world understanding, goodwill, and peace through our fellowship of business, professional, and community leaders. The purposes of this club are to pursue the Objects of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support The Rotary Foundation, and develop leaders beyond the club level. The Rotary Club of Olympia, like Rotary International (RI), understands that cultivating a diverse, equitable and inclusive club and culture is essential to realizing our vision of a world where people unite and take action to create lasting change. Recognizing that throughout Rotary, individuals from certain groups have historically experienced barriers to membership, participation and leadership, we will strive to increase diversity at the club level, advance equity in our club and community, and strive to create an inclusive club and community where each person knows they are valued and belong. Reference: Article 3, Purposes; Article 5, Object of Rotary; and Article 9, Section 2, Diverse Club Membership.

## Article II

### Composition of Board of Directors

The governing body of this club shall be the board of directors consisting of eleven members of this club; namely, six directors elected in accordance with Article III, Section 1, of these by-laws: the president, president-elect, secretary, treasurer, and the immediate past president. The Club Coordinator, if any, and whether a member of the Club or non-member may attend the board meetings by invitation.

The board has general control over all officers and committees and, for good cause, may declare any office vacant. In all club matters, the decision of the board is final, subject only to an appeal by the club membership. However, when the board decides to terminate membership, the provisions of Article 13 of the Club's Constitution apply.

**Section 1. Club President.** The President shall preside at all meetings of the Board of Directors and be responsible for setting the agenda for meetings of the Board with the assistance of the Secretary, Treasurer, and Club Coordinator. In the absence or unavailability of the President, the President Elect shall preside at meetings of the Board. The President and Secretary, or any designated officers, shall sign all contracts and other instruments of writing which shall have first been approved by the Board of Directors. The President shall also have those responsibilities ordinarily accruing to the office, and as otherwise designated in the Club Constitution or these bylaws.

**Section 2. President-Elect.** The president-elect elected in such balloting must have previously served a full term on the board and shall further serve as a member of the board as president-elect for the year commencing on the first day of July next following election as president-elect and shall assume office as president on the first day of July immediately following one year of service on the board as president-elect.

It shall be the duty of the president-elect to serve as a member of the board of directors of the club, to preside at meetings of the club and board in the absence of the president, and to perform such other duties as may be prescribed by the president or the board. The president elect shall also serve as co-chair of the membership committee.

The president elect, with the Treasurer, will also prepare a draft budget by April 1st of each year for board review and approval by June 1st. The final budget is to be presented to the members by July 1st. The president-elect is responsible for his or her year in office to fill vacancies, appointing committee chairs for Board approval, and conducting planning meetings prior to the start of the year in office. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

**Section 3.** The club may employ an Executive Secretary with the title of “Club Coordinator”. It may be a paid position with a current Club member or a non-member salary determined by majority vote of the board and the salary shall be reviewed annually. If the position is a paid position, the Club’s Policy and Procedure Manual outlines the relationship and oversight of any paid position. The Club Coordinator’s responsibilities shall include all “back-office” duties, including but not limited to maintaining the member database, day-to-day bookkeeping, handling attendance, venue management, and general communications with the full membership. Upon departure from office, the Club Coordinator shall turn over to his/her successor or to the president all funds, books of accounts or any other club property in their possession.

**Section 4. Secretary.** The secretary, or their designated representative, the Club Coordinator, shall keep a full and complete record of the proceedings of the Board of Directors and any official actions of the Club. They shall notify all officers, Directors and Directors elected to Board and Advisory committees, as well as non-Directors elected to such committees of their appointments. The Secretary or their designee, the Club Coordinator, shall be the custodian of the minutes of all business meetings, stored in perpetuity, Board Resolutions and Committee Commissions, Charters or Resolutions, and such other documents specified by the Board. Such documents shall be kept electronically in a secure system approved by the Board, after the documents are approved by the Board. The records and working papers of the Board shall be kept in the Club’s storage or in a virtual location and format accessible to Members and Board members remotely.

**Section 5. Treasurer.** It shall be the duty of the treasurer, with the assistance of the Club Coordinator, to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to this office. The treasurer, with the president elect, will also prepare a draft budget by April 1st of each year for board review and approval by June 1st. The final budget is to be presented to the members by July 1st. Upon retirement from office, the treasurer shall turn over to his/her successor or to the president all funds, books of accounts, or any other club property in the treasurer’s possession.

**Section 6. Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be to manage the logistics of the club’s weekly meetings and other such duties as shall be prescribed. They are not a member of the governing Board of Directors but are appointed as a candidate by the Nominating Committee for consideration and approval by the Members on an annual basis.

**Section 7. Olympia Rotary Foundation.** The Club president, past president, president-elect, Grants Committee Chair(s), Scholarship Chair, and Treasurer are ex-officio members of the Olympia Rotary Foundation, which is a separate nonprofit organization created to facilitate the charitable giving and programs of the Club.

