BYLAWS OF THE ROTARY CLUB OF LAKE OSWEGO

Amended by Vote of the Membership: DATE

PREAMBLE

These Bylaws establish a comprehensive framework for the orderly, transparent, and effective governance of the Rotary Club of Lake Oswego (the "Club"), in accordance with applicable law and the Constitution, Bylaws, and Policy Manual of Rotary International.

Rotary International and the Rotary Club of Lake Oswego unite business and professional leaders in a spirit of friendship, fellowship, and service to advance goodwill, peace, and understanding worldwide. Guided by the principles embodied in the Object of Rotary and the Four-Way Test, the Club, in partnership with the Lake Oswego Rotary Foundation, Inc., is committed to promoting the highest ethical standards in all vocations; supporting meaningful community and international service; and advancing the ideal of "Service Above Self" as the foundation of a worthy enterprise.

The Club is organized as a tax-exempt nonprofit social welfare organization under Section 501(c)(4) of the Internal Revenue Code. These Bylaws support the Club's enduring commitment to Rotary values and service.

Article I Definitions

i) Board: The Board of Directors of the Club.

ii) Director: Any Member elected by the Club to sit on the Board or elected by the Board to fill a vacancy on the Board.

iii) Member: A Member, other than an Honorary Member, of the Club.

iv) Standing Committee: A committee approved by Board action.

v) Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the Club's Members for Club decisions and a majority of the Directors for Board decisions.

vi) Notice: A paper or electronic document that specifies the date, time, location, and purpose of a meeting, which may be delivered by an announcement, email, mail, phone call, or newsletter.

vii) Policy Manual: A compendium of policies related to the governance and operation of the Club.

viii) Foundation: Lake Oswego Rotary Foundation, Inc., the charitable arm of the Club.

ix) RI: Rotary International.

x) District: Rotary International – District 5100.

xi) Fiscal Year or Rotary Year: The 12-month period beginning 1 July.

Article II Board

The governing body of the Club is its Board, consisting of the President, Immediate Past President, President-Elect, Secretary, Executive Secretary, Club Treasurer, Foundation Treasurer, Chairs of all Standing Committees, and at least two At-Large Directors.

Article III Elections and Terms of Office

a) **Nominating Process:** No later than October 1st, the Immediate Past President shall convene a meeting of past presidents who are Members in good standing. Eligible participants include past presidents of this Club and past presidents of other Rotary clubs who are current Members. The purpose of this meeting is to provide advisory input into the nominating process. Within ten (10) days of the above meeting, the Immediate Past President shall convene and serve as Chair of the Nominating Committee, which shall consist of five (5) Members: The Immediate Past President (Chair), the President, the President-Elect, and two other Past Presidents of the Club who participated in the earlier meeting of Past Presidents. The proceedings of the Nominating Committee shall be confidential.

b) **Notification to Members:** No later than November 1st (approximately six weeks before the Annual Meeting at which Board members are elected), the Chair of the Nominating Committee shall notify the Membership of all open positions and the election date. Members shall be invited and encouraged to submit nominations for any open position. The offices of the President, President-Elect, and the Immediate Past President shall not be considered open positions. The President-Elect shall fill the office of the President, the Secretary shall fill the office of the President-Elect, and the President shall fill the office of the Immediate Past President.

c) **Slate of Candidates:** No later than December 1st, and in all cases at least two weeks before the Annual Meeting, the Chair of the Nominating Committee shall present to the Membership a proposed slate of candidates for all open positions and invite additional nominations. The proposed slate may include candidates nominated by the Membership and by the Nominating Committee.

d) **Election:** The election shall be held at the Annual Meeting. The Secretary shall determine if a Quorum is present. A Quorum being present, Members shall vote on the Slate of Candidates. Candidates receiving a majority of the votes cast shall be elected to their respective offices. The election may be conducted by acclamation or by ballot, at the presiding officer's discretion. The Secretary shall record the Minutes for the Annual Meeting, which the Board shall approve at its next regularly scheduled meeting. Once approved, the Minutes will be posted and available for the Members to review.

e) Vacancies:

i) If a Director or Officer vacates their office, the Board shall appoint a replacement to serve the remainder of the term.

ii) If an Officer-elect or Director-elect vacates their office, the President-Elect shall nominate a replacement for Board approval.

f) **Terms:** Terms for all Directors begin at the start of the Club's Fiscal Year following the election, with the exception that the terms of Foundation Committee Chairs, as determined by the Board, begin at the start of the next Foundation Fiscal Year. The terms for each Officer and Director are set forth below. The Nominating Committee may offer term extensions as outlined:

Officer or Director	Term	Extension
President	One year	One term
Immediate Past President	One year	One term
President-Elect	One year	One term
Secretary	One year	One term
Executive Secretary	Two years	Indefinitely
Club Treasurer	Two years	Indefinitely
Foundation Treasurer	Two years	Indefinitely
Standing Committee Chairs	Two years	Two terms
At-Large Directors	One year	Two terms

Article IV Duties of the Officers

a) **President**: The President serves as Chair of the Club's Board and as the Club's chief executive officer. The President presides over Club and Board meetings; provides strategic leadership; ensures alignment with RI's mission; promotes Member engagement; oversees goal setting; ensures compliance with applicable state and federal laws and Rotary policies; and prepares the President-Elect for succession.

b) **Immediate Past President**: The Immediate Past President provides continuity, counsel, and leadership support; chairs the Nominating Committee; and assists with leadership development and succession planning.

c) **President-Elect**: The President-Elect serves as Vice President; coordinates and schedules Club programs; and performs duties assigned by the President.

d) **Secretary**: The Secretary maintains official records; records minutes; coordinates reporting to RI and District; and supports internal communications.

e) **Executive Secretary**: The Executive Secretary serves as primary liaison with RI; maintains DACdb access and settings; maintains committee rosters; and supports strategic and financial planning.

f) **Club Treasurer**: The Club Treasurer maintains custody and management of Club funds; ensures accurate accounting; prepares annual financial reports; ensures timely tax and regulatory filings; and transfers records and assets upon completion of service.

Article V Meetings

a) An annual meeting of this Club shall be held no later than **December 31st**.

b) Upon Board action, special Membership meetings may be held with ten (10) days' Notice.

c) Club meetings will be held at a time and place designated by the Board. The Board will give reasonable notice of any change or cancellation of the regular meeting to all Club Members.

d) Board meetings are held each month at a time and place designated by the Board. The President may call special meetings of the Board with reasonable notice, or the request of two Directors may do so.

Article VI Dues

The Board shall set annual Club dues amounts and due dates. Annual Club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, Club fees, and any other Rotary or District per capita assessment.

Article VII Foundation Support

The Club shall support both The Rotary International Foundation and Lake Oswego Rotary Foundation, Inc. through time, talent, and financial contributions. Gifts shall become the property of the respective Foundations.

Article VIII Method of Voting

a) **Membership**: Club Member voting shall be conducted by voice vote or a show of hands, except when the convening Officer declares that the vote be conducted by ballot. The Board may also provide a ballot for certain resolutions.

b) **Board**: Business shall be conducted by voice vote or a show of hands. The President may authorize written or electronic ballots for specific matters.

Article IX Committees

a) The Club's Standing Committees shall be defined by Board action and may be changed from time to time to meet the Club's needs. The name and description of each Committee shall be duly documented in the Club's Policy Manual.

b) The President shall be an ex officio Member of all Committees.

c) Each Committee Chair shall convene meetings, supervise committee work, and regularly report to the Board.

d) Committees may expend funds within approved total annual budgets and scope. Expenditures exceeding the approved budget require prior Board approval. Committees are not authorized to commit or spend unbudgeted funds without prior Board approval.

Article X Finances

a) Before each Fiscal Year, the Board shall adopt an annual budget for the Club, including the total budget allocated to each Committee.

b) A financial report for the prior Fiscal Year shall be presented to Members at the Annual Meeting.

Article XI Membership

a) The Board shall adopt and maintain a Membership Policy within the Policy Manual governing recruitment, admission, engagement, retention, and transition of Members.

b) The policy shall establish a clear, fair, and consistent framework for recruiting, admitting, engaging, retaining, and, when necessary, transitioning Members out of the Club. Membership categories may include Regular, Honorary, Corporate, Young Professional, Associate, Emeritus, and other categories, as adopted by RI.

c) Potential Members must:
   i. Be at least 18 years of age,
   ii. Demonstrate good character and a commitment to ethical conduct,
   iii. Have the capacity and willingness to participate in meetings, service projects, and Club activities, and
   iv. Support Rotary's mission and values.

d) The Membership Policy shall allow current Members to raise objections to proposed new Members. Under no circumstances will a qualified individual be excluded based on race, color, religion, gender, sexual orientation, national origin, age, disability, or any other protected status.

e) Attendance shall not be a requirement for membership.

Article XII Indemnification

To the fullest extent permitted under the Oregon Revised Statutes, including ORS Chapter 65 as amended from time to time, the Club shall indemnify any person who is or was a Director, Officer, or Member of any classification (each, an "Indemnified Person") against liability, expenses, judgments, penalties, fines, and amounts paid in settlement reasonably incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, arising out of such person's service to the Club.

Indemnification shall apply only if the Indemnified Person acted in good faith, in a manner the person reasonably believed to be in the best interests of the Club, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

Article XIII Supersession

These Bylaws supersede prior Bylaws and other governing documents and, in the event of a conflict, control, consistent with applicable law.

Article XIV Amendments

The Bylaws of this corporation may be altered, amended, or repealed by the Members at an annual meeting or at any special meeting called for that purpose, provided ten days' Notice is given.

Article XV Distribution of Assets on Dissolution or Final Liquidation

Upon dissolution of the corporation, the Board shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets by donation to the Lake Oswego Rotary Foundation, Inc. or to The Rotary Foundation.

Any assets not so distributed shall be disposed of by a court of competent jurisdiction in the county in which the corporation's principal office is then located, or, if the corporation has no principal office, in Clackamas County. Such assets shall be distributed exclusively for charitable purposes to one or more organizations that are organized and operated exclusively for such purposes, as determined by the court.

Article XVI Acceptance of Bylaws

The foregoing Bylaws of Rotary Club of Lake Oswego are hereby accepted and adopted as the Bylaws of said corporation, and we, the undersigned, do hereby certify that the above and foregoing Bylaws were duly adopted on _____, 2026, and the same do now constitute the Bylaws of said corporation.

_____

Club President

_____

Club Secretary