

Bylaws of the Rotary Club of Coronado
A California Nonprofit Unincorporated Association

As Amended and Restated on
October 16, 2019

Article 1. Definitions

Section 1.01 Except as otherwise specifically defined in these Bylaws, words, initials and phrases used herein shall have the meanings set forth below:

- a) Board: The Board of Directors of the Rotary Club of Coronado;
- b) District: Rotary District 5340 of Rotary International;
- c) Club: Rotary Club of Coronado;
- d) Director: A member of the Club's Board of Directors;
- e) Member: A member, other than an honorary member, of the Club;
- f) RI: Rotary International;
- g) Year: The twelve-month period that begins on July 1st of each calendar year;
- h) Rotary Foundation: The Rotary Foundation of Rotary International;
- i) Club Foundation: Rotary Club of Coronado Foundation.

Article 2. Office

Section 2.01 The offices of the Club are at 1000 Orange Avenue, Coronado, CA 92118. The Board is authorized to change or move the principle offices of the Club at any time. The Board may establish other offices at any time or at any place or places.

Article 3. Board of Directors and Officers

Section 3.01 *Governing Body.* The governing body of this Club shall be the Board of Directors. The Board shall have general control over all Officers and committees and, for good cause, may declare any office vacant. The decision of the Board in all club matters is final, subject only to an appeal to the Club as provided in Article 13, Section 3 of the Club Constitution.

The affairs and funds of the Club shall be under the direction and control of the Board in conformity with the Club's Constitution and Bylaws. The Board shall have the power to promulgate and adopt policies, procedures, and Member Rules.

The Board may establish, manage and maintain related entities, including charitable organizations, as necessary to achieve the purposes of the Club and the Object of Rotary, consistent with the Club's Constitution and Bylaws and not inconsistent with the constitution and bylaws of RI.

Section 3.02 *Number of Directors.* The Board shall consist of 11 Directors including the President, President-Elect, Secretary, Treasurer, immediate Past President, and six other directors.

Section 3.03 *Duties of Directors.* The Directors shall manage the affairs of the Club to achieve the purposes of the Club and the Object of Rotary, consistent with the Club's Constitution and Bylaws and not inconsistent with the constitution and bylaws of RI.

Each of the six Directors who are not Officers shall be appointed annually by the President to serve in one of the following positions (the first five of which correspond to one of Rotary's Five Avenues of Service) and shall have the following duties respectively:

- a) *Club Service Director.* The Club Service Director shall oversee the internal operations of the Club and shall supervise and coordinate the work of any committees and subcommittees that may be appointed on particular phases of Club service;
- b) *Vocational Service Director.* The Vocational Service Director shall oversee the Vocational Service activities of the Club and shall supervise and coordinate the work of all committees and subcommittees that may be appointed on particular phases of vocational service;
- c) *Community Service Director.* The Community Service Director shall oversee the Community Service activities of the Club and shall supervise and coordinate the work of all committees and subcommittees that may be appointed on particular phases of community service;
- d) *International Service Director.* The International Service Director shall oversee the International Service activities of the Club and shall supervise and coordinate the work of all committees and subcommittees that may be appointed on particular phases of international service;
- e) *Youth Service Director.* The Youth Service Director shall oversee all activities related to youth and young adults and shall supervise and coordinate the work of all committees and subcommittees that may be appointed on particular phases of youth service; and
- f) *Rotary Foundation Director.* The Rotary Foundation Director shall provide Members with current information

regarding the Rotary Foundation and encourage regular donations.

