

# **BYLAWS OF THE ROTARY CLUB OF SEATTLE**

(Last amended October 31, 2019)



## **PREAMBLE**

Founded in 1910, the Rotary Club of Seattle ("Club") is the fourth established Rotary Club. A fundamental purpose of the Club is "Service Above Self" as set forth in the Club's Articles of Incorporation. As a nonprofit corporation under the laws of the state of Washington, the Club is governed by and has all authority and powers set forth in the Washington Nonprofit Corporation Act, as amended [Revised Code of Washington (RCW) 24.03A]. As further set forth below, the Club also complies with that certain Standard Rotary Club Constitution ("Constitution") that the Club has adopted, which is consistent with the Constitution of Rotary International, as amended.

## **ARTICLE I Election of Officers and Directors**

### **SECTION 1**

Nomination and Voting. At a regular meeting on a date determined by the President or the Board of Directors of The Rotary Club of Seattle ("directors" or "Board" or "Board of Directors"), the Governance Committee, as provided for in Article VII, Section 1, shall nominate at least one candidate for each officer or director position for the Club that is open and to be filled for the ensuing year. Officers to be nominated and elected for each ensuing year shall be a president; chairperson; president-elect; vice-president for membership-retention; vice-president for membership-recruitment; vice-president for service; vice-president for programs; secretary; treasurer; immediate past-president; and sergeant-at-arms.

Any two or more offices may be held by the same person, except the offices of President and Secretary.

Unless approved by the Board of Directors, no member of the club shall be qualified to serve on the Board of Directors of the Rotary Club of Seattle if he or she is serving on the Board of Trustees of the Seattle Rotary Service Foundation.

The names of candidates nominated by the Governance Committee shall be announced to the Club in writing at least two weeks prior to the date of the election at the Club's annual meeting. The candidates nominated by the Governance Committee shall be affirmed or rejected by a majority of official ballots from Club members, which shall include official ballots submitted: (i) in person on Election Day, or (ii) by regular mail or electronically, during the period between the announcement of candidates and Election Day ("Designated Voting Period"). Ballots other than official ballots, or ballots received after the Designated Voting Period shall not count in the election of Board officers and directors. Official ballots shall be as determined by the Board.

Officers shall be elected for a one-year term only and directors shall be elected for a three- year term. Officers may serve consecutive full terms, but directors may not serve consecutive full terms.

## **SECTION 2**

Partial Terms. If any director or officer shall cease to hold his or her office through death, resignation, incapacity, or otherwise, except as otherwise specifically provided, it shall be filled by the Board of Directors for the balance of the term ("Partial Term"). A Partial Term shall automatically expire at the end of the applicable Club year on June 30. Upon the expiration of a Partial Term, the director may be elected for a complete three-year term, and officer to a one-year term, consistent with these Bylaws

## **SECTION 3**

Term of Office. The officers and directors elected as aforesaid shall take office on July 1 of the applicable year.

## **SECTION 4**

Club Director. A Club Director (herein "Club Director") may be appointed by the Board of Directors whose duty it shall be to perform the duties which may be delegated to the Club Director by the president or by the Board of Directors, and to generally perform the active and routine work of the organization. The salary of the Club Director and the terms of the employment of such Club Director shall be determined by the Board of Directors. The Club Director shall be an ex officio, nonvoting Director of the Club. For the purposes of determining the number of Directors serving the Club or for determining a quorum at meetings of the Board, the ex officio, nonvoting Director shall not be considered a member of the Board.

## **SECTION 5**

Conflict of Interest. Club officers, directors, and members of committees of the Directors authorized to act on behalf of the Directors shall complete a Conflict-of-Interest Questionnaire annually.

# **ARTICLE II Directors**

## **SECTION 1**

Board of Directors: Number and Powers. The governing body of the club shall be the Board of Directors, consisting of no less than fifteen (15) directors and no more than twenty-seven (27) directors, the specific number to be set by resolution of the Board annually. The management

of all the affairs, property and interests of the Club shall be vested in the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Constitution and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws and the Constitution directed or required to be exercised or done by the members of the corporation, including authority to amend and issue policies that affect the Club, its directors, and members.

## **SECTION 2**

Insurance. Directors', Officers', and Employees' insurance will be in place on a continuing basis. The Board shall set the limits of the coverage. A combined policy with the Seattle Rotary Service Foundation is acceptable.

## **SECTION 3**

Director Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Club and approved by the Board.

