

**BYLAWS OF
ROTARY INTERNATIONAL DISTRICT 5320, INC.**

ARTICLE I. OFFICES

Section 1.01. Principal Office. Board of Directors will determine the principal office of the Corporation for its transaction of business.

Section 1.02. Change of Address. 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 Counties of Los Angeles or Orange in California. Any such change shall be noted to the members, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Section 2.01. Classification and Qualification of Members. The Corporation shall have one class of members only, which members shall be all Rotary Clubs designated to be in District 5320. Each member shall have equal voting and other rights. No club shall hold more than one membership in the Corporation.

Section 2.02. Eligibility for Membership. Any Rotary Club designated to be in District 5320 is eligible to be a member of the Corporation.

Section 2.03. Inspection Rights of Members.

(a) Demand. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the *Corporations Code* and the power of the court to limit inspection rights pursuant to Section 8332 of the *Corporations Code*, and unless the Corporation provides a reasonable alternative as permitted by Section 2.03(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following: (1) inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days prior written demand On the Corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later often (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(b) Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 2.03(a) of these Bylaws may be exercised by the following: (1) any member,

for a purpose reasonably related to such club's interest as a member; and, (2) the authorized number of members for a purpose reasonably related to the members' interest as members.

(c) Alternative Method of Achieving Purpose. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.03(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method, which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.03(a) of these Bylaws, shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.03(a) of these Bylaws.

Section 2.04. Nonliability of Members. Members of the Corporation and the members of the Rotary Clubs who are the members of the Corporation shall not be liable for the debts, obligations, or liabilities of the Corporation solely because of such membership.

Section 2.05. Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

ARTICLE III. DIRECTORS

Section 3.01. Number. The Corporation shall have three (3) Directors. The members may change the number of Directors. Collectively, the Directors shall be known as the Board of Directors.

Section 3.02. Qualifications. The Directors of the Corporation shall be the acting District Governor of District 5320 (Chair), the District Governor Elect of District 5320, and the immediate Past District Governor of District 5320. The members may change the qualifications of the Directors. Only Rotarians who are members of Rotary Clubs in District 5320 (who are the members of the Corporation) shall be eligible to serve as Directors.

Section 3.03. Terms of Office. Each Director shall hold office for three years.

Section 3.04. Election. The Directors shall be elected as in the manner set forth in the "Organization and Administration Manual" of the Corporation in the section entitled "District Nominating Committee."

Section 3.05. Compensation. The Directors shall serve without compensation.

Section 3.06. Meetings.

(a) Call of Meetings. The acting District Governor or any two (2) Directors may call meetings of the Board.

(b) Place of Meetings. 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.

(c) Time of Regular Meetings. An initial meeting of the Board will occur in the month of June of each year as determined by the Board of Directors with call or notice as to date and time. Subsequent meetings shall be held as determined by the Board of Directors, with call or notice.

(d) Special Meetings. The acting District Governor or any two (2) Directors may call special meetings of the Board. 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 Internet. 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 approval shall be filed with the corporate records or made a part of the minutes of the meetings.

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

(f) Transactions of Corporation. The Corporation shall be operated in accordance with the District's "Organization and Administration Manual". The Board is prohibited from taking any action inconsistent with the "Organization and Administration Manual" unless following the "Organization and Administration Manual" would be contrary to law.

(g) Conduct of Meetings. The acting District Governor shall preside at meetings of the Board of Directors and shall select a Secretary. In the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board 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.

(h) Adjournment. 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 must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.07. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board 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. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 3.08. Removal of Directors. The Board 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; (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 Section 7238 of the *Corporations Code* on directors who perform functions with respect to assets held in charitable trust.

Section 3.9. Resignation of Director. Any Director may resign effective upon giving written notice to the acting District Governor, 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.

Section 3.10. Vacancies on the Board.

(a) Causes. 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.

(b) Filling Vacancies by Members. Vacancies created by removal or resignation of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the *Corporations Code* and in a manner consistent with the "Organization and Administration Manual".

ARTICLE IV. ORGANIZATION AND ADMINISTRATION MANUAL

Section 4.10. The Organization and Administration Manual. The Corporation shall be operated in a manner consistent with the "Organization and Administration Manual," and in the event of any inconsistency between these Bylaws and the "Organization and Administration Manual," the Bylaws shall control unless doing so would be contrary to law. Modification or addition(s) to the District's "Organization & Administration Manual" may be necessary from time to time. The Advisory Board shall review any such modification or addition(s) and forward a recommendation to the Corporation's Board of Directors. Upon acceptance of the recommendation by the Board of Directors, the modification or addition(s) shall be voted upon by the membership of the Board of Directors and the Advisory Board. Acceptance of the change(s) shall be by a majority vote of a quorum of the Board of Directors and the Advisory Board. Thereafter, the "Organization & Administration Manual" will be changed.

ARTICLE V. CORPORATE RECORDS, REPORTS

Section 5.01. Keeping Records. 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 Corporation shall also keep a record of its members giving their names and addresses

of each. 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. All records shall be kept for a period at a specified location (i.e., five (5) years at the Corporate Office or other suitable location) as determined by the Board of Directors.

Section 5.02. Annual Report. The Corporation shall notify each member yearly of the member's right to receive a financial report as noted in the "Organization & Administration Manual".

Section 5.03. Annual Statement of Certain Transactions and Indemnifications. The corporation shall furnish annually to its members a statement of any transaction or indemnification as noted in the "Organization & Administration Manual", if such transaction or indemnification took place.

**CERTIFICATE OF SECRETARY
OF
ROTARY INTERNATIONAL DISTRICT 5320, INC.
A California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising five (5) pages, constitute the Bylaws of said Corporation as duly adopted by a majority of Club Presidents in attendance at the District called meeting held on February 13, 2012

Dated: February 18 , 2012

Signature: _____
Print: Ed Hardenburgh, Secretary