Section 3.04 Officers. The Officers of the Club shall be the President, President-Elect, Secretary, Treasurer, Immediate Past President, and Sergeant-at-Arms, all of whom except the Sergeant-at-Arms shall be members of the Board. The duties of the Officers are as follows:

- a) President. The President shall (1) serve as chairman of the Board and chief executive officer of the Club, (2) preside at meetings of the Club and Board, (3) supervise, direct and control the Club's activities, affairs and Officers, and (4) perform such other duties as ordinarily pertaining to the office of President.
- b) President-Elect. The President-Elect shall prepare for his or her year in office and in the absence of the President, the President-Elect shall preside over the meetings of the Board.
- c) Secretary. The Secretary shall keep or cause to be kept at the Club's principal office or such other place as the Board may direct (1) the Club's membership and attendance records, (2) a copy of the Club's Constitution and Bylaws and all amendments thereof; (3) the minutes of all meetings, proceedings and actions of the Board, and of annual and regular meetings, which minutes of meetings shall include the time and place that the meeting was held; the type of meeting including whether the meeting was regular, annual or special and, if special, how authorized; the notice given; the names of persons present at Board meetings; and the number of Members present or represented at annual and regular meetings. The Secretary shall also send or cause to be sent out notices of meetings of the Club and the Board, make minutes of meetings available to Members as required by governing

documents, and make the required reports on schedule to RI and the District.

- d) **Treasurer.** The Treasurer shall (1) keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Club's assets, liabilities and transactions; (2) send or cause to be given to the Members and Directors such financial statements and reports as are required to be given by the Board and/or governing documents; (3) permit or cause the books of account to be open to inspection by any Director at all reasonable times; (4) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Club with such depositories as the Board may designate; (5) disburse the Club's funds as the Board may order; (6) provide to the President and the Board, when requested, an account of all transactions and of the financial condition of the Club; (7) prepare and revise budgets as directed by the Board; and (8) perform such other duties as the Board may establish or governing documents may provide.

Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts or any other Club property.

- e) Immediate Past President. The Immediate Past President shall provide corporate memory and counsel to the other Officers and Directors; assist the President and President-Elect as required; provide the Board guidance in regard to Club Bylaws, Constitution and Communications; attend the Past Presidents' Dinner and other Past Presidents' events; and organize and lead the final meeting of the Rotary year following his/her presidency.
- f) Sergeant-at-Arms. The Sergeant-at-Arms shall maintain order at regular and annual Club meetings. The Sergeant-at-Arms shall be appointed by the President with the

approval of the Board and shall not be a member of the Board.

Section 3.05 *Qualifications for Directors and Officers.* Each Director and Officer shall be a Member in good standing. No Member may be nominated to stand for election or be appointed as a Director or Officer if such Member as of the earlier of such Member's nomination or appointment:

- a) has failed to pay in full all dues, fees and other charges or otherwise failed to cure an existing violation of Member Rules for which such Member has received notice from the Club;
- b) is subject to expulsion proceedings; or
- c) has failed to meet any other specific standards adopted from time to time by the Board for being a Director or Officer, including Member Rules or other standards for attendance at Regular Meetings/Events or District meetings or events, prior service on Club or District committees or participation in or contributions to the Club, the District or Rotary International; and
- d) with regard to the President, has not been a member of the Club for at least one year prior to being nominated for office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement.

Section 3.06 *Training.* The President-Elect shall attend the district presidents-elect training seminar and the district training assembly unless excused by the governor-elect. If so excused, the President-Elect shall send a designated club representative who shall report back to the President-Elect. If the President-Elect does not attend the presidents-elect training seminar and the district training assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the President-Elect shall not be able to serve as club President. In such event, the current President shall continue to serve until a successor who has

attended a presidents-elect training seminar and district training assembly or training deemed sufficient by the governor-elect has been duly elected.

Section 3.07 *Terms of Office of Directors & Officers*

a) *Terms of Office.* Except as otherwise provided herein, the term of office for each Director and Officer shall be as follows:

1. *Term of Secretary. Treasurer and Directors who are not Officers.* The Secretary and Treasurer and Directors who are not Officers shall take office on 1 July immediately following election and shall serve for a period of one (1) year or until a successor has been duly elected and qualified;

2. *Term of President. President-Elect and Immediate Past President.* The President shall be elected not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as President-Nominee upon election. The President-Nominee shall take the title of President-Elect on 1 July in the year prior to taking office as President and shall serve a period of one (1) year or until a successor has been duly elected and qualified. The President shall take office on 1 July of the year following their term as President-Elect and shall serve a period of one (1) year or until a successor has been duly elected and qualified. The Immediate Past President shall take office on 1 July of the year following their term as President and shall serve a period of one (1) year.

