

**ACTION OF THE BOARD OF DIRECTORS**

**OF**

**ROTARY INTERNATIONAL DISTRICT 5240,  
a California non-profit mutual benefit corporation**

**By Unanimous Written Consent**

The undersigned, being the sole director of Rotary International District 5240, a California non-profit mutual benefit corporation, does by this written consent take the following actions and adopt the following resolutions:

**1. Amendment of By-Laws.**

**WHEREAS**, it is deemed to be in the best interests of the Corporation that the By-Laws be amended in certain particulars;

**NOW, THEREFORE, BE IT**

**RESOLVED** that Section 2.01(c) of the By-Laws shall be amended to read as follows:

"(c) A Member Club shall be composed of persons (hereinafter referred to as 'Members') with the qualifications hereinafter provided. No Member Club shall be qualified for membership in the Corporation unless the qualifications of its active members are as follows:

"They are adult persons of good character and good business or professional reputation, and

"(1) engaged as proprietor, corporate officer or manager of any worthy and recognized business or profession; or

"(2) holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession; or

"(3) acting as a local agent or branch representative of any worthy and recognized business or profession having charge of such agency or branch in an executive capacity; and

personally and actively engaged in the respective businesses or professions in which they are classified in the Member Club and having their places of business or residence located within the territorial limits of the Member Club.

"In the event an active member of a Member Club, after having been an active Member of one (1) or more Member Clubs for five (5) or more years, ceases to have his or her place of business or residence within the territorial limits of the member Club, he or she may retain his or her membership in the Member Club provided his or her new place of business or residence is located within the corporate limits of the city in which the Member Club is located or within the territorial limits of an immediately adjoining Member Club."

**FURTHER RESOLVED** that Articles IX and X shall be added to the By-Laws reading as follows:

**"ARTICLE IX**

**"POLICY MANUAL**

"For purposes of the day-to-day administration of the District, the Members shall adopt a Policy Manual, the provisions of which shall be incorporated herein by reference. The Policy Manual may be amended from time to time in the manner provided herein. In the event of any conflict between the provisions of the Policy Manual and the provisions of these By-Laws, these By-Laws shall prevail.

**"ARTICLE X**

**"AMENDMENT**

**"These By-Laws and the Policy Manual may be amended or repealed by approval of the Members."**

It is directed that this Consent be filed with the minutes of the proceedings of the Board of Directors of this Corporation.

This Consent is executed pursuant to subdivision (b) of Section 7211 of the Corporations Code of the State of California which authorizes the taking of action by directors by unanimous written consent without a meeting.

Dated: APRIL 5, 2002.

  
Brenda Cressey

being the sole member of the Board of Directors