

Club Bylaws Updated 3/3/2017

by Christine Schieberl - Friday, May 01, 2015

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By-Laws of the Rotary Club of Santa Rosa West

February 27, 2017

ARTICLE I

Election of Officers and Directors

Section 1. *Nominations and Elections.* The nominating committee Chair shall solicit nominations from members at a regular club meeting at least two weeks prior to the annual meeting. At a regular meeting at least one week prior to the annual meeting, the presiding officer shall ask for nominations by members of the club for Second Vice President (President nominee), Secretary, Treasurer, Sergeant-at-arms and five members of the board of directors. The nominations may be presented by the nominating committee or by members from the floor, by either or by both. If there are multiple nominations duly made for the same position, they shall be placed on a ballot in alphabetical order under each office. The election shall then be held at the annual meeting. Each member shall have one vote for each office and may vote for no more than five directors. The candidates for First Vice-President (president-elect), Second Vice-President (President-nominee), Secretary, Sergeant-at-arms and Treasurer receiving a majority of the votes on the first or repeated ballots shall be declared elected to their respective offices. The candidates for director receiving the largest majority of the votes shall be declared elected as directors. If less than the required number receives a majority, those who have a majority are elected, and all other candidates remain on the ballot for the necessary repeated balloting.

Section 2. *Terms of Office.* Each officer that will serve in the newly elected president's year shall be elected for a term of one year, except the president-elect who shall serve one year as president-elect and then automatically succeed to the office of president the next year without further nomination or election and the President-nominee who shall serve one year as President-nominee and then automatically succeed to the office of President-elect the next year without further nomination or election. Each director elected to serve shall serve for a term of two years.

Section 3. Board of Directors. The president, officers and directors elected with the president, directors whose terms on the board continue and the immediate past president shall constitute the board of directors. The offices of secretary and treasurer are separate offices to be filled by two separate members.

Section 4. Vacancies on the Board of Directors or Officers of the Club. A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board. Section 5. Vacancies for Officers-Elect or Directors-Elect. A vacancy in the position of any officer or director elected but not yet installed for an ensuing term shall be filled by action of the remaining members of the board of directors elected for that term.

ARTICLE II

Board of Directors

The governing body of this club shall consist of the eleven (11) directors, plus the President, First Vice-President (President-elect), Second Vice President (President-nominee), Secretary, Treasurer and the immediate Past President.

ARTICLE III

Duties of Officers

Section 1. President. It shall be the duty of the President to preside at meetings of the club and board and to perform such other duties as ordinarily pertains to his or her office.

Section 2. Vice-Presidents. It shall be the duty of the First Vice-President of the club to preside at meetings of the club and the board in the absence of the President and to perform such other duties as ordinarily pertains to this office. The First Vice-President as president-elect shall also automatically succeed to the office of President during the next Rotary year. The Second Vice-President shall preside in the absence of the President and First Vice President and shall perform such other duties as shall be delegated by the President and/or the Board of Directors. The Second Vice President shall succeed to the office of First Vice-President the next Rotary year.

Section 3. Secretary. It shall be the duty of the secretary to:

(a) keep the records of membership, and act as the central coordinator of all membership

data

and updates;

(b) record the attendance at meetings;

(c) see that all notices are duly given in accordance with the provisions of these by-laws, and

send out notices of meetings of the club, board (including tentative meeting agendas and Treasurer's report), and committees;

(d) record and preserve the minutes (including notices) of such meetings;

(e) make the required reports to Rotary International, including (1) the semi-annual reports of

membership, which shall be made to the general secretary of Rotary International on January

1st and July 1st of each year, (2) the report of changes of membership, which shall be made to

the general secretary of Rotary International, (3) the monthly report of attendance at the club

meetings which shall be made to the district governor immediately following the last meeting

of the month;

(f) collect and remit to Rotary International subscriptions to the ROTARIAN;

(g) record, maintain, and report each member's contributions to the Rotary Foundation and the

Rotary Endowment;

(h) attend the annual District assembly and all workshops that pertain to the duties of the office,

and attend the monthly meeting of the Sonoma County Association of Rotary Clubs;

(i) exhibit at all reasonable times to any officer or director of the club on request, the by-laws

and the minutes of proceedings and other records of the club; and

(j) perform such other duties as may be requested by the President or the board as usually pertain to the office.