## Article III

### Election and Removal of Directors and Officers

**Section 1.** At a regular meeting at least one month prior to the annual meeting, the presiding officer may ask for suggested names or members with an interest in serving the club for president-elect, secretary, treasurer, three club directors to serve two-year terms, and a director to serve on the Olympia Rotary's Foundation board. The names shall be forwarded to the immediate Past President, who serves as the Chair of the Nominating Committee, for consideration of the members as a part of the Nomination Process. The Nominating Committee shall consist of all active past presidents with the chair being the current past president. The Nominating Committee shall present its recommended slate of candidates for consideration by the members. The President may open the nominations from the floor for members to offer additional nominations to the slate of candidates, prior to the members vote for the new Club Board members. The candidates for president-elect and the three candidates for directors receiving a majority of the votes shall be declared elected as directors, to serve for a two-year term. The Nominating Committee shall appoint candidates for Secretary, Treasurer and Sergeant At Arms and then present them for confirmation by the members.

**Section 2.** The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Prior to July 1st, the board of directors- may meet and select the Club Coordinator.

**Section 3.** A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board based on recommendations by the Nominating Committee.

**Section 4.** 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 based on recommendations by the Nominating Committee.

**Section 5.** The Board of Directors may remove a Board Member or Officer for cause consistent with the provisions of RCW 24.03A.530 Sections 2 or 5. Club members may also remove a Board Member or Officer for cause consistent with RCW 24.03A.530 Section 1. At least 48 hour notice to the members of the regular or special meeting at which removal of a Director or Officer is scheduled is required. The notice must specify that removal of a Director or Officer is all or part of the agenda.

## Article IV

### Meetings

**Section 1. Meeting Format.** All Club, Board, and Committee meetings shall be held in-person, through teleconferencing, or videoconferencing. Meetings may not be held over email communication or asynchronous in nature.

**Section 2. Annual meeting.** An annual meeting of this club shall be held prior to January 15th at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 3. The regular weekly meetings** of this club shall be held on Monday at 12:00 noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club via an e-mail system. Attendance at official Rotary events, including committee meetings, may be used to satisfy the attendance requirements.

**Section 4. Order of Business.** The agenda for a club meeting shall be determined by the president and may include: meeting called to order, invocation or thoughts for the day, flag salute, song, 4-way test, introduction of visiting Rotarians,

guests, Happy Bucks, correspondence, announcements, Rotary information, committee reports if any, old business, new business, address of other program features, raffle, adjournment.

**Section 5. Attendance** may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be held on the day that the interactive activity is posted. On the day of a regular meeting, all members in attendance, including those attending via electronic remote or videoconferencing means, except for honorary members, shall be counted as “present”.

**Section 6. Quorum.** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club when official action is being taken.

**Section 7. Board Meetings.** Regular meetings of the board shall be held at least monthly, on a schedule proposed by the incoming president and approved by the board of directors. The schedule will specify a consistent day and time for all board meetings during the president’s term and will be published to the members as well as posted on the club’s website.

Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given. Electronic mail or other internet technology may be used for voting on board decisions in order to reduce costs and increase responsiveness as long as a record of the decision is made.

**Section 8. Board of Directors Quorum.** A majority of the board members shall constitute a quorum of the board.

## Article V Fees and Dues

**Section 1.** The board shall establish the admission fee.

**Section 2.** The membership dues shall be established by the board, payable at least semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member’s subscription to The Rotarian magazine. Other payment options include:

Full payment of annual dues July 1st of each year

Half payment of dues on July 1st and January 1st of each year

An electronic monthly payment plan with 10 equal monthly payments

## Article VI Method of Voting

**Section 1.** The business of this club shall be transacted by voice or electronic vote except the election of officers and directors, which may be by ballot if more than one candidate for any such office is nominated. Any vote must meet quorum requirements, and if by electronic measures, a quorum is met by the number of responses received. No proxy votes are permitted.

## Article VII Five Avenues of Service

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, Youth Service, and International Service. This club will be active in each of the five avenues of Service. The club will strive to achieve the stated intention of the club and Rotary International to consider



diversity, equity and inclusion as we pursue these five avenues of Service. The Club will also adhere to any Rotary International policies associated with these avenues, including the Youth Protection Policy, found in the Club's Policies and Procedures Manual.

## Article VIII Committees Preface: Definitions

There are two committee categories: Board committees and Advisory committees. Board Committees are best for situations that require the ability of the committee to take independent management action to function. Advisory Committees are best for situations where the Board may benefit from having the perspectives of a broad variety of club members, particularly in framing recommendations related to Club business.

