

**BYLAWS OF
ROHNERT PARK-COTATI ROTARY FOUNDATION,
A California Nonprofit Public Benefit Corporation**

ARTICLE I. OFFICES

Principal Office

Section 1.01. The Board of Directors shall designate the location of the principal executive office of the Corporation at any place within or without the State of California. If the principal executive office is outside the State of California, then the Board of Directors shall designate the location of the principal business office in the State of California.

Change of Address

Section 1.02. 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 California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. OBJECTIVE AND PURPOSE

Section 2.01. The primary objective and purpose of this Corporation is as follows: to promote educational, scientific, medical, surgical, hygienic, musical, artistic and art preservation endeavors, historical records and relics, public health, civic improvements, care of the aged, sick, helpless, poor, incompetent, children, and other agencies for the moral, mental, social and physical well-being of people. The Corporation may engage in any activities necessary or incidental to such objective and purpose.

ARTICLE III. MEMBERS

Classification of Members

Section 3.01. The Corporation shall have one class of members only, and each member shall have equal voting and other rights. No person shall hold more than one membership in the Corporation.

Eligibility for Membership

Section 3.02. Any person, as defined Section 5065 of the Corporations Code, is eligible to be a member of the Corporation. Further, members of this Corporation shall be the persons who are members of, and entitled to vote in, the Rotary Club of Rohnert Park-Cotati.

Application Fee

Section 3.03. There shall be no fee for making application for membership in the Corporation.

Dues

Section 3.04. The annual dues, if any, payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors.

Assessments

Section 3.05. Memberships shall be non-assessable.

Number of Members

Section 3.06. There shall be no limit on the number of members the Corporation may admit.

Transferability of Membership

Section 3.07. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Membership Book

Section 3.08. The Corporation shall keep in written form, or in any form capable of being converted into written form, a membership book containing the name and address of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 3.09 of these Bylaws.

Inspection Rights of Members

Demand

Section 3.09.

(a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 6331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 6332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 3.09(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 latest of ten (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.

Members Permitted to Exercise Rights of Inspection

(b) The rights of inspection as set forth in Section 3.09(a) of these Bylaws, may be exercised by any member for a purpose reasonably related to such person's interest as a member.

Alternative Method of Achieving Purpose

(c) The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 3.09(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 that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 3.09(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 that 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 3.09(a) of these Bylaws.

No Liability of Members

Section 3.10. A member of the Corporation shall not, solely because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Termination of Membership

Causes

Section 3.11.

(a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) The termination of the member's membership in the Rotary Club of Rohnert Park-Cotati;
- (3) The death of a member;
- (4) The dissolution of corporate members; and
- (5) The nonpayment of dues, if any have been established by the Board of Directors, subject to the limitations set forth in Section 3.11(b) of these Bylaws.

Effect of Termination

(b) All rights of a member in the Corporation shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE IV. MEETINGS OF MEMBERS

Place

Section 4.01. All meetings of members of the Corporation shall be held at the principal executive office of the Corporation, or at any other place, within or without the State of California, specified by the Board of Directors. The place of any meeting of members shall be specified in the notice calling the meeting.

Regular Meetings

Section 4.02. Regular meetings of members shall not be held, except as may be required for the nomination of Directors upon expiration of their term, as specified in Section 5.03.

Special Meetings

Section 4.03. Special meetings of members may be called by the Board of Directors, the Chairman of the Board or the President of the Corporation and held at such place as is fixed in Section 4.01 of these Bylaws. Twenty (20%) or more of the members of the Corporation may call special meetings for any lawful purpose.

Notice of Meetings

Section 4.04. Written notice of every meeting of members shall be either personally delivered, electronically delivered (E-Mail) or mailed by first-class United States mail, postage prepaid, not less than ten (10) nor more than thirty (30) days, before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote there at. In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice.

No meeting of members may be adjourned for more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

Section 4.05. The notice shall state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees

at the time the notice is given to the members.

Waivers, Consents, and Approval

Section 4.06. The transactions of any meeting of any member however called and noticed, and wherever held, shall be as valid as though conducted at meeting duly held after regular call and notice, if a quorum is present either in person or by written proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by written proxy, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the meeting's minutes. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at the meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened; and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting.

Quorum

Section 4.07. Except as otherwise provided in the Articles of Incorporation, a majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members.

Loss of Quorum

Section 4.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members represented either in person or by proxy, but no other business may be transacted, except as provided in the preceding paragraph. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 4.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 4.08 of these Bylaws.

Voting of Membership

One Vote Per Member

Section 4.10

(a) Except as otherwise provided by law and except as otherwise may be provided in the Articles of Incorporation, each member shall be entitled to one (1) vote on each matter submitted to a vote of members.

Record Date of Membership

(b) In order that the Corporation may determine the members entitled to notice of any meeting, to vote or to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance; a record date, which shall not be more than sixty (60) nor less than ten (10) days prior to the date of the meeting, nor more than sixty (60) days prior to any other action.