Section 4.*Treasurer.* It shall be the duty of the treasurer to:

(a) have charge and custody of, and be responsible for, all funds of the club;

(b) receive and give receipt for, monies due and payable to the club from any source whatsoever;

(c) disburse or cause to be disbursed the funds of the club;

(d) keep and maintain adequate and correct accounts of the club's properties and business

transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(e) exhibit at all reasonable times on request, the books of account and financial records to any

officer or director of the club;

(f) render to the president and directors, whenever requested, an account of any or all of his or

her transactions as treasurer and the financial condition of the club;

(g) prepare or cause to be prepared, and certify or cause to be certified, the financial statements

to be included in any required reports;

(h) ensure that all reports, statutory filings, and tax returns are timely filed with the appropriate

tax or other governmental agencies;

(i) attend the annual District assembly, and all workshops pertaining to the office; and

(j) perform such other appropriate duties as may be requested or assigned by the president or

the board as pertain to his or her office.

(k) upon his or her retirement from office he or she shall turn over to his successor or to the president all funds, books of accounts or any other club property in his or her possession. Section 5. Immediate Past President. It shall be the duty of the immediate Past President to serve on the Nominating Committee and act as its liaison to the Board of Directors. The immediate Past President shall also chair the Past Presidents Advisory Committee and chair meetings of the club or board in the absence of the President and Vice-Presidents.

Section 6. — *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

ARTICLE IV

Meetings

Section 1. *Annual Meeting*. An annual meeting of this club shall be held at a regular club meeting, upon at least 8 days' notice, no sooner than the first Monday of December and absolutely no later than the third Monday in January in each Rotary year. The election of officers and directors to serve for the ensuing year as set forth in Article I shall take place at the annual meeting.

Section 2. *Weekly Meetings.* The regular weekly meetings of the clubs shall be held on Monday at 12:15 P.M. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3. *Quorum.* One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4. *Board of Directors Meetings.* Regular meetings of the board shall be held monthly, as set by the Board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

Section 5. *Quorum of the Board of Directors.* A majority of the board members shall constitute a quorum of the board.

Section 6. *Attendance at Board Meetings.* Each member of the Board is expected to attend each regular and special meeting of the Board of Directors. A board member shall be considered to have forfeited his or her board position if the secretary records two (2) consecutive unexcused absences from a meeting. Excused absences must be requested of the president in advance of the meeting, and may be granted or denied at the discretion of the president.

ARTICLE V

Fees and Dues

Section 1. *Admission Fee.* Each new member shall pay an admission fee, for set-up/initiation of \$50 immediately upon induction into the club which will include the cost of a 4-Way Test plaque, member badge, Rotary pin and other related costs.

Section 2. *Fees and Dues.* The annual membership dues are set by the Board of Directors and may change from time to time. This includes dues and costs payable on behalf of the member to Rotary International, Rotary District 5130 and Club Dues. Included within the dues is the subscription cost for The Rotarian magazine. Other assessments may apply at the discretion of the Board. In addition, each member shall be assessed the maximum of \$75, \$50 of which will appear on the annual invoice, for Recognition. The President shall then be responsible to recognize each member at regular club meeting for the \$25 balance.

ARTICLE VI

Method of Voting

The business of this club shall be transacted by voice vote except that a secret ballot shall be conducted for contested officer or director elections.

ARTICLE VII

Avenue of Service Committees

Section 1. *Creation of Avenue of Service Committees and their Membership.* The president shall, subject to the approval of the board, appoint the following Avenue of Service Committees:

- Club Service committee,
- Vocational Service committee,
- Community Service committee,
- International Service Committee,
- Youth Service Service Committee

(a) The president shall, subject to the approval of the board, also appoint such sub-committees on particular phases of club service, vocational service, community service, international service, and new generations service as hereinafter provided in these by-laws as he or she may deem necessary.

(b) The club service committee, vocational service committee, the community service committee, the international service committee, the new generations service committee shall each consist of a chairperson, who shall be named by the president from the membership of the board, and of not less than two (2) other committee members from the general membership of the club.

(c) The president shall be ex officio a member of all committees and, as such shall have all the Privileges of membership thereon.

(d) Each committee shall transact such business as is delegated to it in the by-laws and such additional business as may be referred to it by the president or the board. Except

where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.

(e) There shall also be such other standing committees constituted or appointed as hereinafter expressly set forth.

(f) No member shall be eligible to serve on the same committee for more than two successive years, except as otherwise specifically provided in these by-laws.

Section 2. Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in matters relating to Club Service. The chairperson or chairpersons of the Club Service committee shall be responsible for regular meetings of the committee and shall report to the board on all Club Service activities.

(a) The chairperson of the Club Service committee shall be responsible for all Club Service Activities and shall provide oversight to the work of all sub-committees appointed on particular phases of Club Service.