A Board Committee:

- may have formally delegated authority (i.e., the power to take certain actions on its own without full Board approval)
- may not have non-directors as voting committee members.
- The delegated authority of a Board Committee is subject to limits (defined in Article VI).

B. Advisory Committee:

- may not have any formally delegated authority. Its role is to provide advice, information, and recommendations to the Board.
- may have anyone, directors or not, as a committee member.
- Non-Club members may be appointed to advisory committees.

C. Board Committees and Advisory Committees may be standing, meaning that they are established on a permanent basis and meet regularly, or ad hoc, meaning that they're established for a specific purpose and are expected to terminate at some future date.

**Section 1. Club committees** are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service and as outlined in the club organization chart, which is attached as addendum A of these bylaws. The Board will determine the Club committee structure and provide appropriate charters or resolutions for each committee. The president-elect, president, and immediate past president shall work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. It is recommended that the committee chair have previous experience as a member of the committee and should not serve for more than three consecutive years. Vacancies will be filled at the discretion of the Board of Directors upon recommendation of the current president.

Each committee chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall, upon request, report to the board on all committee activities.

**Section 2. Standing committees**, whether Board or Advisory, should be appointed in accordance with the six director areas of responsibility as outlined in the club organization chart. These director responsible areas are:

Club Administrative Services

Community Development Services

Fellowship and Public Relations

International Development Services

Membership Services

Scholarship and Youth Leadership

**Section 3. Board Committees.** The Board of Directors may appoint and/or designate necessary committees of the Board (“Board Committees”) to execute the operations of the Club. Such Board Committees shall consist of two or more members of the Board of Directors and shall be elected by a majority vote of the Directors then in office.

Voting members of Board Committees must be members of the Board of Directors, although other individuals may be invited to attend meetings and collaborate with and assist the committee in its work. Board Committees may be established either as standing committees or as ad hoc committees intended to handle a specific topic or issue for a limited time. Each committee shall have the authority provided for in a resolution or charter designating such committee but shall inform the Board of Directors promptly of all actions taken by the committee.

The committee shall inform the Board of Directors of any action requiring Board approval. Board committees shall meet as necessary to meet their responsibilities, and as requested by the Board of Directors. No Board Committee may amend or repeal bylaws; approve an amendment to the articles of incorporation; propose actions for a vote of the membership; elect or remove a director, officer, or member of a Board Committee; adopt a plan of merger, domestication, or entity conversion; or authorize the Club’s dissolution.

**Section 4. Advisory Committees.** Advisory Committees provide well-informed and thoughtful recommendations, advice, counsel, and reports on assigned topics. Advisory Committees may be designated as standing committees, which shall meet on an ongoing basis, or as ad hoc committees intended to consider a specific topic or issue for a limited time.

Only the Board of Directors may designate standing Advisory Committees, while both the Board and the President may designate ad-hoc Advisory Committees. Advisory Committees shall not be delegated, or exercise independently, any authority of the Board. The chair and voting members of Advisory Committees may be board or non-Board members.

The Club President or the Board of Directors may designate Ad Hoc Advisory Committees for the purpose of considering specific topics relating to the Club’s services in the community as well as other affairs in depth.

**Standing Advisory Committees.** Each Standing Advisory Committee shall have a charter approved by the Board. In the event of any conflict between the charter of any Standing Advisory Committee the Club Constitution and these bylaws, the Constitution and these bylaws shall control.

The Board of Directors, by majority vote, may dissolve a Board Standing or Advisory Standing Committee if the committee is deemed no longer useful to the functioning of the organization.

The President serves ex-officio on all club committees and as such will have all the privileges of membership.

**Section 5. Activities.** The President of the club or the Board of Directors may create and assign operational activities to one or more club members. These include such activities as cashiering, a fellowship activity, keeping club notes or photographic records of club meetings, overseeing records of donations to the Rotary International Foundation, or a special activity assigned by the President such as a seasonal fundraiser or fellowship activity. These do not require a committee or Board

action or approval on a day-to-day basis. Each activity shall be assigned to a Director's oversight for supervision and informational reporting purposes. Such assignments shall be documented in the minutes of the Board of Directors.

## Article IX Duties of Committees

**Section 1.** The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall refer to appropriate RI materials and requirements. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year. Each committee shall have developed clearly defined goals, and action plans established by July 1st of each year for implementation during the course of the year.

Any changes to the responsibilities of Committees must be approved by the Board of Directors by way of modifying the charter or the resolution establishing the Committee.

## Article X Leaves of Absence

**Section 1.** Upon written application to the board, setting forth good and sufficient cause, leaves of absence may be granted by the President excusing a member from attending the meetings of the club for a length of time, outlined in the Operations and Procedures Manual. A leave of absence may be granted retroactively if the member requesting the leave was unable to make the request prior to the extenuating event or circumstance necessitating the request.

