

**ACTION OF THE BOARD OF DIRECTORS
OF
ROTARY INTERNATIONAL DISTRICT 5240
a California non-profit mutual benefit corporation**

By Unanimous Written Consent

Adoption of Amended and Restated Bylaws

WHEREAS,

On November 23, 1982, Rotary International District 524 was incorporated in the State of California and by "Certificate of Amendment of the Articles of Incorporation" filed April 30, 2002, the name of the entity was changed to its present name of Rotary International District 5240 (hereafter the "District"). As required by law, on incorporation, the District enacted by-laws (hereafter "bylaws") that set forth its governance. These bylaws have only been amended once, in 2002, by action of the then sole director, PDG Brenda Cressey.

WHEREAS,

Subsequent to 2002, Rotary International has adopted changes to its bylaws and policies relating to incorporated districts. These changes require that incorporated districts have bylaws that are in compliance with Rotary International policies. The existing bylaws of the District are not in compliance with these policies of Rotary International.

WHEREAS,

The appropriate authorities of Rotary International have notified the District that its bylaws need to be brought into compliance with Rotary International bylaws and policies.

WHEREAS,

For the last two years the District's bylaw committee and the District's resolutions committee have solicited, received and incorporated numerous ideas and comments from interested Rotarians in the District relating to the contents of the new bylaws. These comments were obtained from meetings with clubs, with the Council of Governors, with individual Rotarians, at the District's assemblies and at numerous special public meetings to review the proposed bylaws.

WHEREAS,

The appropriate authority at Rotary International has completed his review of the proposed Amended and Restated Bylaws and has advised the District Governor that the proposed bylaws are in compliance with Rotary International bylaws and policies.

WHEREAS,

The District Governor of the District, as the sole officer of Rotary International ("RI") in the District, is required to, "...adhere to the provisions of RI's constitution and bylaws" [Rotary International Manual of Procedure 2010, p. 29]. The District Governor, therefore, is required to bring the District's bylaws into compliance with RI's bylaws.

THEREFORE, BE IT RESOLVED,

That the attached Amended and Restated Bylaws of Rotary International District 5240 be and hereby are adopted effective July 2, 2012.



dated July 2, 2012

Frank Ortiz, District Governor
District 5240
2012-2013