

# UNIVERSITY DISTRICT ROTARY CLUB BYLAWS

May, 2024

## Article 1- DEFINITIONS

Board – The Board of Directors of this Club

Director – A Member of this Club’s Board of Directors

Officer – President, President-Elect, Vice President/President-Elect Nominee, Secretary, Treasurer, Immediate Past President and Pres/Gen Mgr of the Club’s Service Fund.

Member – A Member, other than an Honorary Member, of this Club

Quorum – The minimum number of participants who must be present when a vote is taken: one-third of the Club Members for Club decisions and a majority of the Board for Club Board decisions.

Fiscal Year – The fiscal year of the Club shall begin July 1<sup>st</sup> and end June 30<sup>th</sup> of the next calendar year.

## Article 2 – BOARD OF DIRECTORS

Section 1 – The governing body of this club shall be the Board, consisting of thirteen members of this Club, specifically, six Directors elected in accordance with Article 3 of these bylaws, plus seven Officers: President, President-Elect, Vice President/President-Elect Nominee, Secretary, Treasurer, Immediate Past President and Pres/Gen Mgr of the Club’s Service Fund. All thirteen Directors and Officers shall be voting members.

Section 2 – Any Officer or Director may be removed by two-thirds (2/3) vote of the Board, whenever in its judgment, the best interests of the Club would be served thereby.

Section 3 – A vacancy in any position referenced in this section, either current or elect, due to death, incapacity, resignation, removal, disqualification or other cause shall be filled by the Board for the unexpired portion of the term.

Section 4 – The Executive Secretary is a non-elected and non-voting member of the Board.

## Article 3 – ELECTIONS AND TERMS OF OFFICE

Section 1 – The Vice President/President-Elect Nominee, Secretary, Treasurer and three of the six at-large members of the Board shall be chosen from candidates offered by the Nominating Committee and from members. The term of office for each at-large Director shall be two years. The term of office for the Secretary and Treasurer shall be one year. The President-Elect assumes the position of President automatically and the Vice President/President-Elect Nominee assumes the position of President-Elect automatically.

Section 2 - The Nominating Committee, meeting annually, shall consist of the Immediate Past President, President, President-Elect and three additional members appointed by the President. The Immediate Past President shall be the committee chair. Prior to the first meeting of the Nominating Committee, the committee chair shall solicit nominations. The Nominating Committee shall present the list of candidate names prior to the end of November and shall offer only one candidate for each position. Notice of the nominations shall be published by the Club and announced at a regular Club meeting. When this announcement is made, the chair of the Nominating Committee shall give all members an opportunity to offer additional nominations.

Section 3 – The election shall be held at the Club’s annual meeting, after due notice to the members, in early December. If there is only a single candidate for each position, the slate may be elected by acclamation.

## Article 4 – DUTIES OF OFFICERS

Section 1 - The President presides over meetings of the Club and the Board. The President prepares both the club budget and the Service Fund budget for the year of his/her tenure.

Section 2 – The President-Elect performs such duties as requested by the President or the Board and is Chair of the Fundraiser Committee.

Section 3 – The Vice President/President-Elect Nominee presides at Club and Board Meetings in the absence of the President.

Section 4 – A Director attends Club and Board Meetings.

Section 5 – The Secretary maintains attendance, membership records, Board Meeting Minutes, and reports to Rotary International, as necessary.

Section 6 – The Treasurer maintains custody of all operating funds and accounts for Club financial records as requested or required by the Club or the Board.

Section 7 – The Executive Secretary is responsible for preparing the Club roster, new member materials and badges.

#### Article 5 – ELECTION OF MEMBERS

Section 1 – A member of this Club proposes a candidate for membership to the Board.

Section 2 – The Board approves or rejects the candidate's membership within 30 days and notifies the sponsoring Rotarian of its decision.

Section 3 – If the Board approves the candidate's membership, the candidate's biography and picture shall be published in the Club bulletin for two weeks.

Section 4 – If there are no objections by current membership, the prospective member is invited to join the Club.

Section 5 – The prospective member shall have an orientation followed by an induction at the earliest opportunity.

Section 6 – The newly inducted member is responsible for the fees and dues as outlined by the Club's Executive Secretary in a welcoming communication.

Section 7 – The Secretary shall prepare and file the appropriate notice of new membership with Rotary International.

Section 8 – If a former member wishes to restore his/her membership, a new application is not necessary. The Board needs to be notified, and the returning member needs to participate in the Club's orientation process.

#### Article 6 – FEES AND DUES

Section 1 – Admission fees and Membership dues shall be set by the Board and are to be paid before a new applicant can qualify as a member. The Board can change club fees and dues on an annual basis.

Section 2 – Membership dues for existing members shall be payable annually by June 30<sup>th</sup>. Dues for new members shall be prorated as necessary, based upon the quarter of induction.

Section 3 - Membership dues shall be waived for Honorary members.

Section 4 – Membership dues for a specific club member may be waived by the Board.

Section 5 – A former member of this club, or a former or transferring member of another Rotary club, shall not be required to pay a second initiation fee.

#### Article 7 - MEETINGS

Section 1 – An annual meeting of the Club shall be held in December each year. At this time, the election of officers and directors for the ensuing year shall take place.

Section 2 – Club meetings shall be held at noon on Friday. The Club President sets the meeting schedule for the year and has the discretion to change the day, time and/or location throughout the year, so long as two business days notice is given to members.

Section 3 – Board meetings are held at least eight times each year. Special Meetings of the Board are held at the President’s discretion or upon request by two Board members. Reasonable notice must be given to the Board members for a Special Meeting.

Section 4 – All club meetings, Board meetings, committee meetings and any other meetings, as well as all club communications, may be conducted virtually.

#### Article 8 - FINANCES

Section 1 – Prior to the beginning of each fiscal year, the President-Elect shall prepare a Club operating budget of estimated revenues and estimated expenditures for the year of his/her tenure. This budget proposal shall be presented to and approved by the Club Board.

Section 2 – The Treasurer shall deposit all operating funds of the Club in a bank or banks as determined by the Board, in an account(s) insured by an agency of the federal government. The Treasurer shall pay all club bills from this account(s). The Treasurer shall ensure that all required forms or reports are submitted to the Internal Revenue Service and other governmental agencies.

Section 3 – At every Board meeting, the Treasurer shall report the status of actual income and expenditures versus budget. The Board shall receive a final report from the Treasurer at the conclusion of the year.

Section 4 – A qualified person shall conduct a thorough review (audit) of all financial transactions at the end of the year. This review shall be reported to the Board.

#### Article 9 - COMMITTEES

Section 1 – The Avenues of Service are the philosophical and practical framework for the work of this Club. Club committees are charged with the goals of the club and furthering the Club’s commitment to the Avenues of Service. The Club President is an ex officio member of all Club committees. The chair of each committee is responsible for the regular meetings and activities of the committee, supervises and coordinates the committee’s work and reports to the Board, as necessary.

## Article 10 - AMENDMENTS

These bylaws may be amended at any regularly scheduled Club meeting. Notice of such proposed amendment shall have been sent in writing to each Club member at least twenty-one (21) days prior to such meeting. There must be a quorum present at this regularly scheduled Club meeting and the proposed amendment must pass with a majority vote of those present. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the Rotary International Constitution and Bylaws and the Rotary Code of Policies.

Article 11 - These Bylaws, by their adoption, supersede and replace all other bylaws and amendments.