

AMENDED BYLAWS  
OF THE ROTARY CLUB OF  
WESTWOOD VILLAGE (LOS ANGELES)

By resolution duly adopted by the Board of Directors of the Rotary Club of Westwood Village (Los Angeles) (the "club") on September 13, 2005 and approved by the members of the club at an assembly held on October 20, 2005, the Bylaws of the club (Bylaws) are amended and restated in their entirety, as follows:

ARTICLE I  
ELECTION OF DIRECTORS AND OFFICERS

**Section 1** -- At a regular meeting one month prior to the meeting for election of officers, or by a mailing to all members of the club, the presiding officer shall ask for nominations by members of the club for president, vice president, secretary, treasurer, and four members of the board of directors. The nominations shall be presented to a nominating committee; such nominating committee shall consist of the presiding club President and the four (4) immediate past club presidents who continue to be members in good standing of the club. Other club officers may be present at the meeting of the nominating committee, as the chair of the committee sees fit, but these other club officers shall have no vote on the nominating committee. The chair of the nominating committee shall be the club past president serving on the nominating committee whose term of office as club president is the most senior of those past presidents so serving on the nominating committee. It shall be the responsibility of the chair of the nominating committee to convene the meeting. The nominations duly made by the nominating committee shall be presented and voted upon at a club assembly duly called during a regular club meeting (without requirement of prior notice) by the chair of the nominating committee or the club president or, in their absence, by any other member of the nominating committee, at which club assembly other nominations may be accepted from the floor. The candidates for president, vice-president, secretary, treasurer, and directors receiving a majority of the votes shall be declared elected as directors. The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following his election and as president on the first day of July immediately following his year of service on the board as president-elect.

**Section 2**—The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one month after election, the board of directors-elect shall meet and elect some members of the club to act as sergeants-at-arms.

**Section 3**—A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

**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.

## ARTICLE II BOARD OF DIRECTORS

The governing body of this club shall be the board of directors consisting of between ten (10) and twelve (12) members of this club, namely, the four (4) directors elected in accordance with Article I, Section 1, of these bylaws, the immediate past president, the president, the president-elect, the vice-president, the secretary, the treasurer, and, if the president so chooses, one or two additional directors appointed at large by the president.

## ARTICLE III DUTIES OF OFFICERS

**Section 1** -- *President*. It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to his office.

**Section 2** -- *President-Elect*. It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

**Section 3** -- *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to his office.

**Section 4** -- *Secretary*. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including the report of changes in membership, which shall be made to the General Secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor immediately

following the last meeting of the month, and collect and remit to Rotary International subscriptions to The Rotarian, and to perform such other duties as usually pertain to the office of secretary.

**Section 5--Treasurer.** It shall be the duty of the treasurer to have custody of all of the 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 usually pertain to the office of treasurer. 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.

**Section 6 -- Sergeant-at-Arms.** The duties of the sergeant-at- arms shall be such as are usually prescribed for his office and such other duties as may be prescribed by the president or the board.

#### ARTICLE IV

#### MEETINGS

**Section 1 -- Annual Meeting.** An annual meeting of this club shall be held no later than the first Thursday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 --** The regular weekly meetings of this club shall be held on Thursday at 12:15 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting honorary members (or members excused by the board of directors of this club, pursuant to Article 8, Section 3 of the constitution of the Rotary Club of Westwood Village (Los Angeles)) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club, at any other Rotary club, or as otherwise provided in Article 8 of the constitution of the Rotary Club of Westwood Village (Los Angeles).

**Section 3--**One-third of the membership shall constitute a quorum at the annual and regular meetings of the club.

**Section 4--**Regular meetings of the board shall be held on the second Tuesday of each month, or such other time as the board may specify. 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.

**Section 5**—A majority of the board shall constitute a quorum of the board.

## ARTICLE V FEES AND DUES

**Section 1**—The admission fee shall be \$175.00, or such other amount as may be determined by the board of directors, to be paid before the applicant can qualify as a member.

**Section 2**—The membership dues shall be such amount as may be determined by the board of directors, payable quarterly on the first day of July, October, January, and April, with the understanding that a portion of each payment of such dues (as required by Rotary International) shall be applied to each member's subscription to *THE ROTARIAN* magazine.

## ARTICLE VI METHOD OF VOTING

The business of this club shall be transacted by *viva voce* vote, except the election of officers and directors, which shall be by ballot in the event there is a contest for any office.

## ARTICLE VII COMMITTEES

**Section 1**—Standing Committees.

(a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service, Vocational Service, Community Service, International Service, Youth Activities

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, Youth Activities, and International Service, as he or she may deem necessary.

(c) The Club Service committee, Vocational Service Committee, Community Service Committee, Youth Activities Committee, and International Service Committee shall each consist of a chair, who shall be a board member and shall be appointed by the president, and not less than two (2) other members.

(d) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(e) Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.