If no record date is fixed, the record date for determining members entitled to notice of, or to vote at, a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. The record date for determining members entitled to give consent to corporate action in writing without a meeting when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given. The record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

A determination of members of record entitled to notice of, or to vote at, a meeting of members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting; provided, however, that the Board of Directors shall fix a new record date if the meeting is adjourned for more than forty-five (45) days from the date set for the original meeting.

Cumulative Voting

(c) Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

Proxy Voting

(d) Every person entitled to vote for the election of Directors or otherwise may authorize another person or persons to act by duly executing a written proxy and filing it with the Secretary of the Corporation. Unless a proxy is stated to be irrevocable, it shall continue in full force and effect unless it is revoked by the maker prior to the vote (i) by delivering it in writing to the Corporation stating that the proxy is revoked; (ii) by duly executing a subsequent proxy and presenting it to the meeting; or (iii) by attendance at the meeting by the maker and voting in person. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted, the

Corporation receives written notice of the death or incapacity of said maker. Notwithstanding the above, no proxy shall be valid after the expiration of eleven (11) months from the date thereof unless expressly provided in the proxy. If a proxy states that it is irrevocable, it shall be governed by Sections 705(e) and 705(f) of the Code.

Action Without Meeting by Written Ballot

Ballot Requirements

Section 4.11.

(a) Subject to the limitations specified in Section 4.11(b) of these Bylaws, any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Limitations Pertaining to Election of Directors

(b) Directors may be elected by written ballot.

Solicitation of Ballots

(c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 4.04 of these Bylaws and of voting by written ballot set forth in Section 4.11(a) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the age of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Inspectors of Election

Appointment

Section 4.12.

(a) In advance of any meeting of the members or any action by written ballot, the Board may appoint any persons, other than candidates for office, as inspectors of election. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action

by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot upon request of any member.

Duties

(b) The inspectors of election shall perform the following duties:

- (1) Determine the number of voting memberships outstanding, the voting power of each, and when applicable the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (2) Receive votes, ballots or consents;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (4) Count and tabulate all votes and consents;
- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

ARTICLE V. DIRECTORS

Number

Section 5.01. The number of Directors of the Corporation shall be not less than five (5) nor more than nine (9) which shall in no event be greater than twice the minimum stated number, less one (1), with the exact number of Directors to be fixed, within the limits specified, by approval of the Board of Directors or the members in a manner provided by these Bylaws. The minimum and maximum numbers may not be changed, nor a fixed number substituted for the range of numbers, except by amendment of this section of the Bylaws.

Qualifications

Section 5.02. The Directors of the Corporation shall be residents of the State of California and members, in good standing, of the Rotary Club of Rohnert Park-Cotati.

Terms of Office

Section 5.03. Except as otherwise specified, each Director shall hold office for three (3) years, until the next meeting of members as prescribed by Article IV of these Bylaws, and until such Director's successor is elected and qualifies under Article IV of these Bylaws. Terms of office shall be staggered such that a maximum of three (3) Directors will be elected or take office in any one (1) year. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 4.03 of these Bylaws, such Director shall hold office until his or her removal and his or her successor is elected and qualifies.

Nomination

Section 5.04. Any person qualified to be a Director under Section 5.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 5.05. The Directors shall be nominated at a meeting as prescribed by Article IV of these Bylaws, and the Board shall elect the Directors. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected, except that the Immediate Past-President, President, the President-Elect and the Treasurer of the Rotary Club of Rohnert Park-Cotati shall be appointed to serve as Directors concurrently with their terms in the Rotary Club of Rohnert Park-Cotati. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 5.02 of these Bylaws.

Compensation

Section 5.06. The Directors shall serve without compensation, except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board.

Meetings

Call of Meetings

Section 5.07.

(a) Meetings of the Board may be called by the Chairman of the Board, or the Secretary, or any two (2) Directors.

Place of Meetings

(b) 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 at another location as agreed to by the Board of Directors.

Special Meetings

(c) Special meetings of the Board may be called by the Chairman of the Board or the Secretary or any two (2) Directors. Special meetings shall be held on a minimum of four (4) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Notice of a special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

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

Transactions of Board

(e) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that at any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Conduct of Meetings

(f) The Chairman of the Board or, in his or her absence, any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, 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.

Adjournment

(g) 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.

Action Without Meeting

Section 5.08. 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.

Restriction Regarding Interested Directors

Section 5.09. Notwithstanding any other provision of these Bylaws, not more than forty-nine (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son in-law, daughter-in-law, mother-in-law, or father-in-law of such person; or

(c) Any other person defined as an "interested Director" pursuant to the provisions of Section 5233 of the California Nonprofit Public Benefit Corporation Law as now written or hereafter amended.

Vacancies; Resignation and Removal of Directors

Section 5.10. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of (i) the death, resignation, or removal of any Director in accordance with Section 304 or Section 305 of the Code; (ii) action by the Board of Directors to declare vacant the office of a Director who has been convicted of a felony or declared of unsound mind by a court order; (iii) an increase in the authorized number of Directors; or (iv) the failure of the Board members (at a meeting for election of Directors at which one (1) or more Directors is elected) to elect the full authorized number of Directors.

