

**ROTARY CLUB OF SAN DIEGO, INC.**  
**a California nonprofit mutual benefit corporation**

**CONSTITUTION**  
**(FIRST AMENDED AND RESTATED)**

Effective July 1, 2009

**TABLE OF CONTENTS**

1. Introduction
2. Name
3. Location of the Club
4. Object
5. Meetings
6. Membership
  - 6.1 General Qualifications
  - 6.2 Rights and Privileges
7. Classifications
  - 7.1 General Provisions
  - 7.2 Limitations
8. Administration
  - 8.1 Governing Body
  - 8.2 Authority
  - 8.3 Board Action Final
  - 8.4 Officers
9. Community, National, and International Affairs
  - 9.1 Proper Subjects
  - 9.2 No Endorsements
  - 9.3 Non-Political
  - 9.4 Recognizing Rotary's Beginning
10. Bylaws
11. Amendments

**ROTARY CLUB OF SAN DIEGO, INC.**  
**a California nonprofit mutual benefit corporation**

**CONSTITUTION**  
**(FIRST AMENDED AND RESTATED)**

Effective July 1, 2009

1. Introduction

This CONSTITUTION (FIRST AMENDED AND RESTATED) (the "**Constitution**") and those BYLAWS (FIRST AMENDED AND RESTATED) (the "**Bylaws**") shall constitute the bylaws of the ROTARY CLUB OF SAN DIEGO, INC. as required by the California Nonprofit Corporation Law commencing with Title 1, Division 2 of the California Corporations Code, §§5000 et seq. Words and phrases having their initial letters capitalized in this Constitution shall have meanings set forth in Bylaws.

2. Name

The name of this Club shall be the ROTARY CLUB OF SAN DIEGO, INC.

3. Location of the Club

The location of the Club is the County of San Diego, California.

4. Object

The object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- (a) *First.* The development of acquaintance as an opportunity for service;
- (b) *Second.* High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Member's occupation as an opportunity to serve society;
- (c) *Third.* The application of the ideal of service in each Member's personal, business, and community life; and
- (d) *Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

5. Meetings

This Club shall hold General Meetings or Regular Meetings/Events as determined by the Board pursuant to the Bylaws.

6. Membership

6.1 General Qualifications. The Members of this Club shall be adult persons of good character and good business and professional reputation. Notwithstanding the foregoing, there shall be no limitation on membership or other impositions on Members that would result in unlawful discrimination on the basis of race, national origin, sex, sexual orientation, religion, age or disability.

6.2 Rights and Privileges. Each Member, as a condition of membership, shall accept the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the Constitution and Bylaws of this Club, and on these conditions alone is entitled to the privileges of this

Club. Each Member shall be bound by the terms of the Constitution and Bylaws regardless of whether such Member has received copies of them.

## 7. Classifications

7.1 General Provisions. As further set forth in the Bylaws, each Member shall be classified in accordance with the Member's business, profession or type of community service. If the circumstances warrant, the Board may correct or adjust the classification of any Member.

7.2 Limitations. Except as otherwise provided herein or in the Bylaws, the Club may admit any person as a Voting Member in any classification so long as the total number of Voting Members having such classification will be equal to or less than 10 percent of the Club's total number of Voting Members.

## 8. Administration

8.1 Governing Body. The governing body of the Club shall be the Board constituted as the Bylaws may provide.

8.2 Authority. The Board shall have the rights, duties and obligations of directors of nonprofit corporations under the NCL and the Bylaws including general control over all Elected Officers, Appointed Officers and Committees.

8.3 Board Action Final. Except as otherwise provided in the Bylaws, the decision of the Board in all Board actions or Club matters is final.

8.4 Officers. The Club's officers shall be those required by applicable law and as set forth in the Bylaws. The qualifications, procedures to elect or appoint and terms of each officer shall be as set forth in the Bylaws.

## 9. Community, National, and International Affairs

9.1 Proper Subjects. The merits of any public question involving the general welfare of the community, the nation or the world are of concern to the Members of the Club and shall be proper subjects of fair and informed study and discussion at Regular Meetings/Events for the enlightenment of Members in forming their individual opinions.

9.2 No Endorsements. This Club shall not endorse or recommend any candidate for public office.

9.3 Non-Political. This Club shall take no position on issues of a partisan political nature.

9.4 Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, the Club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

## 10. Bylaws

This Club shall adopt Bylaws not inconsistent with this Constitution or the constitution and bylaws of RI. Such Bylaws may be amended from time to time as therein provided.

## 11. Amendments

No amendment to this Constitution shall be effective if such amendment conflicts with the NCL or the Articles. Any amendment to this Constitution shall be effective if it is:

- (a) Published at least 10 days prior to the date of any vote to approve or adopt such amendment; and
- (b) adopted or approved:

- (1) at any General Meeting of the Club's Members, a quorum being present, by the affirmative written vote of not less than two-thirds of all Voting Members present and voting; or
- (2) by a vote by written ballot when the number of votes cast by ballot by the Voting Members 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 two-thirds of all Voting Members voting in compliance with the NCL Member Meeting/Voting Provisions.