**Section 2 -- Club Service Committee.**

(a) The chair of the Club Service committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.

(b) The Club Service committee shall consist of the chair of the Club Service committee and the chairs of all committees appointed on particular phases of Club Service.

(c) The president, may subject to the approval of the board, appoint committees on particular phases of Club Service, such as:

Attendance, Club bulletin, Fellowship, Magazine, Membership, Program, Public relations, Classifications, Rotary information

(d) Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

ARTICLE VIII  
DUTIES OF COMMITTEES

**Section 1 -- Club Service Committee.** This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service. The chair of the Club Service committee shall be responsible for regular meetings of the committee and shall report to the board on all Club Service activities.

(a) *Attendance Committee.* This committee shall devise means for encouraging attendance at all Rotary meetings including attendance at district conferences, intercity meetings, regional conferences, and International Conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) *Classifications Committee.* This committee shall from time to time make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle, shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(c) *Club Bulletin Committee.* This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program.

(d) *Fellowship Activities Committee.* This committee shall promote acquaintances and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.

(e) *Magazine Committee.* This committee shall stimulate reader interest in The Rotarian and/or *Revista Rotaria*; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure International Service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine, and in other ways make the magazine of service to the club members and non-Rotarians.

(f) *Membership and Membership Development Committee.* This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board. This committee shall also review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

(g) *Program Committee*. This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(h) *Public Relations Committee*. This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club.

(i) *Rotary Information Committee*. This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administrative operation of Rotary International.

**Section 2 -- Vocational Service Committee.** This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chair of this committee shall be responsible for the Vocational Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

**Section 3 -- Community Service Committee.** This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chair of this committee shall be responsible for the Community Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service.

**Section 4 -- Youth Activities Committee.** This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to various aspects of youth activities. The chair of this committee shall be responsible for the youth activities of the club and shall supervise and coordinate the work of any committee that may be appointed on particular phases of Youth Activities.

**Section 5 -- International Service Committee.** This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to International Service (other than Exchange Programs). The chair of this

committee shall be responsible for the International Service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International Service.

**Section 6.** -- *Exchange Programs Committee.* This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to various aspects of Rotary Youth Exchange, SCANEX, Rotary Ambassadorial Scholarships, Group Study Exchange, and other similar exchange programs. The chair of this committee shall be responsible for the Exchange Programs activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Exchange Programs.

## ARTICLE IX LEAVE OF ABSENCE

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

## ARTICLE X FINANCES

**Section 1**—The treasurer shall deposit all funds of the club in some bank to be named by the board.

**Section 2**—The treasurer shall pay all bills by check or electronic means, based on vouchers approved by any two officers. A thorough review by a qualified person shall be made once a year of all the club's financial transactions.

**Section 3**—Officers having charge of control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of the bond to borne by the club.

**Section 4**—The fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of members' dues shall be divided into four (4) quarter-annual periods extending from July

1<sup>st</sup> to September 30<sup>th</sup>, October 1<sup>st</sup> to December 31<sup>st</sup>, January 1<sup>st</sup> to March 30<sup>th</sup>, and April 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year on the basis of the membership of the club on those dates.

**Section 5**—At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, 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 XI METHOD OF ELECTING MEMBERS

### **Section 1**—*Active members.*

(a) 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, through the club secretary. The proposal for the time being shall be kept confidential, except as otherwise provided in this procedure.

(b) The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business, social standing, and general eligibility.

(c) The board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club secretary, of its decision.

(d) If the decision of the board is favorable, 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 shall be requested to complete and submit an application for membership and to give his permission for his name and proposed classification to be published to the club.

(e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of his admission fee, as prescribed in Article V of these bylaws, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club secretary shall report his name to the General Secretary of Rotary International.

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

**Section 2—Honorary Members.** The name of a proposed candidate for honorary membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If a majority of the board approves of the prospective honorary member, the proposed member shall be considered duly elected.

## ARTICLE XII RESOLUTIONS

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## ARTICLE XIII AMENDMENTS

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the Constitution and Bylaws of Rotary International.

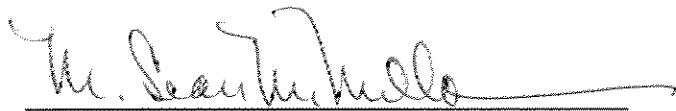
CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected, qualified and acting Secretary of the Rotary Club of Westwood Village (Los Angeles), a California nonprofit corporation (the "Corporation").

2. The foregoing ***Amended Bylaws of the Rotary Club of Westwood Village (Los Angeles)*** were duly adopted by resolution of the Board of Directors of the Corporation on September 13, 2005, and approved by the members of the club at an assembly held on October 20, 2005.

Executed on this 28<sup>th</sup> day of October, 2005

A handwritten signature in cursive script, reading "M. Sean McMillan", written over a horizontal line.

by M. Sean McMillan, Secretary