

ROTARY CLUB OF WESTLAKE VILLAGE SUNRISE
2014-1015 CONTINUING RESOLUTIONS
Approved 2015-16
Approved 2016-17

BE IT RESOLVED THAT by the use of CONTINUING RESOLUTIONS, The Board of Directors of the Rotary Club of Westlake Village Sunrise will set guidelines and preserve traditions that otherwise could be lost in the changeover by each succeeding Board.

These CONTINUING RESOLUTIONS are not intended to replace the By-Laws of the Club. Each succeeding Board of Directors should review all the Club's CONTINUING RESOLUTIONS prior to the Board's official year, to determine if any CONTINUING RESOLUTION should be modified, or continued.

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CONTINUING RESOLUTIONS

A. MEMBERSHIP AND DUES.

1. CLUB MEMBERSHIP AND MEMBERSHIP CATEGORIES – CONTINUING RESOLUTION

WHEREAS representatives to the Council on Legislation 2016-17 from Rotary districts around the world met in Chicago in April to revise Rotary policies. They approved changes that give clubs greater flexibility in when, where, and how they meet and the types of membership they offer.

The RI Bylaws and Standard Rotary Club Constitution provide for two types of membership: active and honorary. By amending their bylaws, clubs may offer additional membership types that are desired in the community, such as associate, corporate, family membership or others.

The following types of membership approved by the 2016-17 Board will be in effect for the 2017-18 year and evaluated annually. Changes to the categories and specific considerations may be made by the Board at the end of each Rotary year..

Full Member:

A member in full standing shall be an individual having been proposed by the membership committee, approved by the Board and reviewed by the membership of the club. This individual will have been inducted at a club meeting and will complete the requirements to move from a Red Badge to a Gold Badge.

Member in Good Standing:

A Full Member will be considered in good standing when they maintain regular attendance at meetings, activities, projects and/or social gatherings. If unable to attend regular meetings, the individual will participate and support club events, fundraisers, projects and activities in other ways.

A Member in Good Standing will pay club dues and fees within a 30-day period or make arrangements for late or pro-rata payments with the club treasurer. Any member with dues, pledges or fees outstanding for more than 90 days will be considered a member not in good standing and will be contacted by the treasurer, president or member of the executive committee. A member with outstanding fees due more than 120 days and after at least two contacts, conferences, attempts at resolution or proposed payment plan without successful resolution will be considered for termination. Termination will not eliminate the burden on the member to close out their account and pay the balance in full.

Member on Leave

A Member may request a “leave of absence” in writing to the club president or member of the Executive Committee. The leave request must include the reason for the request and a specific time period that is between two weeks and six months. The request for leave will be reviewed and approved by the Executive Committee and presented to the Board for information. The leave conditions may include a reduction in dues for the time specified that would include only the amount that covers District and RI Dues (approx. \$15/month). The member on leave may retain full standing as a member of the club and will be included in all communication. The member on leave is encouraged to attend any and all functions of the club during the period of

“on-leave requested” and attend any and all regular meetings of the club. The club member on leave will be responsible for the cost of the meal for the meetings they choose to attend (generally \$20/each). At the end of the time period, the president or treasurer will contact the member and it will be expected that the member will return to Full Member Status. At the end of the on-leave period, it will be expected that the member will have paid all outstanding dues, fees and pledges. This will be a condition to return to Full Member in Good Standing.

Honorary Member

A member who has made a significant contribution to the club and has been a member for ten years or more may apply for or be considered for Honorary Membership. This category, although rare, can be considered for members who have also reached a combination of age and years of service to Rotary that equals or exceeds 85. This category will be totally supported by the club and will have no cost to the Honorary Member. Since this will be a cost with no reimbursement to the club, the number of Honorary Members will be limited to 10% of the current membership or 6 members total. The status and list of Honorary Members will be reviewed annually in July at the first regular meeting of the new Board.