## **SECTION 4**

Removal. In addition to removal by members as provided by law, a director or officer may be removed, with or without cause, by a supermajority (2/3) vote of the Board of Directors.

## **SECTION 5**

Board member leave of absence. Upon request, a Board member may be granted a temporary leave of absence from their Board duties for no more than three consecutive months. The member must resign from their position if the leave extends beyond this limit.

## **SECTION 6**

The Seattle Rotary Service Foundation. The Seattle Rotary Service Foundation ("SRSF") shall be represented on the Board of Directors by the SRSF President or his/her designee. This position will be an ex-officio, non-voting position, and will not count towards the range of Board members allowed for under Section 1 of this Article.

# **ARTICLE III**

## **Duties of Officers**

In addition to such other duties as may be assigned to him or her by the Board from time to time, the officers shall have the following duties:

## **SECTION 1**

President. It shall be the duty of the president to preside at meetings of the club, and perform such other duties as ordinarily pertain to the office of president. The president shall have the overall responsibility for the operations and activities of the club for the Rotary year for which the president has been elected.

## **SECTION 2**

Chairperson. It shall be the duty of the chairperson to serve as chair of the Board, preside at meetings of the Board of Directors, lead the Board on strategic issues, and perform such other duties as ordinarily pertain to the chairperson. The chairperson shall be a current officer or director at the time of his/her nomination.

### **SECTION 3**

President-elect. The president-elect shall have the duty of familiarizing himself/herself with the functions of the office of the president in the approximately one-year period prior to assuming the office of president. The president-elect shall be privileged to attend all committee meetings but shall not be considered a voting member of such committees. The president-elect shall be a full-fledged member of the Board of Directors. It shall be the responsibility of the president-elect to preside at meetings of the club in the absence of the president and to perform such other duties as ordinarily pertain to his or her office. If the president shall cease to hold office through death, resignation, incapacity, or otherwise, the president-elect shall automatically become president for the balance of the term in addition to the term that follows.

### **SECTION 4**

President-elect Nominee. The president-elect nominee shall have the duty of leading all aspects of Seattle Rotary's DEI (diversity, equity, and inclusion) initiatives across all of the club's committees, SRSF, programming, activities, and the Board. Utilizing assistance from interested members, duties include coordination with the Board to incorporate DEI goals into the club's strategic plan providing (at least) quarterly updates to the board; guidance to SRSF on DEI factors impacting their grantmaking and governance; developing strategies to integrate, implement and measure the club's DEI initiatives, including governance, membership, service, programs, and club management; member engagement in the club's DEI efforts; and regular communication with membership on results and impacts. These responsibilities commence upon election and shall remain until election, and smooth transition, to the successor.

### **SECTION 5-A**

Vice-president for Membership-Retention. The newly elected vice-president for membership-retention who is to serve in the coming new Rotary year following his or her election shall commence to study membership matters and internal operations of the club and shall consult with the president-elect and vice-president for membership-recruitment concerning such matters.

### **SECTION 5-B**

Vice-president for Membership-Recruitment. The newly elected vice-president for membership-recruitment who is to serve in the coming new Rotary year following his or her election shall study membership matters and internal operations of the club and shall consult with the president-elect and vice-president for membership- retention concerning such matters.

### **SECTION 6**

Vice-president for Service. It shall be the responsibility of the vice-president for service, along with the president for the Rotary year in which such vice-president for service shall be elected to select appropriate service committees and to coordinate the activities of all such service committees; to assist in encouraging the attendance at and participation in the meetings of such committees; and to assist in the formation of task forces as needed; all as may be necessary or appropriate to fulfill the service missions and priorities as determined by the club.

### **SECTION 7**

Vice-president for Programs. It shall be the duty of the vice-president for programs to manage the 'bell to bell' content for the weekly club meetings.

### **SECTION 8**

Secretary. It shall be the duty of the secretary to provide for the recording and preservation of minutes of board meetings and executive committee meetings and ensuring the completion and

timely submission of required reports to Rotary International, including semi-annual reports of membership and reports of attendance at club meetings. For purposes of determining quorum at meetings and voting rights, the secretary shall maintain an up-to-date list of all members in good standing, which list shall include addresses (electronic and street addresses, as necessary) and other customary contact information.

