

BYLAWS OF

LODI-TOKAY ROTARY CLUB, INC.

ARTICLE 1. OFFICES

Principal Office

Section 1.01. The principal office of the corporation for its transaction of business is to be located in Lodi, County of San Joaquin, as designated from time to time by the board of directors.

Change of Address

Section 1.02. The board of directors is hereby granted full power and authority to change the principal office of the corporation from one location to another in the County of San Joaquin, California. Any such change shall be noted by the secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE 2. MEMBERS

Members

Section 2.01. The corporation shall have as members the members of the Lodi-Tokay Rotary Club, an affiliate of Rotary International.

Authority of Members

Section 2.02. The members shall have the authority to elect the board of directors, and all further power and authority to act on behalf of the corporation is reserved to the board of directors.

ARTICLE 3. DIRECTORS

Number

Section 3.01. The corporation shall have not less than five (5) nor more than twelve (12) directors. The exact number of directors shall be as determined by Resolution of the board of directors as may be adopted from time to time, within the limits specified in this Bylaw.

Qualifications

Section 3.02. The directors of the corporation shall be members of the Lodi-Tokay Rotary Club.

### Term of Office

Section 3.03. Each director shall hold office for the term of one (1) year and until a successor director has been elected and qualified. A director may serve multiple terms.

### Nomination

Section 3.04. Any person qualified to be a director under Section 3.02 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 3.05. The directors shall be elected by the members at each regular annual meeting of the board of directors as prescribed by Section 3.07 of these Bylaws. The candidates receiving the highest number of votes up to the number of directors to be elected are elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 3.02 of these Bylaws.

### Compensation

Section 3.06. The directors shall serve without compensation.

### Meetings

#### Call of Meetings

Section 3.07. (a) Meetings of the board may be called by the president or any vice-president or the secretary or any two (2) directors.

#### Place of Meetings

(b) All meetings of the board shall be held at the principal office of the corporation as specified in Section 1.01 of these Bylaws, or as changed from time to time as provided in Section 1.02 of these Bylaws.

#### Annual Meeting

(c) An annual meeting of the board of directors shall be held as determined by board resolution, at such place as is designated in the notice of the meeting. The purpose of the annual meeting shall be the election of officers, the adoption of the annual budget, and to carry on

and conduct such other business as may lawfully come before the board.

#### Special Meetings

(d) Special meetings of the board may be called by the president or any vice-president or the secretary or any two (2) directors. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on 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

(e) A majority of the authorized number of directors constitutes a quorum of the board of directors for the transaction of business, except as hereinafter provided.

#### Transactions of Board

(f) Except as otherwise provided in the Articles, 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 shall be the act of the board of directors; 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 shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these Bylaws.

#### Conduct of Meetings

(g) The president, or in his or her 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 of directors 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

(h) 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 than twenty-four (24) hours, notice of the adjournment to another time or place shall 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 3.08. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board of directors, 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 of directors. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

## Removal of Directors

### Removal for Cause

Section 3.09. (a) The board of directors may declare vacant the office of a director on the occurrence of any of the following events:

- (1) The director has been declared of unsound mind by a final order of court; or
- (2) The director has been convicted of a felony; or
- (3) The director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230, et seq., on directors who perform functions with respect to assets held in charitable trusts.

### Removal Without Cause

(b) Any director may be removed without cause if such removal is approved by the board of directors within the meaning of Section 5032 of the Corporations Code.

## Resignation of Director

Section 3.10. Any director may resign effective on giving written notice to the president, the secretary, or the board of directors of the corporation, unless the notice

specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A director shall not resign where the corporation would then be left without a duly elected director or directors in charge of its affairs.

#### Vacancies in the Board

##### Causes

Section 3.11. (a) Vacancies on the board of directors shall exist on the death, resignation, or removal of any director, whenever the number of directors authorized is increased, and on the failure of the members in any election to elect the full number of directors authorized.

##### Filling Vacancies

(b) Except as otherwise provided in these Bylaws and except for a vacancy created by the removal of a director pursuant to Section 3.09 of these Bylaws, vacancies on the board of directors may be filled by approval of the board of directors, or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 3.07 (d) of these Bylaws, or (3) a sole remaining director.

#### ARTICLE 4. OFFICERS

##### Number and Titles

Section 4.01. The officers of the corporation shall be a president, a vice-president, a secretary, a chief financial officer, and such other officers with such titles and duties as shall be 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 shall serve concurrently as the president.

##### Appointment

Section 4.02. The officers of the corporation shall be chosen by, and shall serve at, the pleasure of the board of directors, subject to the rights, if any, of an officer under any contract of employment.

## Duties of Officers

### President

Section 4.03. (a) The president shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the board of directors, have supervision, direction, and control of the business and affairs of the corporation. Such officer shall preside at all meetings of the board of directors. Such officer shall perform all duties incident to the office of president and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be prescribed from time to time by the board of directors. The president is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the corporation.

### Vice-President

(b) In the absence of the president, or in the event of his inability or refusal to act, the vice-president shall perform all the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the president. The vice-president shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the board of directors.

### Secretary

(c) The secretary shall keep, or cause to be kept, at the principal office of the corporation, or such other place as the board of directors may order, a book of minutes of all meetings of the board of directors. The secretary shall perform such other and further duties as may be required by law, or as may be prescribed or required from time to time by the board of directors.

### Chief Financial Officer

(d) The chief financial officer of the corporation shall keep and maintain in written form or in any other form capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any

director of the corporation. The chief financial officer shall deposit all moneys and other valuables in the name of, and to the credit of, the corporation with such depositories as may be designated by the board of directors. The chief financial officer shall disburse the funds of the corporation as ordered by the board of directors and shall render to the president and the directors, on request, an account of all such officer's transactions as chief financial officer, and of the financial condition of the corporation. The chief financial officer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the board of directors or these Bylaws.

#### Resignation and Removal of Officers

Section 4.04. 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. Officers may be removed with or without cause at any meeting of the board of directors by the affirmative vote of a majority of all of the directors.

#### ARTICLE 5. COMMITTEES

##### Committees of the Board

Section 5.01. (a) The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of one or more directors and other persons who need not be directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(1) Take any final action on any matter that, under the California Non-Profit Public Benefit Corporation Law, also requires approval of two-thirds (2/3) of the board of directors;

(2) Fill vacancies on the board or on any committee that has the authority of the board;

(3) Fix compensation of the directors for serving on the board or on any committee;

(4) Amend or repeal Bylaws or adopt new Bylaws;

(5) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

(6) Create any other committees of the board or appoint the members of committees of the board;

(7) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or,

(8) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the California Corporations Code.

#### ARTICLE 6. CORPORATE RECORDS, REPORTS, AND SEAL

##### 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 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 officers and 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 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.

##### Annual Statement of Certain Transactions and Indemnifications

Section 6.03. The corporation shall furnish annually to its directors, a statement of any transaction or indemnification described in Section 6322 (d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.