Additional Categories

Associate Member

An Associate Member may be an individual between 20-35 who desired to be part of a Rotary Club rather than join a Rotoract Club. These individuals will be considered for membership following the same guidelines as Full Member and when approved and inducted will be considered a Full Member. This category will have a reduced dues fee and a reduced

expectation for attendance at meetings. The Associate Member will be expected to participate in events, projects, fundraisers and social activities. The Associate Member will be charged for District Dues and Rotary International Dues (approx. \$15/month). Charges for meals will be determined at the time but will be considered at a reduced rate. The Board will waive assessments for fundraisers, projects, and events when appropriate or shared by the club after approval. The objective for this category is to recruit new and younger members and eliminate the financial burden for emerging leaders and young professionals.

Family Member

A Full Member can apply for a Family Membership. A new member can apply for or be informed of the opportunity for a Family Membership. This category will include one Full Member in good standing. This person will be proposed, reviewed, approved and is ready for induction to the club. A family member (up to two additional), spouse, partner, child, sibling or other family member may be considered for membership at the same time and under the same conditions. This will result in full membership for each approved family member. In order to make this attractive to families, the dues structure will be varied for this category. One person will pay the full membership amount each month. Each additional family member up to two additional will pay only District Dues and Rotary International Dues (approx. \$15/month each). It would be expected that the members of the family could alternate attendance at meetings and events. One Family Member may attend every regular meeting. If more than one member attends a regular meeting, the cost of the breakfast or meal will be assessed for any family member beyond the one. Events and activity participation will be expected of at least one family member but will be encouraged by all family members. Since each family member is considered

a member in full standing, fees or costs for special events and projects will be assessed equal to all members in good standing.

Corporate Membership

A member of a company, business, corporation or limited partnership may apply for a “Corporate Membership”. This category will include one Full Member corporation and up to two additional corporate employees being inducted as corporate members. This will result in full membership for each approved corporate member. In order to make this attractive to corporations or businesses, the dues structure will be varied for this category. One full membership will be assessed each month. Each additional corporate member up to two additional will pay only District Dues and Rotary International Dues (approx. \$15/month each). It would be expected that the members of the corporation could alternate attendance at meetings and events. One Corporate Member may attend every regular meeting. If more than one member attends a regular meeting, the cost of the breakfast or meal will be assessed for any corporate member beyond the one. Events and activity participation will be expected of at least one corporate member but will be encouraged by all members inducted under this category. Since each corporate member is considered a member in full standing, fees or costs for special events and projects will be assessed equal to all members in good standing.

**2. MONTHLY DUES AND MAKE-UP CREDITS – CONTINUING RESOLUTION
99-89**

BE IT RESOLVED THAT each member shall be invoiced a standard monthly assessment covering meals, dues, and overheads as approved each year by the Directors. A member who makes up a meeting by attendance at another club shall be credited with the amount allocated from the dues for such meal. New members shall pay an initiation fee, in an amount determined each year by the Directors, prior to their induction into the Club.

3. **TREASURER INVOICING OF MEMBERS – CONTINUING RESOLUTION 99-92**

BE IT RESOLVED THAT the Club shall have the following payment policy.

- (1) The Treasurer shall invoice on or about the (changed to 1st of July, 1996 Board Meeting) of each month for the members' dues and meal payments for that month, plus fines and other charges as set by the Board of Directors. Each invoice shall state that the invoice is due and payable on or before the last day of the month and that if not done so, termination may result in accordance with the Club Constitution, at the conclusion of the "grace period" as specified below.
- (2) There will be a 30 day "grace period" following the day in which payment was originally due.
- (3) If payment is not received, in hand and in full, by the end of the grace period at the discretion of the President, the Treasurer will notify the Board and President shall immediately make contact with the delinquent member and report back to the Board at the following board meeting with the member's plan to bring his or her account current. At such Board Meeting, the President shall then make his or her recommendation whether or not to terminate the delinquent member. In responding to the member's delinquency, the Board may direct the President to send a letter expressing the club's statement of financial policy as set forth below.