(b) The Club Service committee shall consist of the chairperson of the Club Service Committee and the chairpersons of all sub-committees appointed on particular phases of club Service.

(c) Where feasible and practical in the appointment of club committees, there should be provision for the continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

(d) The president shall, subject to the approval of the board, appoint the following subcommittees on particular phases of club service:

1. *Attendance Committee.* This committee shall devise means for encouraging attendance at all Rotary meetings including attendance at district conferences and International Conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.
2. *Club Communications Committee.* This committee shall, through the publishing of

a weekly club bulletin and maintenance of a web site stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, publish from time to time the names of potential new members for general membership review, and report news of the club, its members, and the worldwide Rotary program.

3. *Fellowship Activities Committee.* This committee shall promote acquaintances and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.
4. *Membership Development and Retention Committee.* This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate, receive, evaluate and present to the board the names of suitable persons to fill unfilled classifications and shall develop programs and action plans to retain existing members.
5. *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.
6. *Public Relations Committee.* This committee shall devise and carry into effect, plans (1) to give the public generally information about Rotary, its history, object and scope; and (2) to secure proper publicity for the club.
7. *Rotary Information Committee.* This committee shall consist of three members who shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, (4) to review the dues and fee structure and financial costs in joining Rotary, and (5) to give the members information as to developments in the administrative operation of Rotary International.

Section 3. *Vocational Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairperson of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service. This committee shall coordinate all youth service activities of the club. Examples of this would include Boy Scout sponsorship, Youth Exchange, Speech contest, youth academic and vocational awards, RYLA, Interact, Rotaract, etc.

Section 4. *Community Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibility in their community relationships. The chairperson of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

Section 5. *International Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairperson of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any sub-committees that may be appointed on particular phases of international service including, but not limited to, World Community Service Projects.

Section 6. *Youth Service Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to new generations / youth service activities. The chairperson of this committee shall be responsible for the youth services activities of the club and shall coordinate the work of any committee engaged in activities, programs and events focused on youth and new generations service, to encourage training, implementation and monitoring of the club and members compliance with the district Youth Protection Program and its underlying policy.

ARTICLE VIII

Standing Committees

Section 1. The president shall, subject to the approval of the board, appoint the following standing committees:

(a) *Nominating Committee.* This committee shall be composed of the five most recent past presidents of the club that are still active members, and shall be chaired by the most senior past President of the five members. The immediate past President shall serve as liaison between the committee and the board. The nominating committee shall propose at least one candidate for election for the office of Second Vice President (President-nominee) and shall review and advise the First Vice-President (president-elect) as to his proposed nominees for open positions on the board of directors. The nominating committee shall make its report to the board prior to the board meeting preceding the club annual meeting

and to the club at least one week before the annual meeting.

(b) *Audit and Finance Committee.* This committee shall conduct a thorough review of all financial transactions of the club annually and more frequently as may be recommended by the committee or requested by the board. The committee shall report the financial condition of the club to the membership annually, and shall provide recommendations to the board of directors regarding internal controls, financial operations, and financial reports as often as appropriate. The committee shall consist of three members at least one of whom is in the accounting or banking classification. The president shall appoint the three committee members and designate the chairperson each year; provided, however, that at least one member should be re-appointed to provide for continuity in membership, and the tenure of members may exceed two years.

(c) *Fundraising Activity Committee.* This committee shall carry into effect plans which will raise funds for the club's activities in the local and international communities as directed by the board and permit the club to carry out those goals which require financial contributions. The chairperson of this committee where feasible and practicable shall be a member of the board and shall report to the board upon the committee activities.

(d) *Projects Committee.* This committee shall receive and evaluate solicitations and suggestions for the distribution of funds for all service projects of the club. The committee shall develop and recommend guidelines and priorities for the distribution of funds for service projects for the approval of the board, including new club appropriations to the Scholarship Fund. The committee shall consist of the director from each of the Five Avenues of Service. The president shall designate one of the directors as the chairperson. Serving ex-officio may be the president, vice-presidents and the immediate past president as non-voting members.

(e) *Past Presidents Advisory Committee.* The immediate past president shall chair this committee composed of all past presidents of the Rotary Club of Santa Rosa West. The committee shall meet on call of the current club president, the immediate past president-chair, or any two past presidents. The committee will perform an advisory role for the current club president and board of directors on matters pertaining to the club and its activities. In no way shall the authority and/or responsibility of the current president and the board of directors be impaired or impeded by the advice and actions of this committee

ARTICLE IX

Leave of Absence and Attendance

Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted by the board excusing a member from attending the meetings of the club for a specified length of time; provided, however, such period shall not exceed twelve (12) months and the member shall remain in good standing with the club. Any member whose absences are excused under this provision shall not be included in the membership figure used to compute the clubs attendance nor shall such absence or attendances be used for that purpose; nor will any member who has reached the age of 65 years and whose years of age plus years of membership in one or more clubs is 85 years or more, the member has been a member of one or more clubs for at least 20 years and the member has notified the club secretary in writing of his or her desire to be so excluded and the Board has approved the request.

