

**BYLAWS
OF
ROTARY INTERNATIONAL DISTRICT 5080
A Non-Profit Corporation**

**ARTICLE I.
Nature, Scope, and Purpose**

Section 1. *Name.* The name of this Corporation shall be **ROTARY INTERNATIONAL DISTRICT 5080 A NONPROFIT CORPORATION.**

Section 2. *Purpose and Powers.* The purpose for which the Corporation is organized is to promote, support, and enhance the Rotary Clubs within District 5080 and serve as a liaison with member clubs and Rotary International; and toward these ends to do all acts and things necessary, conducive, incidental, or advisable to accomplish any purposes for which this Corporation shall not carry on a business, trade, avocation, or profession for profit.

Section 3. *Limitations.*

- (a) This corporation shall be a non-profit, non-share capital and/or not for profit entity and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors or officers.
- (b) If any provision of these Bylaws are not in conformity with the constitution, bylaws, or policies of Rotary International, as amended from time to time, the terms of the constitution, bylaws, or policies of Rotary International shall prevail at all times.

Section 4. *Dissolution.* Upon dissolution of the Corporation, the assets shall be distributed to Rotary International. This Corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its Members at the District 5080 conference or in a ballot-by-mail, or upon directive of the Board of Directors of Rotary International. The District Governor of District 5080 shall provide the Board of Directors of Rotary International with notice of decisions by the clubs in District 5080 to dissolve the Corporation and shall provide a final

report upon the completion of the dissolution process to the General Secretary of Rotary International.

Section 5. Support. All contributions shall be used to (1) finance and support the goals and objectives of the Corporation as set forth in Section 2 above; and (2) to generally provide support and service, and funds with which to pay the expenses of the Corporation incurred, to further the purposes of the Corporation.

ARTICLE II.

Members

Section 1. Members. The members of this Corporation shall be comprised of and limited to all Rotary clubs designated to be in District 5080 pursuant to the Bylaws of Rotary International. The addition or removal of a club or clubs from District 5080 pursuant to Rotary International's Bylaws shall immediately and automatically result in a corresponding change in the Membership of this Corporation.

ARTICLE III.

Board of Directors

Section 1. Directors. The number of this Corporation's Directors and their corresponding terms shall be determined by the Members. The District Governor, the District Governor Elect, the Past District Governor and the District Governor Nominee shall be members of the Board of Directors. The District Governor shall serve as the Chair of the Board of Directors. Only Rotarians who are Members of clubs in District 5080 may serve as Directors.

Section 2. Term. The term of office of the Directors of this Corporation shall be for one (1) year or until their successors are elected or appointed and qualified.

Section 3. Vacancy. When a vacancy occurs among the Directors, the District Governor shall appoint a new Director. Such appointment is subject to ratification by the Board, and shall continue for the balance of the unexpired term of the vacated Director.

Section 4. Quorum. A majority of the Directors shall constitute a quorum and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Member of the

Board of Directors shall possess one (1) vote and all voting of such Directors shall be by each Director in person and voting by proxy shall not be allowed.

- Section 5.** *Meetings.* A meeting of the Board of Directors, regular, or special, may be held within the geographical boundaries of District 5080 or at such other location as the Board of Directors shall designate. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. Except as otherwise required by these Bylaws, neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.
- Section 6.** *Special Meetings.* Special meetings of the Board or Directors may be called by the District Governor or by a majority of the Board of Directors. Twenty-four (24) hour notice of any such special meetings shall be given by the Secretary.
- Section 7.** *Presiding Officers.* The District Governor shall preside at all regular and special meetings of the Board of Directors and the Secretary shall act as recording Secretary. In the case of absence, the succession of presiding Officers shall be the District Governor Elect and the District Governor Nominee. Should the Secretary act as Chairman of the meeting, he or she shall then appoint an Assistant Secretary to act as recording secretary.
- Section 8.** *Removal.* Any Director may be removed from office by a two-thirds vote of the Membership at any regular or special meeting of the Membership of the Corporation. Notice of the proposed removal of a Director must be given to such Director prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Director must state the cause for the removal.
- Section 9.** *Board of Directors.* The business and affairs of this Corporation shall be conducted and managed by the Board of Directors.
- (a) The Board of Director shall have general direction over all financial affairs of this Corporation and shall cause a review of accounts to be presented to the annual meeting of the Board of Directors.
 - (b) The Board of Directors shall prepare for submission to the membership at their annual meeting a program and budget of the

recommended expenditures for the following twelve (12) month period.

- (c) All checks for disbursement of funds must be signed by the District Governor or the District Treasurer appointed by the District Governor.
- (d) The Board of Directors shall establish from time to time such standing committees as it considers appropriate to carry into effect the objectives and purposes of this Corporation.

