

Rotary Club of Carmel Valley Bylaws

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Bylaws of the Rotary Club of Carmel Valley, California

Article 1 Definitions

1. Board: The board of directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions, a majority of the directors for Board decisions and a majority of past presidents for selection of the president nominee designate.
5. RI: Rotary International.
6. Year: The 12-month period beginning 1 July.

Article 2 Board

The governing body of this club is its board of directors, consisting of the following positions:

1. President
2. President-elect
3. President-nominee
4. Immediate Past President
5. Sergeant at Arms
6. Secretary
7. Treasurer
8. Community Service Chair
9. Youth Service Chair
10. International Service Chair
11. Vocational Service Chair
12. Membership Chair
13. Fundraising Chair
14. Foundation Chair
15. Program Chair
16. Public Image Chair
17. Club Learning Facilitator
18. Social and Athletic Events Chair

The President and/or Board may elect not to fill certain positions, but at a minimum, the President, Immediate Past President, President-Elect, Secretary, and Treasurer positions will be filled.

Article 3 Elections and Terms of Office

Section 1 — A nominating committee consisting of at least five past club presidents, chaired by the immediate past president, shall submit the names of not less than two candidates for the position of president-nominee to the past presidents not later than 15 October of each year. The past presidents shall meet not later than 1 November and consider the nominees and approve each of them by majority vote. The vote shall be by secret ballot, yes or no. If any of the nominees are not approved, the nominating committee shall submit a replacement nominee to the board not later than 15

November. An election shall be held not later than 1 December to select the president nominee. The election will be conducted with past presidents by secret ballot . If a quorum is present, the president nominee will be selected by majority vote of those past presidents present. The successful candidate will be called the “President Nominee Designate”. An election shall be held at a regular club meeting not later than 15 December to elect the president nominee. If a quorum is present, the members will vote by secret ballot, yes or no, to elect the President-Nominee Designate. If elected, the president-nominee designate becomes the president-nominee.

Section 2 — *Term of President.* The president-nominee shall be elected at least 18 months but not more than two years before the day of taking office as president. The president-nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president’s term is extended for up to one year. If the president becomes unable or unwilling to perform the duties of the office, the president-elect will become president and finish the unexpired term of the president, in addition to the term of office beginning at the end of the unexpired term of the president.

Section 3 — *Qualifications of President.* A candidate for president must be a member of this club for at least one year before being nominated, unless the district governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect training seminar and the training assembly unless excused by the district governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect training seminar and the training assembly and has not been excused by the district governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidents-elect training seminar and training assembly or training deemed sufficient by the district governor-elect.

Section 4 — *Appointment of Officers and Directors.* The president-elect shall nominate candidates for other officer and director positions as necessary not later than 30 May each year. Nominees shall be submitted to the Board for approval at the next Board meeting. If a quorum is present, the nominees shall be approved by majority vote of those present. In the event that a nominee is not approved, the president-elect shall submit another nominee for approval within ten days. The Board shall meet prior to 30 June to consider and vote on all such nominees submitted.

Section 5 — If any officer or board member vacates their position, the president and/or remaining members of the board will appoint a replacement.

Section 6 — If any officer-elect or director-elect vacates a position, the president and remaining members of the board-elect will appoint a replacement.

Section 7 — The terms of office for each officer of the club are:

President — One Year

President-Elect — One Year

Immediate Past President — One Year

Secretary — One year, or until a successor is elected and qualified.

Treasurer — One year, or until a successor is elected and qualified.

Section 8 — Terms of office for other directors are one year, or until a successor is elected and qualified.

Article 4 Duties of the Officers

Section 1 — The president presides at club and board meetings. In the absence of the president the immediate past president or president-elect shall preside.

Section 2 — The immediate past president serves as a director on the club board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director. The president-elect may attend the RI International Convention and may be reimbursed for documented out-of-pocket expenses incurred in doing so at a rate set by the board from time to time.

Section 4. — Each director attends club and board meetings.