## **SECTION 9**

Treasurer. It shall be the duty of the treasurer to collaborate with and supervise the work of the Club Director in taking custody of funds and making reports to the club thereon at the annual meetings or at any other time demanded by the Board of Directors, and in general to perform such other duties as pertain to the office, or as directed by the president, Board chairperson or Board. The treasurer shall chair the Finance Committee and lead that committee as prescribed in Article VII, Section 5. The treasurer shall assure that the Board is regularly apprised of the financial condition of the organization, including timely distribution of periodic financial statements.

## **SECTION 10**

Immediate Past President. It shall be the duty of the immediate past president to serve as counsel to the president, chairperson, and Board, and to perform such other duties as may be assigned from time to time by the president or Board.

## **SECTION 11**

Sergeant-at-arms. The sergeant-at-arms shall provide for the maintenance of order and the following of rules of conduct at Club meetings, and to perform such other duties as may be assigned from time to time by the president or Board.

# **ARTICLE IV**

## **Meetings**

## **SECTION 1**

Annual Meeting. The first regularly scheduled meeting held in December of each year shall be the annual meeting of the club, at which the election of officers and directors shall take place. If the annual meeting is not held in December, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **SECTION 2**

Meetings of Members. Annually, the Board will approve a meeting and activity calendar.

## **SECTION 3**

Membership Quorum. One-third of the membership in person or by remote communication shall constitute a quorum of the annual and regular meetings of members of the club.

Members of the corporation may participate in a meeting of members via remote communication by means of which all persons participating in the meeting can participate substantially concurrently, vote on matters submitted to the members, pose questions, and make comments. Participation by such means shall constitute presence in person at a meeting.

## **SECTION 4**

Special meetings of members. Special meetings of the members for any purpose(s), unless otherwise prescribed by statute or the Club Constitution, may be called at any time by the President, Secretary, Board of Directors, or by members holding not less than 25% of the votes

entitled to be cast at the meeting. Notice of each special meeting of members shall be as set forth in these Bylaws and, state the place, day and hour of such meeting, and the purpose or purposes for which the meeting is called.

A majority of the members shall constitute a quorum for a special meeting and for the transaction of all business, provided a lesser number may adjourn the meeting to a definite later time. Such members must be present in person or by remote communication to be counted toward a quorum. The act of a majority of the members present at the meeting at which a quorum is present shall be the act of the members.

## **SECTION 5 Notice of Special Member Meetings**

a) Time and Place. Written notice stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called shall be delivered not less than 10 and no more than 60 days before the meeting.

b) Notice in a Tangible Medium; Effectiveness of Notice. Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone, or electronic transmission.

i) Notice in Person. Notice given in person is effective when communicated, if communicated in a comprehensible manner.

ii) Notice by Electronic Transmission. Notice given by electronic transmission is effective when given, if the notice is delivered by electronic transmission to the member's address shown in the corporation's current record of members.

c) Notice by General Circulation or Public Broadcast. If notice in person or by delivery is impracticable, notice may be communicated by a newspaper of general circulation in the area where published or by radio, television, or other form of public broadcast communication.

d) Notice of Meeting Called by Members. At any time, upon the written request of at least 25% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, and if the Secretary shall neglect or refuse to issue such notice in the manner provided by these Bylaws, the person or persons making the request may do so and may fix the date, time and place for such meeting.

e) Notice of Meeting to be Held via Remote Communications. For any meeting at which one or more members may participate by means of remote communication, the corporation shall deliver notice of the meeting to each member by a means which the member has authorized and provide complete instructions for participating in the meeting by remote communication.

f) Voting by Mail or Electronic Transmission. Whenever proposals are to be approved or directors are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

## **SECTION 6 Waiver of Notice**

- a) In Writing. A member may waive any notice required by these Bylaws not more than sixty days before or sixty days after the date and time stated in the notice or of the meeting or action. Such waiver must be in the form of a record, be executed by the member entitled to the notice and be delivered to the corporation.
- b) By Attendance. Waiver of notice may be by attendance of a member at a meeting unless the member at the beginning of the meeting or immediately upon arrival at the meeting objects to holding the meeting or transacting business at the meeting. The member waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects at the meeting to considering the matter.

## **SECTION 7 Board Meetings**

- a) Regular meetings. Regular meetings of the Board of Directors shall be held, with or without notice, on dates set by the Directors, Board Chairperson, or the President. The Board intends to meet not less than four (4) times a fiscal year. Except for discussions and decisions regarding sensitive matters as determined by a majority of the Directors, any member as defined herein may attend a Board of Directors meeting.
- b) Special Board Meetings. Special meetings of the Board of Directors shall be called by the president or Board chairperson whenever deemed necessary, or upon the request of 33% of the members of the Board. Each director shall receive notice which shall specify the time, place, and purposes of the meeting.