4. PRIVILEGE OF HAVING ROTARY EXPENSES – BILLED TO MONTHLY ACCOUNT – CONTINUING RESOLUTION

WHEREAS, many Rotarians prefer to pay one Rotary bill each month and, many Rotarians purchase goods or services at Club meetings or fundraisers, support charities with signups at meetings, etc., and request that these purchases be added to their account and,

Some Rotarians are notoriously slow to pay their outstanding balances and the Rotary Club of Westlake Village Sunrise does not charge interest on past due balances and,

The Club is a not-for-profit organization and,

The Club has to manage its cash flow carefully.

BE IT RESOLVED THAT, no member with a past due account balance of 61 days (or greater), on the most recent billing, may NOT add any Rotary purchases to their account, until it is paid in full, to the satisfaction of the Club Treasurer. Disputes arising from implementation or interpretation of the intent or content of this resolution may be directed to the Club President who will seek Board resolution but only if the complete details are submitted in writing to the Club President.

5. DELINQUENT DUES RESOLUTION, POLICY AND PROCEDURES – (Approved February 21, 2017)

Purpose: The purpose of this resolution is to establish a consistent process for dealing with members who do not comply with the Westlake Village Sunrise Rotary Club dues requirement.

Procedure for Non-Payment: the Club's aging Receivables Report is prepared by the Treasurer and presented at the Club's Monthly Board Meeting and is distributed to the Board. When a member's balance due falls into the 61 to 90 days past due column in this

report, the member shall be notified immediately by the Treasurer by regular mail or email which will then trigger the collections process. (1st letter)

Collections Process: At ninety-one (91) days past due, the Treasurer will correspond with the member by regular mail or email. (2nd letter) The Treasurer will notify the President, Immediate Past President and President Elect that the member is to be contacted personally regarding the past due account. The President, Immediate Past President and President Elect will decide who is the appropriate person within the Club to make this personal contact on a case by case basis. The member is given ten(10) days to respond by bringing his or her account current.

If payment has not been received by the date specified in the 2nd letter, the Treasurer shall send a follow-up letter by regular mail or email notifying the member that his or her account has been suspended. The letter will state that the member can no longer charge to his/her account. Further, that this membership has been placed on a cash basis and will remain in that status until the account is paid in full.

Although the account has been suspended, the membership status remains active except that the member must pay cash at the door for each meeting attended and pay cash for any other chargeable club activity or guests.

Partial payment of an outstanding balance that is more than ninety-one (91) days old will not be accepted to defer termination unless it is a result of a payment plan agreed to jointly by the President, Treasurer and Secretary.

Termination: If payment in full is not received by the date specified in the second letter, the Treasurer shall notify the Board via email and the member via regular mail or email (3rd letter) that termination is imminent. The member will be notified of the option of appearing before the Board of Directors at the next scheduled Board meeting to discuss his or her situation. The Board will make the final decision at the next scheduled Board meeting regardless of whether the member chooses to appear before the Board. The President will notify the member of the Board's decision as to their membership status via regular mail or email.

This policy goes into effect on March 1, 2017. In the spirit of fairness, all past due balances as of that date will remain the responsibility of the members, although they will be considered current as of that date. The first round of 1st letters, described above, addressing accounts 61 days overdue will be sent on May 1, 2017. The first round of 2nd letters will be sent on June 1, 2017, etc.

**6. PAUL HARRIS CREDIT FOR ROTARY EXPENSES – CONTINUING
RESOLUTION**

WHEREAS, many Rotarians use their own funds to further Club activities and, many Rotarians pay for meals for new members and/or donate supplies, etc. to club fundraising activities and, many Rotarians incur extraordinary expenses that benefit the Club while attending Planning Meetings, Group 4 Meetings, PRLS, District Assemblies, District Conference and other District Rotary educational activities and, many Rotarians host social events and/or committee meetings that benefit the Club at their homes and provide food and drink and, also host Rotary Exchange Students or Group Study Exchange participants and, those Rotarians routinely do not seek reimbursement for these Club-related expenses and, as a result, are actually making a “donation” to Rotary without receiving recognition and without the Club receiving credit.