ARTICLE X

Finances

Section 1. *Deposit of Funds.* The treasurer shall deposit all funds of the club in some bank or other depository to be named by the board.

Section 2. *Payment of Bills and Audit.* All bills shall be presented to the Secretary upon signed vouchers and paid by the Treasurer only by checks signed by any two officers. All expenditures shall have been previously included within the annual budget or individually authorized by the board. The Audit and Finance Committee shall conduct a thorough review at least once each year, or more frequently upon request of the board, of all the club's financial transactions. The board may at its discretion also refer the review to a certified public accountant or other qualified person.

Section 3. *Bond.* Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club. **Section 4. *Fiscal Year.*** The fiscal year of this club shall extend from July 1st to June 30th. **Section 5. *Budget.*** Prior to the beginning of each fiscal year, the treasurer shall prepare a preliminary budget with the president-elect which shall include estimated income and estimated expenditures for the oncoming Rotary year. The budget will be presented to the board at its July meeting for discussion and adoption. The adopted budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

ARTICLE XI

Method of Electing Members

Section 1. Active members (including transferring or former Rotarians).

(a) The name of a prospective member, proposed by an active or honorary member of the club or by the membership development and retention committee, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

(b) The board shall request the membership committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(c) The board shall consider and approve or disapprove the recommendations of the membership committee and shall then notify the proposer, through the club secretary, of its decision.

(d) If the decision of the board is favorable, the proposer, together with one or more members of the Rotary Information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his or her permission for his or her name and proposed classification to be published to the club in its weekly bulletin.

(e) If no written objection to the proposal, stating reasons, is received by the board from any 11 member of the club within ten (10) days following publication of the name of the prospective member, the prospective member, upon payment of the admission fee, as prescribed in Article V of these by-laws, shall be considered to be elected to membership.

(f) If any written objection has been filed with the board, the board shall consider that objection at any regular or special meeting of the board and shall ballot on the proposed member. If fewer than five negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

(g) Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his or her name to the

General Secretary of Rotary International.

Section 2. *Honorary Members.* The name of the proposed candidate for Honorary membership, or transferring or former Rotarians shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If fewer than five negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Section 3. *Corporate Members.* Subject to the terms of Section 1. above the Membership Committee may recommend a corporation or associations as a member of the club with the guideline /goal of having just one corporate member per industry or field. Such members would be subject to the following rules: (1) the corporation or association shall have one primary and two associate members with the primary member and club membership representative participating in screening process to insure a suitable arrangement, (2) the associate members shall, however, be selected by the primary member and the corporation/association shall be able to replace any the designated members as may be required, (3) should a primary member or associate member leave the corporation or association that member may request to join the club as an individual member, (4) the annual corporate / association membership cost shall be twice the current member cost and the corporation/association shall, in addition, be required to purchase a minimum of 45 lunch tickets that can be used any by the primary and associate members. Any unused tickets will expire at the end of the Rotary year (i.e. June 30th).

ARTICLE XII

Procedure

Section 1. *Order of Business:*

- Meeting called to order;
- Introduction of visiting Rotarians;
- Introduction of guests of Rotarians;
- Correspondence and announcements;
- Any unfinished business;
- Any new business;

- Member recognition;
- Address or other program feature;
- Adjournment.

Section 2. Rules of Procedure. Except as otherwise expressly provided in these by-laws, the club Constitution, the Constitution and By-laws of Rotary International, or the provisions of law, the conduct of all business meetings of the club shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time.

ARTICLE XIII

12 Amendments

These by-laws may be amended at any regular meeting, a quorum being present, by a two thirds vote of all members present, provided that notice of such proposed amendment shall have been physically or electronically mailed to each member at least ten days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.

SECRETARY'S CERTIFICATE OF ADOPTION OF BYLAWS

I hereby certify that I am the duly elected and acting Secretary of the Rotary Club of Santa Rosa West, and that the foregoing Bylaws constitute the Bylaws of said Club as duly adopted as of February 27, 2017. IN WITNESS WHEREOF, I have signed my name this 27 th day of February, 2017.

Tarina Hall

Tarina Hall

Club Secretary