## **SECTION 8 Notice of Special Board Meetings**

- a) In Writing. Notices in writing may be delivered or mailed to the Director at such Director's address shown on the records of the club at least three days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting unless required by these Bylaws or by applicable Washington law.
- b) Personal Communication. Notice may be by personal communication with the Director at least three days before the meeting.
- c) Electronic Transmission. Notices may be provided in an electronic transmission and be electronically transmitted at least three days before the meeting. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose even if no individual is aware of its receipt.
- d) Posting Electronic Notice. Notice may be provided to Directors by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than three days before the meeting. Notice is

effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Article IV, Section 8(d).

## **SECTION 9 Waiver of Notice**

a) Record. A Director may provide a written waiver of notice at any time. Such waiver shall be filed with the corporate records.

b) By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to action taken at the meeting.

## **SECTION 10**

Board Quorum. A majority of the number of members of the Board shall constitute a quorum for a meeting of the Board of Directors, provided a lesser number may adjourn the meeting to a definite later time. Except as expressly set forth in these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## **SECTION 11**

Board Actions by Written Consent. Any corporate action required or permitted by these Bylaws, the Club Constitution, or by the laws of the state of Washington, to be taken at a meeting of the members or of the Board of Directors (or any committee), may be taken without a meeting if a consent in writing, or by facsimile, or by electronic mail, setting forth the action so taken, shall be signed in counterparts by all of the Board or committee members. In no event may the period between the date of the first signature on such a consent and date on which all the members or directors have executed the consent be more than sixty days. Such consent shall have the same force and effect as a unanimous vote.

## **SECTION 12**

Board Meeting by Telephone Conference. Members of the Board of Directors may participate substantially concurrently, vote on matters submitted to the Board, pose questions, and make comments. Participation by such means shall constitute presence in person at a meeting.

## **SECTION 13**

Rules of Conduct. Rules of Conduct for meetings of the Board and its committees shall be governed by (in descending order of priority): Washington state law; the Constitution; the Bylaws; and resolutions of the Board of Directors. Where those sources fail to resolve the issue at hand, "Robert's Rules of Order" shall apply.

# **ARTICLE V Fees and Dues**

## **SECTION 1**

Admission Fee. The admission fee of an active member shall be an amount as determined by action of the Board of Directors, and shall be paid before the applicant can qualify as a member.

## **SECTION 2**

Amount. The membership dues of an active member (except as provided in Section 3 of this Article V) shall be an amount as determined by the Board of Directors, payable on a schedule



as determined by the Board with the understanding that a requisite amount of such payment be applied to each member's subscription to the "Rotarian Magazine". Provided, however, that membership dues of new members shall be prorated according to the prorating of the fiscal year during which they are members.

### **SECTION 3**

Exceptions. As determined by the Board from time to time, or by a committee as determined by the Board, the Board may approve policies regarding a member's request for a reduction of annual dues or fees to the Club.

## **ARTICLE VI Method of Voting**

Except as expressly provided in these Bylaws, the business of this organization shall be transacted by voice vote, except the election of directors and officers, or on any appeal from the decision of the Board, which shall be by ballot.

## **ARTICLE VII Committees**

### **SECTION 1**

In addition to the standing committees provided in Section 5 below, the Board, by resolution adopted by a majority of Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. The Board may also appoint committee members who are not Directors and who shall serve in an advisory capacity as non-voting members of such committees. No committee member who is not also a director of the corporation shall have the right to vote unless otherwise required by law. Such committees shall have and exercise the authority of Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board, except that no committee shall have the authority to (a) authorize distributions, (b) adopt, amend, alter or repeal these Bylaws; (c) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (d) amend the Articles of Incorporation; (e) adopt a plan of merger or consolidation with another corporation; (f) adopt a plan of domestication, for-profit conversion, or entity conversion; (g) authorize the sale, lease or exchange of all or substantially all the property and assets of the corporation not in the ordinary course of business; (h) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (i) adopt a plan for the distribution of the assets of the corporation; or (j) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law.

### **Section 2**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Unless the Board of Directors adopts rules for the governance of a committee, then each committee may adopt its own governance rules, provided that such rules shall not be inconsistent with the provisions of the Articles of Incorporation, these Bylaws or by Washington law.