Any Director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Subject to the further requirements of Section 303 of the Code, no Director may be removed (unless the entire Board of Directors is removed) when the votes cast against removal, or not consenting in writing to the removal, would be sufficient to elect the Director if voted cumulatively at an election at which the same total number of votes were cast and the entire number of Directors authorized at the time of the Director's most recent election were then being elected.

Except for a vacancy created by the removal of a Director, vacancies on the Board may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the Directors then in office; (ii) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 307 of the Code, or (iii) a sole remaining Director. The members may nominate and the Board shall elect a Director at any time to fill any vacancy. Any election (other than to fill a vacancy created by removal) that is accomplished by written consent shall require the consent of a majority of the members in good standing entitled to vote. A vacancy on the Board of Directors resulting from the removal of a Director may be filled only by a nomination from and the approval by the members.

ARTICLE VI. OFFICERS

Number and Titles

Section 6.01. The officers of the Corporation shall be either or both a Chairman of the Board or a President, a Vice-President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

The Immediate Past President of the Rotary Club of Rohnert Park-Cotati shall serve as the Chairman of the Board/President.

The President of the Rotary Club of Rohnert Park-Cotati shall serve as the Vice-President.

The President-Elect of the Rotary Club of Rohnert Park-Cotati shall serve as the Secretary.

The Treasurer of the Rotary Club of Rohnert Park-Cotati shall serve as Treasurer.

Appointment and Resignation

Section 6.02. The Board of Directors shall elect the officers. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

All officers of the Corporation shall hold office for the fiscal year immediately following the date of election and shall serve until their successors are elected; provided that all officers may be removed at any time at the pleasure of the Board of Directors. Upon the removal, resignation, death, or incapacity of any officer, the Board of Directors may declare the office vacant and fill the vacancy. Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Duties of the Board Chair

Section 6.03. The Board Chair, if one exists, shall preside at all meetings of the Board of Directors. The Board Chair shall have those powers and perform those duties, as the Board of Directors shall designate from time to time. If there is no President, then the Board Chair shall be the chief executive officer of the Corporation and shall perform the duties of President.

Duties of the President

Section 6.04. Subject to any supervisory powers given by the Board of Directors to the Board Chair, if one exists, the President shall be the general manager and chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general supervision, direction, and authority over the business, affairs, and officers of the Corporation, and shall perform all the duties commonly incident to that office. The President shall preside at all meetings of the members and, in the absence of the Board Chair, or, if there is none, at all meetings of the Board of Directors. The President shall have such other powers and perform such other duties, as the Board of Directors shall designate from time to time.

Duties of the Vice President

Section 6.05. The Vice President, if any, may assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. The Vice President shall have those titles, and those powers, and shall perform those duties, as the Board of Directors shall designate from time to time.

Duties of the Secretary

Section 6.06. The Secretary shall keep, or cause to be kept, at the principal executive office (or any other place that the Board of Directors may order) minutes of all meetings of the members and Board of Directors. The minutes shall contain all acts and proceedings of the meetings, the time and location of meetings, whether the meetings are regular or special (and, if special, how authorized and the notice given), the names of those present at meetings, and the number of members present or represented at members' meetings. The Secretary shall give, or cause to be given, notice (in conformity with law and these Bylaws) of all meetings of the members, and of any meetings of the Board of Directors requiring notice. The Chairman may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers, as the Board of Directors shall designate from time to time.

Duties of the Treasurer

Section 6.07. The Treasurer shall keep, or cause to be kept, the books of account of the Corporation in a thorough and proper manner, and shall render statements of the financial affairs of the Corporation in such form and as often as required by the Board of Directors. The Treasurer, subject to the order of the Board of Directors, shall have the custody of all funds of the Corporation. The Treasurer shall perform all other duties commonly incident to that office and shall perform

such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any Deputy Treasurer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Deputy Treasurer shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

ARTICLE VII. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

Section 7.01. 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. 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.

Annual Report

Section 7.02. The Board shall cause an annual report to be made available for inspection to the members, at a time to be mutually agreed upon by both parties, not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

Annual Statement of Certain Transactions and Indemnifications

Section 7.03. The Corporation shall make available to its members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 7.02 of these Bylaws.

ARTICLE VIII. AMENDMENT

Section 8.01. Subject to any provision of the California Nonprofit Public Benefit Corporation Law applicable to the amendment of Bylaws, the Bylaws of the Corporation shall be subject to amendment or repeal, and new Bylaws may be adopted, by approval of the Board of Directors; unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable board or vice versa may not be adopted, amended, or repealed except by approval of the members, if any, of this Corporation.

Section 8.02. Whenever these Bylaws are amended or new Bylaws are adopted, the amendment

or new Bylaws shall be inserted with the original Bylaws in the corporate records of the Corporation. The fact of any repeal of any Bylaw shall also be duly noted with the records of the Bylaws.

Revisions adopted this 7 day of May, 2013 by the Board of Directors of the Rohnert Park-Cotati Rotary Foundation:

Gerard Guidice, President
Wayne Sutton, Vice President
Dale Ann Knight, Secretary
Arianne Eskew, Treasurer
Mike Pastryk, Director
Wulff Reinhold, Director
Jessica Schieberl, Director