b) *Vacancies.* Vacancies in Director positions shall be handled as follows:

1. A vacancy shall be deemed to occur in the event of:
(a) the death or resignation of a Director;

(b) the declaration of a vacancy in the office of a Director by Board action upon:

(1) a determination that a Director is Incompetent or permanently disabled;

(2) a Director being convicted of a felony;

(3) a Director making any public statement or engaging in any conduct that is disparaging to the Club or the Board or its reputation (except for any truthful statement made under oath); or

(4) a Director breaching a fiduciary duty relating to the holding, administration or distribution of charitable assets;

(c) the vote of the Voting Members to remove any Director;

(d) an increase in the authorized number of Directors;

(e) a failure of the voting Members to elect the number of Directors required to be elected at any meeting at which any Directors are to be elected.

2. In the event of a vacancy in the President office, the President-Elect shall immediately succeed to the office of President and shall serve the remainder of the term as well as the term elected for. In the event of a vacancy in the President-Elect office, the President-Nominee shall immediately succeed to the office of President-Elect upon any vacancy in such office and shall serve the remainder of the term as well as the term elected for.

3. Except as provided in Section 3.07 b) 2. above, a vacancy in any Board position shall be filled by action of the Board as soon as possible.

Article 4. Election of Directors and Officers

Section 4.01 The President (Elected as President-Nominee who becomes President-Elect as specified in Section 3.07 a) 2. above), Secretary, Treasurer and the six members of the Board who are not Officers will be elected at the Annual Meeting of the Club.

Section 4.02 At least two months prior to the Annual Meeting of the Club, the President, with the approval of the Board, shall appoint five to seven Club Past Presidents who shall act as a Nominating Committee for the purpose of nominating qualified members for the Director and Officer positions to be elected at the Annual Meeting that year.

Section 4.03 The Nominating Committee shall present its nominations to the President and Board at least thirty days prior to the Annual Meeting. The chairman of the Nominating Committee shall read the nominations at the regular meeting three weeks before the Annual Meeting followed by the President reading the nominations to the membership at the two regular meetings.

Section 4.04 In addition to nominations made by the Nominating Committee, any member of the Club in good standing may at the regular meeting two weeks prior to the date of the Annual Meeting, nominate any qualified member in good standing for any of the Director or Officer positions to be elected at the Annual Meeting. Honorary members may not nominate or be nominated for any Director or Officer position.

Section 4.05 The election of the Officers and Directors of this Club shall be by voice vote or show of hands except in any case where there is more than one nominee for a position. In that case, voting will be by ballot in accordance with Section 4.06 below.

Section 4.06 The election of any Officer and/or Director in any case where there is more than one nominee shall be by ballot. The Officer nominees receiving the most votes shall be declared

elected to their respective offices. If there are more than six nominees for the six Director who are not Officer positions, the six nominees receiving the largest number of votes shall be elected as Directors.

Section 4.07 All newly elected or appointed Board members should attend the annual District Assembly before taking office.

Section 4.08 In the event of the temporary absence or disability of the President, the President may appoint a Past President to act as President during such absence or disability.

Article 5. Appointed Offices

Section 5.01 *Executive Director.* The Board may appoint an Executive Director and authorize hiring of office staff who may be paid compensation fixed by the Board. They shall serve at the pleasure of the Board and need not be a member of the Club. The Executive Director and office staff shall perform such duties as prescribed by the Board.

Section 5.02. *Attendance Secretary.* The Board may appoint an Attendance Secretary who will determine which Members are present at each regular and annual meeting of the Club and report the attendance of Members to the Secretary and Executive Director.

Article 6. Meetings

Section 6.01 *Annual Meeting.* An annual membership meeting of this Club shall be held on the first Wednesday of December each year, at which time the election of Officers and Directors to serve for the ensuing year shall take place. The Board may change the date of the Annual Meeting and the election of Officers and Directors for good cause, but shall not set the date later than the thirty-first day of December of each year.