### **Section 3**

Any member of any committee may resign at any time by delivering written notice thereof to the Chair of the Board, the President, the Secretary, or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 4**

The Board, by resolution adopted by a majority of Directors in office, may remove from office any member of any committee elected or appointed by it.

#### **a) Section 5**

The current standing committees set forth below, which may be changed from time to time by the Board of Directors, shall be established or reestablished to serve during each club year (commencing July 1).

a) Governance Committee. The Governance Committee shall have the obligations otherwise provided in these bylaws and shall report periodically to the boards of both the Rotary Club of Seattle and the Seattle Rotary Service Foundation, and its chairperson shall be appointed by the Rotary Club of Seattle Board Chairperson. The Governance Committee shall include at least two past presidents when nominating candidates as set forth under these Bylaws. At-large members shall serve a one-year term (which may be renewed) and prior to serving shall be endorsed by the club Board each club year. The governance committee shall be charged with the following tasks and responsibilities:

- (i) Nominate officer and director candidates of the club as provided in Article I, Sec. 1.
- (ii) Nominate trustee candidate(s) (but not officers) for the Foundation consistent with the Foundation's Bylaws under Art. 3, and as may be amended by the Foundation.
- (iii) Assure that Constitution, Bylaws, policies, and strategic plans for Rotary Club of Seattle are reviewed and updated regularly to comply with regulatory requirements and reflect current practices.
- (iv) Conduct an annual review of the Board to assure that its responsibilities are completed as prescribed by the Constitution, Bylaws, and policies & procedures of the club.

b) Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall oversee financial reporting and development of the annual budget. The committee shall meet quarterly or as needs dictate as directed by the President, Board Chairperson, and the Board. They shall regularly receive, review, and discuss club financial statements. The committee shall participate in development of the club budget and shall have a budget for the coming Rotary year ready to present at the May Board meeting.

c) Executive Committee. The executive committee consisting of officers as determined by the Board, but shall include the chairperson, president, president-elect, secretary, and

treasurer, may transact club business subject to the final approval of the Board. The Executive Committee shall meet between meetings of the Board and shall have all the authority of the Board to the full extent allowed by applicable Washington law or these Bylaws. Any action taken by the Executive Committee that would otherwise require approval by the Board shall be subject to ratification at the next meeting of the Board.

## **ARTICLE VIII**

### **Leave of Absence (Sabbatical Policy)**

As determined by the Board from time to time, or by a committee as determined by the Board, the Board may approve sabbatical policies for the Club consistent with these Bylaws and the Constitution concerning request(s) from member(s) for a temporary leave of absence from attending meetings of the club for a specified length of time.

## **ARTICLE IX**

### **Finances**

#### **SECTION 1**

Deposits. All funds shall be deposited in a bank or banks to be named by the Board of Directors, provided surplus funds may be invested by the Board in a prudent manner in compliance with applicable law and as determined by the Board.

#### **SECTION 2**

Payments. All bills shall be paid upon the authority of the Board of Directors by electronic transfer or by a check signed by any director, officer, Club Director, or as otherwise determined by the Board. A thorough review shall be made by a certified public accountant or other qualified person once each year of all of the club's financial transactions.

#### **SECTION 3**

Fiscal Year. The fiscal year of this club shall extend from July 1st to June 30th of each year, also known as the "Rotary Year." The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

#### **SECTION 4**

No Loans Involving Directors and Officers. No loan shall be made by the Club to any Board member, officer, or member, nor shall any Board member, officer, or member make any loan to the Club.

#### **SECTION 5**

Signature Authority. After approval by the Board, deeds, mortgages, contracts, and all other instruments affecting real property or purporting to convey or encumber any interest in real property shall be signed by the president and at least one other director as determined by the Board.

#### **SECTION 6**

Books and Records. The books and records of the Club shall be open to inspection at all times to the members, directors, and officers in the manner and to the extent required by law.