Section 5. — The secretary keeps membership and attendance records, posts information to and updates the club database and records the minutes of board meetings.

Section 6. — The treasurer oversees all funds and provides an accounting of them.

Section 7. — The sergeant-at-arms maintains order in club meetings.

Article 5 Removal of Officers and Directors

Section 1 — Three or more directors of the club may petition the board to remove one or more officers or directors. The petition must be in writing and must clearly state the reasons for which the removal is being petitioned. Upon receipt of such a petition, the president, or the immediate past president if the president is a subject of the petition, and two other directors shall promptly meet individually with the subject(s) of the petition and discuss the specific allegations contained therein. The immediate past president shall then expeditiously call for a special board meeting to consider and discuss the petition and the results of the discussion(s) with the subject(s) thereof. Any officers or directors that are subjects of the petition shall not participate in this special board meeting. All other officers and directors must be present.

Section 2 — After due consideration of the petition and discussion thereof, any board member may call for a vote. If a vote is called for, the officers and directors, except for those that are subjects of the removal petition, shall vote by written secret ballot. If, and only if, the vote is unanimous for removal of each officer or director that is a subject of the petition, removal shall occur forthwith. If the vote is not unanimous for any petition subject, removal will not occur for those officers or directors. If a vote is not called for, the petition shall be dismissed.

Article 6 Meetings

Section 1 — This club meets each Tuesday from 12:15 P.M. to 1:30 PM. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members at least one week in advance.

Section 2 — Board meetings are held each month. Meetings are normally held in person, but may be held via video conference, email, telephone conference or hybrid format, with some members present and others participating via video conference. Special meetings of the board are called with reasonable notice by the president, or upon the request of two or more directors.

Article 7 Dues

Annual club dues are determined each year by the Board and communicated to the members no later than 30 June of each year. Dues are paid as follows: The full amount within 30 days of receipt of the invoice therefor, or one half within 30 days of receipt of the invoice, with the balance due and payable not later than 31 January of the following calendar year. Annual club dues include RI per capita dues, subscriptions to the official Rotarian magazine, district per capita dues, club fees and assessments, and any other Rotary or district per capita assessment.

Article 8 Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the selection of the president nominee designate and election of president nominee, which are conducted by secret ballot. The board may also provide a ballot for a vote on certain resolutions.

Article 9 Committees

Section 1 — This club's committees are shown below and include those listed in article 11, section 7, of the Club Constitution:

1. Community Service
2. Youth Service
3. International Service
4. Vocational Service
5. Membership
6. Fundraising
7. Foundation
8. Program
9. Public Image
10. Club Administration
11. Social and Athletic Events

The president and/or board may elect not to establish, or to discontinue, certain committees.

Section 2 — The president is an ex officio member of all committees.

Section 3 — Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Article 10 Finances

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board.

Section 3 — Bills are paid by the treasurer or another authorized officer.

Section 4 — Financial activity may be reviewed by the president or other member of the board upon request by the president or a vote of the board.

Section 5 — Club members will receive mid-year and annual financial reports with current and previous year income, expenses and cash balances. These reports shall be presented at club meetings, with prior notice given..

Section 6 — The fiscal year is from 1 July to 30 June.

Article 11 Method of Electing Members

Section 1 — A member of this club or another club may propose a candidate for membership to the board and/or the membership committee. The proposed new member submits an application for membership to the membership committee.

Section 2 — The board approves or rejects the candidate's membership application within 30 days and submits the proposed member to the full membership of the club for approval via email.

Section 3 — If one or more members raise an objection to the proposed new member within 10 days, the objection shall be reviewed by the board and the objection either sustained or rejected by vote of the board. Absent any objections, or if objections are rejected by the board, then the proposed new member is approved and is invited to join the club.

Article 112 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending email or written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Rotary Club of Carmel Valley Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

A quorum of members being present, and two thirds of those present, or more, having voted for adoption, the revised Bylaws of the Rotary Club of Carmel Valley are hereby:

Adopted this 28th day of October 2024

Robert D. Spadoni
Secretary