BE IS RESOLVED THAT Rotarians should keep track of personal funds expended on behalf of Club activities and may submit a written statement for out-of-pocket expenses to the Club Treasurer. Rather than the Club Member receiving reimbursement, the Club Treasurer may credit the Club Member’s Paul Harris Fund with an amount equal to the approved expenditures. The Club Treasurer would debit fundraising revenues for each such Paul Harris Fund Credit.

The advantage to the Club is that the largesse of members can be rewarded, the Club will receive Paul Harris recognition for the financial generosity of its members and this program is an extension of the successful matching program instituted by the Club to encourage Paul Harris Fellow participation.

Expenditures qualifying for Paul Harris credit includes:

- Reimbursement for Rotary Information Meetings involved with recruiting new members
- Supplies purchased for approved fundraising projects or Club functions
- Cost of social events sponsored by the Club and paid for by the host
- Direct expenses for Rotarians attending District Assembly, District Conference, PRLS, Master PRLS and other official Rotary functions.

Procedure for claiming credit:

1. Save your receipts for expenses your submit.
2. Use the attached form and submit the completed form and copies of your receipts to the Club Treasurer.
3. The Club Treasurer will credit your Paul Harris Credit account for approved expenses up to a limit of \$100.00 in the fiscal year (July 1 through June 30).
4. Monthly, the Club Treasurer will allocate appropriate fundraising “profits” to a Paul Harris Reserve account and the Club’s Financial Statements will reflect this liability.

7. SURVIVAL STATUS MEMBERSHIP – CONTINUING RESOLUTION

BE IT RESOLVED THAT the Club shall have a “survival status” membership. Any member may apply for this status by application to the President who shall submit it to the Board of Directors for approval. The status shall be for a 3-month period, and may be renewed upon reapplication. During the survival status, the member shall be invoiced only for the Club’s out-of-pocket expenses for RI dues, meals and the like. The member will not be fined and fines for the period are permanently waived. If survival status has been granted to a member with an outstanding balance, a minimum of 10% towards any arrears will be paid monthly along with survival status membership. The member will not accrue the cost of the demotion party or other events. The member will otherwise enjoy all the rights, privileges and responsibilities of the Club, including attendance requirements. The Treasurer will determine the monthly “survival status’ dues each year.

8. LEAVE OF ABSENCE – CONTINUING RESOLUTION

BE IT RESOLVED THAT a member requesting a “leave of absence” (which is strictly defined by RI in the Manual of Procedure) of any nature must make written application to the Board of Directors setting forth good and sufficient cause. Such causes include only the following: prolonged illness, prolonged travel in areas in which make-ups are not available, or extraordinary duty in Rotary, wherein a member is named to a senior position such as a District Governor or International President and will be unable to regularly attend local meetings.

Leaves of absence, once approved will run for a specific period of time, usually no more than 90 days. When the leave period is up, the member is expected to return to full and active status immediately. Should the member request an extension of the leave, the request should be made via personal appearance before the last regularly scheduled Board meeting prior to the end date of the leave.

Leaves of absence prevent a forfeiture of classification. Members on leave are counted as absent for attendance purposes and their classification remains filled during the leave period.

Requests caused by occurrences such as a downturn in a member’s business, or inconveniences, or other business reasons, will not be considered cause for leave of absence approval, but are to be treated as “Resignations with provision for Re-Admission”.

If the terminated member is re-proposed within 240 days, and accepted, the Board may waive the initiation fee.

B. CLUB OPERATIONS:

1. DONATION POLICY – CONTINUING RESOLUTION

BE IT RESOLVED THAT the criteria for selection of community service or community charity projects shall be as set forth. These criteria are:

(1) Projects requiring capital expenditures should be favored over projects of sustaining nature.