## **ARTICLE X**

### **Method of Electing Members**

#### **SECTION 1**

Consistent with the Constitution, individuals may be elected to club membership as follows:

- a) Application. To initiate the application of a person for active membership in this club, the following procedures shall be followed: Every application for membership of a candidate shall be signed by a member. Said application shall be made on the regular form in use at the time and shall convey all information that is therein asked and any other pertinent information that may be helpful to the committee responsible for membership/classification. The application shall be filed with the Club Director who shall deliver same to the chairperson of the committee responsible for membership/classification. Such committee shall first consider the eligibility of such proposed member from the standpoint of classification. The committee responsible for membership/classification shall then make due investigation of the character, business, social standing and general eligibility of the person proposed for membership, and by a majority vote of the committee shall elect or reject said application for membership. Such committee shall refer to the Board of Directors for final action in all applications favorably passed upon by the committee.
- b) Board Approval. The Board shall consider and approve or disapprove the recommendations of the committee responsible for membership/classification matters and shall then notify the proposer through the Club Director of its decision.
- c) Admission. If the decision of the Board is favorable, and if no written objection to the membership proposal, stating reasons, is received by or on behalf of the Board from any member of the club within seven days following publication of the name of the prospective member, the prospective member shall be notified in writing of his or her election, and upon payment within one month for such notification of his or her admission fee as prescribed in Article V of these by-laws, shall be considered admitted to membership.
- d) Protested Admissions. In case written protests are received against the admission of any candidate, made separately and individually by one or more members of the club, and presented to the Club Director within the seven-day period of publication as specified above, said protest shall be referred to a protest committee consisting of the officers, the Board representative to the committee responsible for membership/classification and the chairperson of that committee. Said committee shall receive and carefully weigh the evidence and make its recommendations to the Board of Directors whose actions shall be final. If the decision of the Board is to approve the admission the procedure prescribed in subsection (c) of this Article for notification of election and admission to members shall be followed.
- e) Removal from Membership. A member may be removed by the Board in a manner consistent with the Constitution, as may be amended under Article XV.

#### **SECTION 2**

Honorary Members. Honorary members shall be elected in the following manner: The name of the candidate for honorary membership shall be proposed by at least five active members. If said proposal shall be accepted by unanimous vote of the committee responsible for membership/classification matters and of the Board of Directors, it shall be presented to the club at a regular meeting and the candidate shall be deemed elected if he receives a majority vote of

the members present. Any person elected an honorary member shall be promptly notified thereof by letter and if an acceptance is not received within sixty days thereafter, the election shall be deemed cancelled. An honorary membership shall continue from year to year of the life of the honorary member, unless terminated by an express resolution of the Board of Directors.

## **ARTICLE XI Membership Limitation**

There shall be no numerical limits to the membership of the club.

## **ARTICLE XII Resolutions and Subscriptions**

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 of Directors. Such resolutions or motions, if offered at a club meeting, shall be referred, without discussion, to the Board, which after having given consideration to the matter, may submit the matter together with its recommendations, to the club. Having received the recommendations of the Board, the club may then proceed to take such action as may seem proper to the majority.

## **ARTICLE XIII Office**

The principal office of the Club shall be at 1326 Fifth Avenue, Suite 342, Seattle, King County, Washington, or such other place that serves as the principal office of the Rotary Club of Seattle or is chosen by the Directors.

## **ARTICLE XIV Indemnification**

The Club shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The Club shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## **ARTICLE XV Rotary Club of Seattle Constitution**

The directors may approve a Rotary Club Constitution. As determined by the directors from time to time, the directors may approve amendments to the Rotary Club Constitution, and related constitutional enactments and resolutions that come before the Board from Rotary district conferences, Rotary International recommendations, directors, or members. Such decisions and related policies for the Club, if any, by the directors shall be summarized in the Club's minutes in accordance with these bylaws and applicable law. The directors may also provide formal notice of such actions as necessary to members in such manner as may be determined by the directors.

## **ARTICLE XVI Dissolution**

If necessary, under applicable law, the Constitution, these Bylaws, or as determined by a supermajority (2/3) vote of the directors, the Club may authorize the voluntary dissolution of the corporation and adopt a plan for the distribution of the assets of the corporation in compliance with all applicable laws. Such plan of dissolution must be approved by a majority of Club members present at a regular or special Club meeting. Members of the Club shall have at least two (2) weeks written notice of the Board's recommended dissolution of the Club.

## **ARTICLE XVII Amendments**

Except as hereinafter provided in this Article 17, the power to alter, amend, or repeal these Bylaws or adopt new Bylaws is vested in the Board of Directors by a supermajority (2/3) vote of the Board of Directors at any meeting of the Board, and such Board action shall be affirmed or rejected by a majority of Club members present at a regular Club meeting. Members of the Club shall have at least two (2) weeks written notice of the Board's recommended change(s) to the Bylaws.

Adopted by resolution of the Club's Board of Directors with the effective date of July 1, 2023.