Section 6.02 Regular Weekly Meetings. The regular weekly meetings of this Club shall be held on Wednesday at noon except:

- a) In an emergency or for good cause, the Board may change the regular meeting of any week to a different day of the same week, or to a different hour of the same day.
- b) In an emergency or for good cause, the Board may cancel the regular meeting of any week because it falls on a legal holiday, or because of the death of the Club President, or because of an epidemic or disaster affecting the entire community.
- c) The Board must provide adequate notice of any changes in or canceling of the regular meeting to all Members of the Club.
- d) All Members must be counted as present or absent, and recommended attendance is the Member's being present for at least fifty (50) percent of the time devoted to the regular meeting, either at the Club or at any other Rotary Club or associated activities.

Section 6.03 Quorum for Member Meetings. One-third of the membership shall constitute a quorum at the Annual and regular meetings of the Club.

Section 6.04 Board Meetings. Regular meetings of the Board shall be held each month on a day as determined by the Board of directors each year. Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of two (2) members of the Board, adequate notice having been given.

Section 6.05 Quorum for Board Meetings. A minimum of six (6) of the Board members shall constitute a quorum at meetings of the Board.

Section 6.06 *Voting*. The business of the Club and the Board shall be transacted by voice vote or show of hands, except as required by Article 4, Sections 4.05 and 4.06.

Article 7. Fees and Dues

Section 7.01 *Initiation Fee*. Each candidate who is elected into membership, except for candidates under age 40, a transferring member or former member of another club, shall, prior to induction, pay an initiation fee in an amount determined by the Board.

Section 7.02 *Dues*. Each Member shall pay Club annual dues in an amount determined by the Board. The Club annual dues are due annually on the first day of July. Club annual dues include RI per capita dues (which include the mandatory subscription to the Rotarian_magazine), District per capita dues, any other Rotary or District per capita assessment, and local club per capita dues (which include as of July 1, 2018 an amount to cover the required annual purchase of pancake breakfast tickets). The Board may authorize a discount for annual dues payments received in full on or before the last day of July of the year due.

Section 7.03 *Delinquency*. Members are considered delinquent if membership dues have not been paid in full on or before August 31st of the year due. Delinquent members may have their membership terminated by the Board if they have not paid the required dues after receiving the ten (10) day notice of delinquency required by the Club's governing documents.

Section 7.04 *Prorated Dues*. Each candidate who is elected into membership shall, prior to induction, pay prorated per capita dues covering the months prior to the beginning of the next period for which dues are payable. The amount payable for each full month of membership shall be one-twelfth of the per capita annual dues. However, no prorated RI per capita dues shall be payable by a transferring member or former member of another club.

Section 7.05 *Member Accounts*. The Club will maintain an account for each Member and member charges will be recorded

in their account. Payment of dues, as well as other club charges and donations may be made by cash, check or credit card. Members are encouraged to keep a credit card number and associated necessary information on file at the Club office. Club Directors, Officers and office personnel are instructed to take appropriate steps to protect the confidentiality of all credit card information maintained on file.

Article 8. Committees

Section 8.01 *Committees.* The Board may, from time to time, establish committees and prescribe the duties and authority of such committees as they may determine is in the best interests of the Club. The number of members on the committees and the term of membership shall be as determined by the Board, provided that no committee shall have and exercise the authority of the Board in the management of the Club.

Section 8.02 *Membership.* The President shall, subject to the approval of the Board, appoint the members of the committees and shall designate the chair of each committee. The chair of each committee may, subject to the approval of the Board, establish subcommittees and appoint the members of the subcommittees and shall designate the chair of each subcommittee.

Section 8.03 *Meetings.* Committees and subcommittees shall meet at such times and places and upon such notice as may be determined by the chair of the committee or subcommittee.

Section 8.04 *Temporary Committees.* The Board may establish temporary ad hoc committees.

Section 8.05 The President shall be ex officio member of all committees and, as such, shall have all of the privileges of membership thereon.

Section 8.06 Each committee and subcommittee shall perform its prescribed duties as established by the Board and such

additional duties as may be prescribed by the President or the Board.

Section 8.07 Each Committee's Chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on committee activities as necessary.