(2) Projects, upon completion, should be self-sustaining and require no further Club donations.

(3) Projects should encourage and stimulate Club involvements and interest.

(4) Projects resulting in wide-spread benefit should be favored over projects resulting in special or more limited benefits.

(5) The project analysis should consider the need of the project applicant, i.e., does the applicant have funds from other sources available to finance the project.

(6) The Chairperson of Community Service shall have discretionary authority to authorize payment for charitable purposes as he solely deems appropriate out of the Club's Community Service Budget in an amount up to \$100.00.

(7) All prospective contributions which are in excess of \$100, and which are included in the approved annual budget, shall be made annually as directed by the Board, or be referred to the Sunrise Rotary Foundation.

(8) The Community Services Committee shall make recommendations for charitable contribution to the Board of Directors every 90 days during the Club's fiscal

year. (It will act on written requests dated September 30 or earlier. The requests must outline the purposes in some detail).

(9) At the year-end, a list of contributions made by the Club and the Sunrise Rotary Foundations should be communicated to the Club Membership.

2. SUNRISE ROTARY FOUNDATION – CONTINUING RESOLUTION

BE IT RESOLVED THAT the Sunrise Rotary Foundation is authorized to hold fundraising revenue for the benefit of the Club, and that such funds can only be requested for the Club's benefit by written request from the Club President or Treasurer, after receiving approval by the Club Board of Directors.

3. PROGRAMS – CONTINUING RESOLUTION

BE IT RESOLVED THAT the Programs Committee shall maintain and distribute to all prospective speakers a summary of the Club's expectations, requirements, and limitations regarding programs to be presented at Club meetings.

C. ELIGIBILITY FOR PRESIDENT AND BOARD OF DIRECTORS.

1. ELIGIBILITY TO BE CLUB PRESIDENT – CONTINUING RESOLUTION

BE IT RESOLVED THAT for an individual to be President of the Club, they must have served on the Rotary Club of Westlake Village Sunrise Board of Directors and agree to do the following:

- (1) Attend the District Conference both their President-elect and President year.
- (2) Attend District Assembly both their President-elect and President year.
- (3) Attend P.E.T.S. at Club expense as President-elect.
- (4) Attend the International Convention at Club expense during the President-elect year (priority) and as President (if possible and practical).

In addition, potential candidates for President shall be evaluated by the Nominating Committee (President, President-Elect, and Past Presidents).

2. ELIGIBILITY TO BE A BOARD MEMBER – CONTINUING RESOLUTION

BE IT RESOLVED THAT candidates for the Board of Directors must have been a member of the Club for not less than six months prior to election, and agree to the following:

- (1) Agree to take on a major club responsibility (i.e., Chairman Avenue of Service; Treasurer; Secretary; chair a fund-raiser; or the like).
- (2) Agree to attend the District Conference, and/or the District Assembly.

In addition, candidates for Board positions shall be evaluated by the Nominating Committee.

As a general rule, a person may serve as a director for not more than four (4) consecutive years, and then must have a period of (1) year pass before they can again serve. An exception exists for a situation where an extension is necessary to allow a President or Past President to serve as a director during their terms of automatic board membership, in which case the four year maximum shall be automatically extended as necessary, but only if it is actually necessary. In summary, being a President or immediate Past President will not in and of itself cause an extension if such terms as directors can be completed within the regular four (4) year term.

If the Board finds it necessary to waive any of these requirements, it may do so by majority vote of the Board.

D. MISCELLANEOUS PROVISIONS.

1. ROTARIAN OF THE YEAR – CONTINUING RESOLUTION

BE IT RESOLVED THAT the Rotarian of the Year, who shall be selected by the Past Presidents, meeting in committee to be chaired by the Immediate Past President, shall be announced by the Immediate Past President during the Demotion Party of which he/she is chair. Selection criteria shall include quality and consistency of performance over the entire Rotary year, promotion of the ideals of Rotary, and overall contribution to the well-being of the Rotary Club of Westlake Village Sunrise.

The Rotarian of the Year shall receive a Paul Harris Fellowship in his or her name with the full \$1,000.00 contribution coming from the Club.

2. ROOKIE(S) OF THE YEAR – CONTINUING RESOLUTION

BE IT RESOLVED THAT Rookie of the Year shall be defined as a Rotarian who has been a member for less than two years as of June 30th of the award year, and has been chosen by the Board for special recognition based upon outstanding service as a Rotarian. Each Rookie of the Year will be awarded \$250.00 towards a Paul Harris Fellow. A Club member may only be awarded Rookie of the Year once.

**3. INTERNATIONAL CONVENTION EXPENSES – President Elect and President –
CONTINUING RESOLUTION**

BE IS RESOLVED THAT it is the policy of the Rotary Club of Westlake Village Sunrise to reimburse the incoming president and spouse and the current president and spouse, for expenses incurred at the Rotary International Convention for travel, hotel, meals and expenses related to the convention, within an amount approved by the Board, the maximum amount to be expended shall not exceed \$3,500.00. If actual expenses do exceed \$3,500.00, the Board shall consider approving an increase in the incoming president's expense reimbursement amount for that year, taking into account the amount of available funds and the nature and amount of expenses in excess of the \$3,500.00 limit. Should the Convention be in a location where the projected travel expenses are beyond the Club's reasonable financial resources, the Board should consider the President-Elect's attendance as more important.

**E. CONFLICT OF INTEREST POLICY OF THE ROTARY CLUB OF
WESTLAKE VILLAGE – SUNRISE**

Individuals who are knowledgeable in fields related to various vocations who are members and related to members of the Rotary Club of Westlake Village Sunrise can be of great assistance to it, but conflicts of interest or the appearance of such conflicts may arise because of those interests and possible business engagements of those members to assist the Rotary Club of Westlake Village Sunrise with its activities.

Board Members of the Rotary Club of Westlake Village Sunrise should conduct all of their activities including those related to persons or businesses with whom the Board Member is closely associated, in such a way that no conflict will arise between those other interests and the policies, operations, or interests of the Rotary Club of Westlake Village Sunrise. The appearance of such a conflict should also be avoided.

The Rotary Club of Westlake Village Sunrise Board Members should individually file with the Board of Directors a statement disclosing their personal, business, or organizational interest and affiliations and those of persons close to them that could be construed as being related to or associated with any business activities with the Rotary Club of Westlake Village Sunrise. Disclosure statements should be updated whenever significant change occur which would reasonably require the updating of such statements.

No Board Member may take personal advantage of information made available to him or her because of his or her Board membership, and in the event that a conflict should develop between the needs of the individual Board Member and the Rotary Club of Westlake Village Sunrise, those of the Rotary Club of Westlake Village Sunrise shall prevail.

No Board Members, persons close to him or her, or any individuals or entities who may act for him or her, may acquire objects, property, or legal right owned by the Rotary Club of Westlake Village Sunrise, except when the object, property, or legal rights, and their sources have been advertised, their full history made available, and they are sold at public auction or otherwise clearly offered for sale in the public marketplace.

When Board Members of the Rotary Club of Westlake Village Sunrise seek its assistance or resources for personal needs, they should not expect that such help will be rendered to an extent greater than that available to a member of the general public in similar circumstances or with similar needs.

Whenever a matter arises for action by the Board of Directors, or the Rotary Club of Westlake Village Sunrise engages in an activity where there is a possible conflict of interest or the appearance of conflict of interest between the interests of the Rotary Club of Westlake Village Sunrise and an outside or personal interest of a Board Member or that of a person or entity close to him or her, the outside interest of the Board Member or the entity to whom said Board Member or Members are affiliated should be made a matter of record. It said Board Member or Members, as the case may be, are present when a vote is taken in connection with such a question or interest that poses even a potential for a conflict of interest, the Members of the Board that have a possible conflict of interest or the appearance of a conflict of interest should abstain from voting on said questions or matters. In some circumstances, the Board Member or Members, as the case may be, should avoid discussing any planned actions, formally or informally, where there might appear to be directly or indirectly a personal benefit to him or her. If a case arises in which neither disclosure nor abstention appearance to be sufficient the only appropriate solution may be resignation of such Member or Members of the Board.