**Section 2:** Each member on leave shall be required to pay full club, Rotary International and Rotary District 5020 dues while on leave unless granted an exemption by the board.

## Article XI Board Finances, Liability and Budget

**Section 1.** The Club Coordinator, in conjunction with the treasurer, shall deposit all funds of the club in a financial institution as determined by the board.

**Section 2.** All bills shall be paid by checks signed by the president, president-elect, immediate past president, secretary or treasurer, or by credit card signed by the President or Treasurer upon vouchers presented to and verified by an officer of the club. At the discretion of the board, a review by a certified public accountant or other qualified person may be made once each year of all the club's financial transactions.

**Section 3.** Officers and directors, having charge or control of funds shall be bonded as per Rotary International's "Directors and Officers" Insurance Policy, administered by Rotary International. This includes the non-voting board member of club coordinator.

**Section 4.** The fiscal year of this club shall extend from July 1 to June 30. Members' dues may be collected in the following manner:

Full payment of annual dues July 1st of each year

Half payment of dues on July 1st and January 1st of each year

An electronic monthly payment plan with 10 equal monthly payments

The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year based on the membership of the club on those dates.

**Section 5.** At the beginning of each fiscal year the board shall oversee the preparation or cause to be prepared a budget of estimated income and expenditures for the year. A draft will be presented to the board by April 1st and a final budget to be approved by June 1st. The budget, 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 XII Method of Electing Members

**Section 1. Active members.** The name of a prospective member, proposed by an active member of the club or by the membership development committee, shall be submitted to the board in writing. Any proposal shall be kept confidential.

The board shall request the classification/membership committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification and investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business, and general eligibility.

The board shall consider and approve or disapprove the recommendations of the committee within 7 days of the proposal and shall then notify the proposer of its decision.

If the decision of the board is favorable, the prospective member's name and proposed classification shall be electronically published to the club for a period of seven (7) days.

If no written objection to the proposal, stating reasons, 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 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, upon payment of the admission fee, as prescribed in Article V of these by-laws, shall be considered to be elected to membership.

If any objection is filed with the board, it shall consider the same at any regular or special meetings of the board and shall vote on the proposed member. If less than three negative votes are cast by the members of the board in attendance at such regular or special meeting, 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, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the proposed member shall be scheduled for induction and the Secretary or Club Coordinator shall report his or her name to the general secretary of Rotary International.

The member shall be formally inducted as a new member at a regular meeting of the club.

**Section 2: Group Team Membership.** Group/Team membership is available for two (2) or more members from the same group or corporation. Group/Team members are elected in the same manner as Active members (Article XII, Section 1.) and shall have all of the same rights and requirements, including paying full membership dues, as Active members except for the attendance requirement. The fifty percent (50%) attendance requirement for Group/Team members will be met based upon the cumulative attendance of all the group or corporation's Rotary Club of Olympia members. Thus, the fifty percent (50%) attendance requirement shall be calculated based on the attendance of all members of the group rather than each group member individually.

**Section 3. Honorary Membership.** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary’s cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. 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 club. Such members shall not hold classifications but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

**Section 4. Attendance.** Members shall maintain at least fifty (50) percent attendance, in accordance with club attendance policy which states a member must attend or make up at least 50% of club regular meetings in each half of the year and attend at least 30% of this club’s regular meetings in each half of the year. Exceptions to this by-law are members excused by the board of directors of this club because the aggregate of the member's years of age and years of membership in Rotary is 85 years or more. Detailed attendance criteria are included in the Club’s Policy and Procedure Manual.

Monitoring: Attendance non-compliance shall be determined by data provided annually by the Club Coordinator or the Board’s designee, during the month of April and delivered to the board of directors. Unless otherwise excused by the board for good and sufficient reason, or pursuant to the exceptions noted in this section, each member who fails to meet the requirements of this section shall be contacted by the club’s Immediate Past President by telephone, e-mail, or letter of their non-compliance. Continuous non-compliance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote may terminate the member’s membership.

## Article XIII Resolutions

**Section 1.** The club shall not consider any resolution or motion to commit this club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## Article XIV Amendments

**Section 1.** These by-laws may be amended at any regular meeting, a quorum being present by a two-thirds vote of all active members present, provided that notice of such proposed amendment shall have been given to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not consistent with the club constitution and by-laws of Rotary International, except where such amendment constitutes an action required by a court of law.

**Section 2.** These by-laws are to be reviewed every three years by an ad hoc committee appointed by the board of directors.

### **ROTARY CLUB OF OLYMPIA, WASHINGTON**

By:       PRESIDENT Debra Stephens

Adopted by the Board of Directors on:

Adopted by club membership on: