

BYLAWS

ROTARY SERVICE, INC.

[Version 1.0 Updated April 28, 2026]

ARTICLE I

Definitions

1.	Board of Trustees	The governing body of Rotary Service, Inc. that is responsible for exercising corporate powers and overseeing the affairs of this Corporation.
2.	Trustee	A member of the Board of Trustees of Rotary Service, Inc.
3.	Board Member	A member of the Board of Directors of the Rotary Club of San Francisco
4.	Independent Trustee	A Trustee, selected from Past Presidents of the Rotary Club of San Francisco, who is not also a member of the Board of Directors of the Rotary Club of San Francisco
5.	Board Meeting	A meeting of the Board of Trustees, whether held in person, remotely or in Hybrid format.
6.	Fiscal Year	The twelve-month period that begins July 1 st and ends on June 30 th .
7.	Special Meeting	A meeting of the Board of Trustees held outside of the regular meeting of the Board of Trustees, called by the President or members of the Board of Trustee, as called for in these bylaws.
8.	Executive Session	A portion of a meeting of the Board of Trustees, whose attendance is limited to Trustees and advisors. Matters to be discussed in Executive Session include litigation, personnel matters, and any other matters of a sensitive and confidential nature. A Trustee may be excused from an Executive Session if he or she is personally involved in the subject matter of the meeting.
9.	Interested Party	An Interested Party is any member of the Board of Trustees who has a direct or indirect interest in a matter being considered by this organization. Such Interested Party shall disclose that fact prior to engaging in any presentation or discussion of the subject and shall abstain from any vote related to such matter and may be asked to leave a meeting during discussion and voting on such matter.
10.	Hybrid Meeting	A meeting in which some Trustees attend in person and other Trustees participate remotely provided all participants are able to hear and be heard.
11.	Unanimous Written Consent	A method by which the Board of Trustees may take action without a meeting. Such Unanimous Written Consent may be signed electronically and shall be filed with the corporate records of Rotary Service, Inc.

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ARTICLE II

Organizing Principles

Rotary Service, Inc. is a 501(c)(3) organization which conducts its activities pursuant to a Constitution and Bylaws, subject to the purposes and limitations set forth in its Articles of Incorporation and in accordance with applicable Federal and California law. Rotary Service, Inc. is a separate organization distinct from the Rotary Club of San Francisco and any other entity. It operates as both a not-for-profit and a charitable organization. Contributions made to Rotary Service Inc. are deductible for income tax purposes.

Rotary Service, Inc. is governed by its own set of bylaws, which outline how the organization operates and makes decisions. The organization is overseen by a Board of Trustees, which includes the Directors of the Rotary Club of San Francisco, along with one additional trustee, typically a past president of the Rotary Club of San Francisco. This Board ensures that Rotary Service, Inc. remains accountable for its activities, separate and apart from the Rotary Club of San Francisco, itself.

Although closely associated with the Rotary Club of San Francisco, Rotary Service, Inc. operates independently. The two entities maintain separate financial records, including distinct bank accounts. Board meetings, meeting minutes, and governing documents for Rotary Service, Inc. are also kept separate from those of the Rotary Club of San Francisco, highlighting the autonomy of the organization. The Board of Trustees for Rotary Service, Inc. has a different composition than that of the Rotary Club of San Francisco, reflecting its independent status.

ARTICLE III

Trustees

Section 1. The governing body of this organization shall be the Board of Trustees consisting of the duly elected Board Members of the Rotary Club of San Francisco plus one additional Trustee nominated and elected by this Board of Trustees from Past Presidents of the Rotary Club of San Francisco who are currently members in good standing in the Rotary Club of San Francisco, the Independent Trustee. With the exception of the Independent Trustee, a Trustee may not resign from this Board of Trustees without also resigning from the Board of Directors of the Rotary Club of San Francisco. By the same token, a Trustee who resigns from the Board of Directors of the Rotary Club of San Francisco shall no longer be a Trustee of Rotary Service, Inc.

Section 2. Except for the Independent Trustee, the term of office for the Trustees shall correspond to their terms of office as Board Members of the Rotary Club of San Francisco. The Independent Trustee shall serve until a new Independent Trustee is elected, generally at

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the first meeting of the new fiscal year.

Section 3. Should the Independent Trustee resign before the election of a new Independent Trustee or become unwilling or unable to serve as a Trustee, a new Independent Trustee may be elected by the current Board of Trustees from Past Presidents, who are members in good standing with the Rotary Club of San Francisco.

ARTICLE IV

Officers

Section 1. The officers of the organization shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Trustees desires to appoint or elect. All officers shall hold their office at the pleasure of the Board of Trustees, and shall be subject to removal by the Board of Trustees at any time without specification of a cause therefor. Other than the President, one person may hold more than one office.

Section 2. The officers shall be elected at the first meeting of the Board of Trustees each fiscal year by a majority vote of the Board of Trustees. Generally, the officers of this organization will hold offices similar to the offices held at the Rotary Club of San Francisco.

Section 3. The term of office for each officer shall be one year, unless that officer resigns or is removed in accordance with Section 1 of this Article. The officer need not be replaced, unless that officer is the President, Vice President, Secretary or Treasurer in which case a new officer is elected by the Board of Trustees at a regular meeting.

Section 4. The duties of the officers shall be as follows:

President	It shall be the duty of the President to preside at meetings of the Board of Trustees, and to perform other duties that ordinarily pertain to the office of President. In the event of the President's absence or inability to perform their duties, the President or the Board of Trustees, at their discretion, shall appoint the Vice President or someone else, if the Vice President is unavailable to act on their behalf.
Vice President	It shall be the duty of the Vice President to act on behalf of the President, in the case of the President's absence or inability to carry out their duties and perform other duties as may be assigned by the President and the Board of Trustees.
Secretary	It shall be the duty of the Secretary to assure that notices are sent out for Board Meetings; assure that minutes of such meetings are recorded and preserved; and perform other duties

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	as may be assigned by the President and Board of Trustees.
Treasurer	It shall be the duty of the Treasurer to oversee the financial affairs of this organization and to perform such other duties as may be assigned by the President and Board of Trustees. The Treasurer shall maintain the financial accounts, books and records of this corporation and deliver them to their successor prior to leaving office. The Treasurer will periodically present an accounting of the financial affairs of this organization and prepare a year-end summary at the end of each Fiscal Year.
Other Officers	It shall be the duty of any officer to perform duties as may be assigned to them by the President and Board of Trustees.

ARTICLE V

Meetings

Section 1. Regular meetings of the Board of Trustees shall be held at a regular time and place and shall number at least ten each year. The regular time and place of the meeting is determined by the Board of Trustees. Special meetings of the Board of Trustees shall be called by the President, whenever deemed necessary, or upon the request of two Trustees, notice having been given to the Board of Trustees not less than 72 hours before the meeting stating the purpose of this Special Meeting.

Section 2. A majority of the Board of Trustees then in office shall constitute a quorum. Trustees participating both in person and remotely shall be considered present for purposes of a quorum and voting.

Section 3. Meetings of the Board of Trustees shall be open to attendance by Active Members of the Rotary Club of San Francisco and guests of the Board of Trustees except for Executive Sessions authorized by majority vote of the Board of Trustees present.

Section 4. Meetings of the Board of Trustees may be held in person, by telephone, video conference or other means of communication by which all participants may speak to and hear each other. A meeting may be conducted in hybrid format with some Trustees attending in person and others participating remotely, provided all participants are able to hear and be heard.

ARTICLE VI

Method of Voting

Section 1. The business of this organization shall be transacted by voice vote or show of hands. A matter shall be approved by a majority vote of those present and eligible to vote, provided a quorum is reached.

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Section 2. The Board of Trustees may take action by written consent, without a meeting. Decisions made by written consent require unanimous written agreement of the Board of Trustees, except for interested parties, who may not vote upon matters in which they have an interest. Written consent may be provided electronically, including by email, and shall be filed in the corporate records of Rotary Service, Inc.

ARTICLE VII

Finances

Section 1. The Treasurer shall oversee all funds and provide an accounting of such funds.

Section 2. The Treasurer shall deposit to the credit of Rotary Service, Inc. all its funds in a bank or banks to be authorized by the Board of Trustees. The Treasurer may use more than one account to segregate funds.

Section 3. The Treasurer shall pay bills of the organization as they come due after approval by an officer, the President, or the Board of Trustees. Each officer may approve disbursements of up to \$500. A disbursement in excess of \$500 also requires approval of the President and disbursements in excess of \$5,000 require approval of the Board of Trustees. These approval thresholds also apply to the signing of contracts which commits the organization financially. In the absence of the Treasurer, disbursements may be made by the President or Secretary.

Section 4. A qualified person or persons, approved by the Board of Trustees, shall meet with the Treasurer at least once each fiscal year for the purpose of reviewing the financial affairs of the organization. Such review shall include a review of all disbursements since the last such meeting and review of other materials as considered necessary in the circumstances.

ARTICLE VIII

Amendments

Section 1. These Bylaws may be amended at any meeting of the Board of Trustees, a quorum being present, by a two-thirds vote of Trustees present. Notice of any proposed amendment(s) shall have been provided to each Trustee at least ten days before such meeting. Amendments and/or additions to these Bylaws must be consistent with this organization's Articles of Incorporation and California law.

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Change Control Log

Version #	Revision Date	Effective Date	Approved By	Approval Date	Prepared & Proposed by
1.0	4/2/2026	5/1/2026	President Frank Yoke (2025-2026) & SF Club Board of Directors	4/28/2026	Gary Dales, Treasurer Bob Hermann, Immediate Past President (2024-2025)