Article 9. Finances

Section 9.01 *Budgets.* Yearly Club operating and Club Foundation budgets will be developed in the last quarter of the preceding Rotary year and proposed for approval by the Board at the first Board meeting of the Rotary year or before July 31st, whichever comes first. The budgets will include projected revenues and expenses for the coming year, taking into account past performance. Upon approval by the Board, the budgets will be presented to the Club no later than 31 days after the beginning of the Rotary year.

Section 9.02 *Check Signing Authority.* All checks in excess of \$500 (or as otherwise specified by the board) shall be signed by any two Officers or designees of the Board. Those Officers authorized to sign checks shall be the President, Secretary, Treasurer or designee of the Board. The Executive Director may be authorized to sign checks up to \$500 at the discretion of the Board of Directors.

Section 9.03 *Audit of Financial Records.* The Financial Records of the Club may be audited as follows:

- a) The Board shall order an audit of the Club's finances when considered necessary by the Board. Before the Board orders an audit, the Club Treasurer shall advise the Board of the cost of such audit.

- b) In lieu of an audit, any member of the Board of Directors may request a financial review of Club finances by an ad hoc Financial Records Review Committee. The request for a financial review must then be voted on by the Board.
- c) The Financial Records Review Committee shall consist of four Club members with the past president two years removed from Club presidency serving as chairperson. The other three members shall be appointed by the chairperson. It is recommended that the members of this committee have accounting, comptroller and/or corporate management backgrounds, if possible. If the past president two years removed is not available, the past president three years removed shall assume the responsibility, and so forth until a past president becomes available.
- d) There need not be an outside financial review of the Club's finances on an annual basis.
- e) If a financial review is deemed necessary the financial review will be conducted and concluded within 90 days of the financial review's approval by the Board.
- f) The chairperson of the Financial Records Review Committee shall present the results of the financial review at the next regular Board meeting after completion of the financial review.
- g) The written report of any audit or financial review shall be placed in the Club's historical record for the Rotary year during which the audit or financial review was conducted. The Board shall also make the written report of any audit or financial review available to membership at two successive weekly meetings following the publication of the report.

Section 9.04 Fiscal Year. The fiscal year of this Club shall extend from July 1st to June 30th of the following year.

Article 10. Members

Section 10.01 *General Qualifications.* The Club shall be composed of adult persons who demonstrate good character, integrity and leadership, possess good reputation within their business, profession and/or community; and are willing to serve in their community and/or around the world; and who have their place of business or residence located in the locality of the Club or the surrounding area. A Member moving from the locality of the Club or the surrounding area may retain membership in the Club where the Member's Board grants such permission and the Member continues to meet all conditions of Club membership. The Club shall not limit membership in the Club on the basis of gender, race, color, creed, national origin, or sexual orientation or impose any condition of membership not specifically prescribed by the RI constitution or bylaws.

Section 10.02 *Kinds.* The Club shall have two kinds of membership, namely Active and Honorary. Within the Active membership category, this club may also allow alternative membership types for the purpose of creating flexibility and increased opportunities for increasing Rotary membership in this Club. Pursuant to this provision, an Active Corporate sub-category of membership shall be established effective on the date the amendments authorizing the Active Corporate sub-category are approved by the Members. The qualifications, rights and duties of each category and sub-category of membership are listed below.

Section 10.03 *Active Membership.* A person possessing the qualifications set forth in Section 10.01 above and in article 5, section 2 of the RI Constitution may be elected to Active membership in the Club. Active Members will have all the rights and privileges of the Club and RI and are expected to comply with all Club and RI governing documents and rules including attendance rules (which includes lunch purchases), and are expected to attend and participate in Club functions, projects and events, including mandatory attendance events, and to support the Rotary Foundation;

Section 10.04 *Active Corporate Membership*. Reputable and established corporate entities or organizations who have their place of business located in the locality of the Club or the surrounding area may establish an Active Corporate Membership in the Club through the process established by the Club. Active Corporate Memberships are subject to the following conditions of membership:

- a) The corporate entity or organization must designate one person from its senior management group as the Club Corporate Member and may select up to three management level employees as Corporate Member Associates. All Corporate Members and Corporate Member Associates must meet the regular requirements for membership in the Club but only the Corporate Member shall be a member of the Club and RI;
- b) The Corporate Member shall be listed on the rolls of RI as an active Member and shall be listed on the rolls of the Club as an Active Corporate Member (e.g. XYZ Corporation, Joe Smith). The Corporate Member shall have the ability to hold office, be a Board member, serve on Committees and vote on all Club matters. The Corporate Member may authorize Corporate Member Associates to attend Rotary meetings and events on their behalf and may delegate the ability to vote on Club matters to Corporate Member Associates. Attendance by a Corporate Member Associate at any Club meeting or event will be considered attendance by the Corporate Member if the Corporate Member is absent. Corporate Member Associates may attend any Club meeting or event provided they each pay any required fees or costs;
- c) Only the Corporate Member will be entitled to wear the Rotary pin.

- d) The classification of the Corporate Member will be established by the Club;
- e) Corporate Members will pay the same Initiation Fees as Active Members and will pay Dues as specified in Section 7.02; the Corporate Member will be billed for, and be responsible for, paying the Initiation Fees and Dues;
- f) The Corporate Member will have all the rights and privileges of Active Members and is expected to comply with all Club and RI governing documents and rules including attendance rules (which includes lunch purchases), and are expected to attend and participate in Club functions, projects and events, including mandatory attendance events, and to support the Rotary Foundation;
- g) Only the Corporate Member will receive the Rotarian magazine and minutes of meetings;
- h) The corporate entity or organization may change its designated Corporate Member and Corporate Member Associates at any time subject to prior approval of the Board through the same process as Active Members shown in Section 10.09 below;
- i) The method of electing Active Corporate Memberships and Corporate Member Associates will be by the same process as used for Active Members shown in Section 10.09 below.

Section 10.05 Dual Membership. No person shall simultaneously hold Active Membership in this and another club other than a satellite of this Club. No person shall simultaneously be an Active Member and an Honorary Member in the Club.

Section 10.06 Honorary Membership.

- a) *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 support of Rotary's cause may be elected to Honorary Membership in the Club. The term of such membership shall be as determined by the Board. Persons may hold Honorary Membership in more than one club.
- b) *Rights and Privileges.* Honorary Members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in the Club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of the 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 10.07 *Holders of Public Office.* Persons elected or appointed to public office for a specified time shall not be eligible for Active Membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 10.08 *Rotary International Employment.* The Club may retain in its membership any Member employed by RI.

Section 10.09 *Method of Electing Members*

- a. A member proposes a candidate for membership to the Board, or another club proposes one of its transferring or former members.
- b. The Board approves or rejects the candidate's membership as soon as practicable and notifies the proposing member of its decision.

- c. If the Board approves the candidate's membership, the candidate is invited to join the club.

Section 10.11 *Duration of Membership.* Membership shall continue during the existence of this Club unless terminated as provided in the Constitution and Bylaws of the Club.

Section 10.12 *Classifications.* Each member shall be classified in accordance with the member's business, profession, or type of community service as provided in the Constitution of the Club and the Club shall not elect a person to Active Membership contrary to the classification limitations provided in the Constitution.

Article 11. Resolutions

Section 11.01 No resolution or motion to commit the Club on any matter shall be considered by the Club until it has been considered by the Club's Board. Resolutions or motions offered at a Club meeting by a Member shall be referred to the Board without discussion.

Article 12. Indemnification

Section 12.01. *Indemnification.* To the fullest extent of the law, the Club shall indemnify and hold harmless its Directors, Officers, Members, Employees and Agents against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any legal action or proceeding by reason of the fact that he or she is or was acting as a Director, Officer, Member, Employee or Agent of the Club, provided that such person acted in good faith, in a manner the person believed to be in the best interests of the Club.

Section 12.02 *Insurance.* The Club upon approval of the Board may purchase and maintain insurance to the full extent permitted by law on behalf of any person who is a Director, Officer, Member, Employee or Agent of the Club to cover any liability, claim, expense, loss, or damages asserted against or incurred by such

person by reason of the fact that he or she is or was acting for or on behalf of the Club.