Section 10. *Personal Liability.* Except as may be provided in these Bylaws, no Director shall be personally liable to the Corporation for monetary damages for conduct as a Director, provided, that the personal liability of the Director shall not be limited for acts or omissions that involve intentional misconduct, a knowing violation of law, or any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled.

Section 11. *Officers.* Within a reasonable time after their election, the Members of the Board of Directors shall appoint from their number the Officers of the Corporation set forth in Article IV, Section 2.

ARTICLE IV.

Officers

Section 1. *Limitations.* The Officers of this Corporation shall be limited to Rotarians who are members of clubs in District 5080.

Section 2. *Officers.* The Officers of this Corporation shall consist of a President, one or more Vice Presidents, Secretary, and Treasurer, and such other officers and Assistant Officers as may be deemed necessary, each of whom shall be elected or appointed at any regular or special meeting of the Board of Directors for a term of one (1) year, or until their successors are chosen and qualified. Two (2) or more offices may be held by the same person except the offices of President and Secretary.

Section 3. *President.* The District Governor of District 5080 shall be President of the Corporation and serve as Chair of the Board of Directors and shall preside over all meetings. Subject to the directions of the Board of Directors, the President shall have general charge of the affairs of the Corporation. He or she shall keep the Board fully informed and shall freely consult with them concerning the business of the Corporation in his or her charge. He or she

may sign and execute all authorized contract and other instruments of the character in the name of the corporation. He or she shall do and perform such other duties as may from time to time be assigned to him or her by the Board of Directors. He or she shall report annually to the clubs on the status of the District Corporation. In case of disability or absence of the President, the Vice President shall perform and be vested with all the duties and powers of the President.

Section 4. *Vice President.* In the absence or disability of the President, the District Governor Elect shall act as President. The District Governor Elect and the District Governor Nominee shall act as the First and Second Vice President respectively.

Section 5. *Secretary.* The Secretary shall keep a record of the minutes of the proceedings of the meetings of the Members of the Board of Directors and shall give notice as required in these Bylaws of all such meetings. He or she shall have custody of all books, records, and papers of the Corporation, except such as shall be in charge of the Treasurer or some other person authorized to have custody and possession thereof by resolution of the Board of Directors. He or she shall sign, with the President, all contracts or other instruments of that character. He or she shall perform such other duties as may from time tot time be prescribed by the Board of Directors. In case of disability or absence of the Secretary, an Assistant Secretary shall perform and be vested with all the duties and powers of the Secretary.

Section 6. *Treasurer.* It shall be the duty of the Treasurer to keep safely all money belonging to the Corporation and to disburse the same in such a manner as may from time to time be prescribed by the Board of Directors. At each regular meeting of the Board of Directors, or as often as the Board may direct, the Treasurer shall submit complete statement of accounts with complete vouchers for the information of the Members or of the Board of Directors. He or she shall also cause to be kept a set of books showing the assets of the Corporation and all its liabilities and all other matters in detail.

Section 7. *Removal.* Any officer may be removed at any time by action of a two-thirds majority of the Board of Directors with or without cause.

Section 8. *Vacancies.* Any vacancy among the Officers of the Corporation shall be filled by the President, subject to the authority of the Board of Directors to

approve, disapprove, or fill the vacancy itself. The appointee will serve the remainder of the unexpired term.

ARTICLE V.

Indemnity

The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors, Officers, or Employees of the Corporation, their respective heirs, administrators, successors, and assigns, against any and all expenses and liabilities, including counsel fees reasonably incurred or imposed by him or her, in connection with any proceeding to which he or she may be made a party, or which he or she may become involved by reasons of his or her being or having been a Director, Officer, or Employee at the time such expenses are incurred, except in some cases where the Director, Officer, or Employee is judged guilty of willful misfeasance or malfeasance in the performance of his or her duties, a knowing violation of law, or any transaction from which the Director, Officer or Employee will personally receive a benefit in money, property, services of law, or any transaction from which the Director, Officer or Employee is not legally entitled. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which said Director, Officer, or Employee may be entitled.

ARTICLE VI.

Books and Records

The Officers of the Corporation shall keep accurate and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and committees. All books and records of the Corporation may be inspected by any Director for any proper purposes at any reasonable time.

The books and records of the Corporation shall be on a fiscal year of July 1st through June 30th.

ARTICLE VII.

Waiver of Notice

Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation or any of the non-profit corporation laws of the State of Washington, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice for all purposes.

ARTICLE VII.

Amendments

The Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws at any regular meeting of the Directors or any special meeting of the Directors called for that purpose, by vote of two-thirds of all Directors attending such meeting, at which a quorum is present.

DATED this 1 day of JANUARY, 2006: 2007.

Attest:



ELIZABETH CYTRA

DIRECTOR
Secretary