The Rotary Club of Westlake Village Sunrise's Board Members should not take advantage of information they receive during service to the club if personal use of such

information could be financially detrimental to the Rotary Club of Westlake Village Sunrise. Any such actions that might impair the reputation or financial interests or rights of the Rotary Club of Westlake Village Sunrise also must be avoided. When a Board Member obtains information that could be of personal benefit, he or she should refrain from action on said information until all potential conflict of interest issues and their impact on the Rotary Club of Westlake Village Sunrise have been reviewed by the Board of Directors of the Rotary Club of Westlake Village Sunrise and its general counsel.

Board Members serve the Rotary Club of Westlake Village Sunrise and its public. They should not attempt to derive any personal material advantages from their connection with the Rotary Club of Westlake Village Sunrise. The Members of the Board should only use the Rotary Club of Westlake Village Sunrise's property and assets only for official purposes, and make no personal use of its proprietary information obtained from experts, its property, services, or any of its other property or legal rights in a manner not available to a comparable member of the general public.

F. WHISTLEBLOWER PROTECTION POLICY STATEMENT OF THE ROTARY CLUB OF WESTLAKE VILLAGE SUNRISE

Policy:

The Rotary Club of Westlake Village Sunrise is committed to comply with all applicable laws and regulations, accounting standards, accounting practices, and audit practices. The Club is committed to fairly investigate any claim of impropriety. The purpose of these policies and procedures is to:

1. Ensure all members, directors, officers and chair persons are aware of their responsibilities with regard to reporting, receiving, and responding to complaints regarding legal, accounting, internal accounting control, auditing matters, or any inappropriate conduct by a member;
2. Ensure all members, directors, officers and chair persons are aware of their responsibilities with regard to fair treatment of any members, officers, directors, and/or chair persons who make a complaint or may be the subject of a complaint described in paragraph 1 above, and
3. Encourage all members, officers, directors, and chair persons to be accountable for their actions. Under this policy, a member, officer, director and/or chair person is encouraged to make a complaint concerning any alleged improper accounting, internal auditing controls, auditing matters, violations of other state and/or federal laws, or other inappropriate behavior if such person reasonable believes such improper conduct has occurred.

The Rotary Club of Westlake Village – Sunrise will not discharge, suspend, threaten, harass or in any manner discriminate against any member, director, officer, and/or chair person in the terms and conditions of any members membership or of the term of service of any director, officer, or

chair-person because such member, director, officer, and/or chairperson participated in lawful conduct that is designed to expose or assist with the investigation of such complaints. Conduct that is protected from retaliation includes:

A. Providing information to or otherwise assisting in an investigation by a federal or state regulatory or law enforcement agency, any member of Congress or committee of Congress, or any person with supervisory authority of activities of members, officers, directors and/or chair persons or who has the authority to investigate, discover, or terminate misconduct, where such information or investigation relates to any conduct of the Rotary Club of Westlake Village – Sunrise that the complaining member, director, officer, and/or chair person reasonably believes constitutes a violation of specified federal fraud laws, any SEC rule or regulation, or any other state or federal law relating to fraud or any other violation of state or federal law; and;

B. Filing, testifying, participating in, or otherwise assisting in a proceeding relating to alleged violations of any of the federal fraud or securities laws applicable to the Rotary Club of Westlake Village – Sunrise.

C. The harassment of members, including unwanted sexual advances, or other abusive or inappropriate behavior inconsistent with the Four Way Test and the ideals of Rotary.