Article 13. Miscellaneous

Section 13.01 *Electronic Records and Electronic Transmission.* To the fullest extent permitted by law, the Club may generate, keep, receive, maintain or store all writings, including minutes, books or records in any way relating to or evidencing the Club, or any other matter related thereto, in one or more "electronic records" (which means information inscribed on a tangible medium or stored in an electronic or other medium and which is retrievable in perceivable form other than a record inscribed or stored on paper or a paper equivalent).

Section 13.02 *Interpretation.* The provisions of these Bylaws shall be interpreted in a reasonable manner to implement the purposes of RI, Governing Law and the Voting Members and as follows.

- a) Wherever the context of these Bylaws requires, all words used in the singular shall be construed to have been used in the plural, and vice versa, and the use of any gender specific pronoun shall include any other appropriate gender.
- b) The use of the conjunctive "or" shall mean "and/or" unless otherwise required by the context in which the conjunctive "or" is used.
- c) The term "including" shall mean "including without limitation" and "including but not limited to" unless otherwise required by the context in which the term "including" is used.
- d) Article, section, and subsection titles and captions contained in these Bylaws are inserted as a matter of convenience and for reference and in no way define, limit, extend or describe the scope of these Bylaws or the intent of any of its provisions.

Section 13.03 *Choice of Law.* These Bylaws shall be governed by and construed under the laws of the State of California, irrespective of such state's choice-of-law principles.

Section 13.04 *Severability.* If any term or provision of these Bylaws is determined to be illegal, unenforceable or invalid in whole or in part for any reason, such illegal, unenforceable or invalid provisions or part thereof shall be stricken from these Bylaws, and such provision shall not affect the legality, enforceability or validity of the remainder of these Bylaws. If any provision or part thereof of these Bylaws is stricken in accordance with the provisions of this section, then the stricken provision shall be replaced, to the extent possible, with a legal, enforceable and valid provision that is as similar in tenor to the stricken provision as is legally possible.

Section 13.05 *Non-discrimination.* The Club shall not discriminate on the basis of gender, race, color, creed, national origin, or sexual orientation or any other characteristic protected under applicable federal or state law in any of its activities or operations including employment.

Article 14. Amendments

Section 14.01 These Bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all Members present, provided that notice of such proposed amendment shall have been mailed or e-mailed to each Member at least ten days before such meeting and announced at two consecutive regular meetings. Prior to the mailing or emailing, the Constitution & Bylaws Committee and the Board of Directors shall review the proposed amendments and shall make a recommendation to the membership concerning approval of the proposed amendments. No amendment or addition to these Bylaws can be made which is not consistent with the Club Constitution and the Constitution and Bylaws of RI.

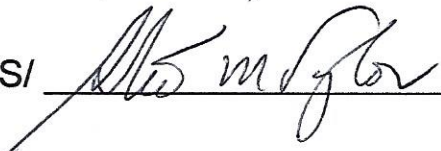
CERTIFICATE OF SECRETARY

The undersigned hereby certifies as follows:

I am the duly elected, qualified and acting Secretary of the Rotary Club of Coronado, a California unincorporated association; and

The foregoing Amended and Restated Bylaws consisting of 22 () pages were adopted as the Bylaws of the Rotary Club of Coronado by the Regular Members of the Rotary Club of Coronado by voice vote pursuant to which two thirds of the Regular Members present voted in favor of such adoption effective on or as of this date:

October 16, 2019

ISI  Secretary

History of Bylaw Revisions from 1953.

- a) Adopted unanimously March 5, 1953
- b) Amended November 29, 1955
- c) Amended December 27, 1955
- d) Amended February 22, 1961
- e) Amended March 28, 1962
- f) Amended March 3, 1965
- g) Amended March 1, 1967
- h) Amended March 5, 1969
- i) Amended May 28, 1975
- j) Amended January 27, 1986
- k) Amended January 31, 1996
- l) Amended May 18, 2005
- m) Amended August 17, 2010
- n) Amended January 14, 2013
- o) Amended February 15, 2015
- p) Amended October 4, 2017
- q) Amended March 7, 2018
- r) Amended and Restated on October 16, 2019