

BYLAWS

ROTARY SERVICE, INC.

(Amended on July 28, 2020)

ARTICLE I

The purpose for which this corporation is formed is set forth in the articles of incorporation, and these articles of incorporation are now referred to and by this reference made a part of these bylaws for all purposes as fully as though the same were copied in full in these bylaws.

ARTICLE II

Meetings of Members

Section (1) REGULAR MEETINGS. The trustees annually elected in the manner provided in the articles of incorporation shall meet in July of each year at a time and place of the meeting as determined by the Board, for the purpose of organizing the board of trustees by the election of its officers as hereinafter provided, and for the transaction of such other business as may come before the meeting.

(2) Other regular meetings of the board of trustees shall be held at least monthly at such time and place as may be designated by resolution of the board of trustees.

Section 2. SPECIAL MEETINGS. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors, notice having been given to the Board and active members by e-mail, not less than 72 hours before the meeting.

Section 3. NOTICE OF REGULAR ANNUAL MEETING, Ten days' notice of each regular annual meeting of the trustees shall be sent via e-mail at least ten days prior to the time fixed for such meeting. Such notice must state the time and place of the meeting, and that the purpose of the meeting shall be the organization of the board of trustees by the election of officers, and the transaction of any other business that may come before the meeting.

Section 4. QUORUM. A majority of the Directors shall constitute a quorum of the Board.

Section 5. VOTING. Unless otherwise specified in these bylaws, all decisions in regular or special meetings will be determined by a simple majority of those present and eligible to vote. Voting may be done in person or by e-mail if meeting in person is not possible. All e-mail votes must be addressed to the president and shall be copied to the entire Board. E-mail votes shall be limited to specific matters that need immediate action and cannot wait for the next scheduled meeting of the Board of Trustees.

Section 6. PROXIES. The duties of a trustee of ROTARY SERVICE, INC. cannot be delegated; therefore, no trustee shall be permitted to vote or to be represented at any meeting by proxy.

Section 7. PLACE WHERE MEETINGS MAY BE HELD. The meetings of the board of trustees shall be held at such place as may be designated from time to time by resolution of the board. Meetings of the trustees may be held in person or by telephone, video conference, or other means of communication in which all the participants may speak and hear each other.

ARTICLE III

Board of Trustees

The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by a board of trustees elected at the time and in the manner provided in the articles of incorporation of this corporation, or by such other manner as may be designated in any amendment to the articles of incorporation, as provided by law.

ARTICLE IV

Powers of Trustees

The trustees shall have the power:

1. To call special meetings of the board of trustees when they deem it necessary.
2. To appoint and remove, in their sole discretion, all officers, agents, and employees and prescribe their duties
3. To conduct, manage and control the affairs, matters and business of the corporation, and to make rules and regulations not inconsistent with the laws of the State of California, the articles of incorporation of the corporation or its bylaws, for the guidance of the officers and the management of its affairs.

ARTICLE V

Duties of Trustees

It shall be the duty of the board of trustees:

1. To keep a complete record of all their minutes and acts and proceedings of the meetings of its members, both regular and special, and to present a full statement at the regular annual meeting of its trustees showing in detail the condition of the affairs of the corporation. A certified copy of the statement shall be furnished to the board of directors of the Rotary Club of San Francisco, and published among the members of the Rotary Club of San Francisco.

2. To supervise all officers, employees, and agents and define their duties.
3. To install bookkeeping and auditing systems that each member may review from time to time concerning the receipts and disbursements of the corporation, the source of all receipts, and the purpose and amount of each disbursement.
4. The trustees shall receive no compensation for their services in acting as trustees of the corporation unless the same shall have been first authorized by resolution of the board of trustees.

ARTICLE VI

Officers

The officers of the corporation shall be a president, a president-elect, one or more vice-presidents, a secretary, a treasurer, and such other officers as the board of trustees desires to appoint or elect. All officers and employees shall hold their office or position at the pleasure of the board of trustees, and shall be subject to removal by the board of trustees at any time without specification of a cause therefor. One person may hold the offices of both secretary and treasurer.

ARTICLE VII

President

The board of trustees shall, at their first regular meeting, elect one of their members to act as president and designate one or more trustees to take the place of the president and perform presidential duties if at any time the president shall decline or be unable to act. The president, or in his /her absence, such vice-president acting in his/her place:

1. Shall preside over all meetings of the trustees.
2. Shall sign all agreements or other instruments in writing, and all checks authorizing the disbursement of any funds of the corporation.
3. Shall call the trustees together whenever he/she deems it necessary, and discharge such other duties as may be required of him/her by these bylaws by resolution of the board of trustees.

ARTICLE VIII

Secretary

The board of trustees shall elect a secretary, who shall keep a record of the proceedings of the board of trustees and shall have general custody and supervision over the office and office records and employees of the corporation, shall serve all notices required either by law or the bylaws of this corporation, and shall discharge such other duties as may be prescribed by the board of trustees.

ARTICLE IX

Treasurer

It shall be the duty of the treasurer:

1. To receive and keep all funds of the corporation, and pay them out only on check drawn in the name of the corporation and signed by the president and such person or persons as may be determined by resolution by the board of trustees. The treasurer may be any bank or banking corporation, or individual, designated by the board of trustees to act as such.
2. To submit at each annual meeting of the board of trustees, or as often as the board may require, a complete statement of the accounts of the corporation and proper vouchers for the inspection and consideration of the trustees.

ARTICLE X

Books and Papers

All records of the corporation shall, during business hours, be open to the inspection of any trustee, subject to the provisions of the laws of the State of California relating thereto.

ARTICLE XI

Amendments

These bylaws may be altered or amended at any annual meeting of the trustees or at any other meeting of the trustees called for that purpose by the vote of two-thirds of the trustees elected.