This policy applies to all members, officers, directors, and chair persons of the Rotary Club of Westlake Village – Sunrise. The Rotary Club of Westlake Village – Sunrise will mandate training sessions to educate all directors, officers, and chair persons as to what may constitute fraudulent activity and appropriate action to take if fraudulent activity is suspected.

Procedure:

1. The President and Secretary of the Rotary Club of Westlake Village Sunrise shall administer the Whistleblower policy of the club. They will make the Board of Directors aware of any whistleblower reports filed concerning the club.
2. The President and Secretary will assure that the whistleblower policy and procedure is distributed to all officers, directors, members and chair persons. The whistleblower policy and procedure will be included in new member, officer, director, and chair person training programs.
3. Any member of the club who has a complaint regarding alleged improper legal, regulatory, disclosure, accounting, internal accounting controls, or auditing matters, or other inappropriate behavior may submit a written complaint pursuant to these procedures.
4. A complaint by a member of the club may be submitted in a confidential and anonymous manner without revealing that club member's identity. The Complaint shall be directed to the President, Secretary or any director of the club at the following address:

Rotary Club of Westlake Village Sunrise
P.O. Box 1225
Thousand Oaks, CA 91358
5. Each complaint must be in writing to be considered, and must contain enough detailed information and specificity to allow the President and the Secretary to investigate the complaint. Complaints by members must also provide a means (phone number and address) to permit the President and Secretary to follow up with the complainant if the President, Secretary or Board of Directors of the club consider it necessary. Complaints that are anonymously made shall be

treated confidentially to the extent possible, consistent with the need to conduct an adequate investigation.

6. Any complaint that is received by a member, director, officer or chair person and other than the President or Secretary shall be immediately forwarded to the President and Secretary.

7. The President and Secretary of the club are responsible for receiving and evaluating each complaint. They shall share among themselves copies of all complaints including any and all supporting documentation and shall keep the Board of Directors apprised of the status of each complaint and their investigation of each complaint. Once the President and Secretary receive a complaint, they will initiate an investigation of such complaint after consultation with the club's legal counsel and shall resolve all complaints with the input of the club's legal counsel. The President and the Secretary shall provide a summary of all complaints to the Board of Directors at each regularly scheduled meeting of the Board of Directors of the Club.

8. The President and Secretary, with the assistance of the club's legal counsel, shall assess the complaint in a reasonable time frame to determine whether the complaint requires the following action:

- a. Referral to the appropriate legal enforcement authorities;
- b. Further inquiries to be made;
- c. Final resolution and response.

9. Complaints made in accordance with this policy shall be treated confidentially to the extent possible consistent with the need to conduct an adequate investigation. Only persons who need to know shall be informed of the complaint and its contents. Members who make a complaint or receive a complaint or otherwise have involvement in administration of the matter,

must not disclose information pertaining to the complaint, other than for proper administration and resolution of the matter.

10. The President and Secretary shall maintain all confidential files on complaints in a secure environment and shall maintain proper records of the complaints received and the action taken on them.

11. Members, officers, directors and/or chair persons who are the subject of an adverse allegation in a complaint may secure their own accounting and/or legal representation. If a member, officer, director, or chair person believes the complaint is wholly without merit and submits a written request to the club explaining the basis of that belief, the club's directors may, in their absolute discretion, vote to reimburse the officer director, member, and/or chair person for the subsequent reasonable and necessary expenses of such representation by an accountant, independent counsel, or both.

12. Members, officers, directors, and/or chair persons shall always be given the opportunity to respond to an adverse allegation made about them in a complaint before any adverse finding is made on a complaint.

13. Members, officer, directors, and/or chair persons will be assumed to be innocent of any adverse allegations made about them in a complaint until evidence is produced to the required burden of proof that must be shown in a court of law to show otherwise.

14. All members, officers, directors, and chair persons should be aware of their responsibility to act legally, professionally, fairly, and consistent with the Four Way Test while performing activities for the Rotary Club of Westlake Village Sunrise.