

AMENDED BYLAWS  
ROTARY CLUB OF INDIO  
INDIO, CALIFORNIA  
2021

Approved by the Rotary Club of Indio Board of Directors: December 16, 2021.

Approved by the Rotary Club of Indio: December 21, 2021

Article I. DEFINITIONS

Section 1.01 Member: Unless otherwise indicated, member shall refer to an individual member admitted through the regular application process or an individual member admitted as a Business Member Designee.

Section 1.02 Board: The Board of Directors of this club.

Section 1.03 Director: A director on this club's board of directors.

Section 1.04 Quorum: The minimum number of participants who must be present to commence a meeting at which a decision or other action is taken: One third of the members for a club meeting; a majority of the directors for a board meeting.

Section 1.05 RI: Rotary International.

Section 1.06 District: The RI district to which this club belongs, currently District 5330.

Section 1.07 The Rotary Foundation: The charitable organization operated by RI.

Section 1.08 The Indio Rotary Foundation: The charitable organization operated by this club.

Section 1.09 Year: The 12-month period beginning 1 July.

Article II. BOARD OF DIRECTORS

Section 2.01 This club (the "Club") shall be governed by its Board of Directors (the "Board"). The Board shall be comprised of not more than 11 directors who shall be members or designees of a corporate member of the Club. The term of each director shall be until the end of the Club's fiscal year on June 30 of the year for which that director was elected or designated.

Section 2.02 The President, Immediate Past President, President Elect, Secretary, Treasurer, and Foundation Committee Chair ("Foundation Chair") shall be directors *ex officio*.

Section 2.03 The President may designate a maximum of five additional directors to serve during the year for which the President has been elected to serve.

Section 2.04 The President shall Chair the Board, and the President, or another director requested to do so by the President, shall preside over meetings of the Board.

Section 2.05 Actions or decisions of the Board shall require approval by a vote of a majority of the directors present once a quorum has been established. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Article III. OFFICERS

Section 3.01 The officers of the Club shall be the President, Immediate Past President, President Elect, Secretary, Treasurer, and Foundation Chair. Officers shall be members or designees of a corporate member of the Club.

Section 3.02 The President shall be the general manager and chief executive officer of the club and shall have overall responsibility for the execution of the business of the Club, preside at club meetings, chair the Board of Directors, appoint and supervise committee chairs and members, and designate officers and directors as provided herein.

Section 3.03 The Immediate Past President shall fulfill the duties of the President when the President is unable to do so, plan the outgoing president's demotion party, and conduct the nominations for President, President Elect, President Nominee, or President Designate whenever any of those positions is vacant.

Section 3.04 The President Elect shall prepare a proposed budget for his or her year as president by 1 July of that year and shall designate officers and directors, as provided herein, to serve during the President Elect's term as President by the Annual Meeting of the members.

Section 3.05 The Secretary shall be responsible for creating, maintaining, and where appropriate disseminating Club records, including the club constitution, bylaws, policies, and membership records, minutes of Club and Board meetings, and correspondence.

Section 3.06 The Treasurer shall keep the Club and Indio Rotary Foundation financial records, maintain all Club and Indio Rotary Foundation funds and accounts, and provide monthly and annual accounting to the Boards of the Club and Indio Rotary Foundation of the Club's and Indio Rotary Foundation's funds and accounts.

Section 3.07 The Foundation Chair shall oversee, promote, and maintain records of donations by the Club and Club members to The Rotary Foundation, and all donations to the Indio Rotary Foundation.

Section 3.08 The term of office for each officer shall be until June 30 of the year for which that officer was elected or designated.

Article IV. MEMBERS

Section 4.01 Members shall be adult natural persons of good character and good business, professional, or community reputation.

Section 4.02 The Board shall prepare a membership application for individuals who wish to become a member of the Club in the regular manner. A person applying for membership shall submit a completed application to the President or another member appointed by the President for this purpose who will give notice of the application to the members of the Club. After a reasonable time for the members to comment upon or object to the application, the Board shall consider the application and will admit the applicant to membership upon approval by a majority of the Board.

Section 4.03 Entities such as commercial businesses, whether organized as a sole proprietorship, partnership, or corporation, non-profit organizations, educational institutions, and governmental agencies may support and participate in the Club by becoming a Business Member ("BM"). The Board shall prepare a BM policy stating the terms and conditions of a corporate membership and a BM application. An entity applying to be a BM shall submit its completed application to the President or another member appointed by the President for this purpose who will give notice of the application to the Directors. The applicant shall be admitted as a BM under the terms and conditions set forth in the BM policy upon approval by a majority of the Board. The BM shall then name a BM designee or designees as provided in the BM policy. A BM designee will become an individual member with the rights and privileges of a regularly admitted member upon approval by a majority of the Board. The BM shall be financially responsible for its designee members' fees and dues set forth in Article V of these bylaws.

Section 4.04 In addition to members who are regularly admitted or corporate member designees, the Club may also admit persons of good character and reputation as Honorary members in recognition of their service in support of the Club and Rotary ideals or Associate members who support and participate in the Club's activities. Honorary and Associate members shall be admitted upon such terms as the Board shall determine by a vote of a majority of the Board. Honorary and Associate members shall not have voting rights or be eligible to be directors or officers of the Club.

Article V. FEES AND DUES

Section 5.01 An admission fee in the amount determined by the Board shall be paid before an applicant or designee may be admitted as a member.

Section 5.02 A member shall pay dues to the Club in the amount determined by the Board. Member dues will be billed in the manner and at the times determined by the Board and shall be payable upon billing. Member dues shall include dues and assessments that the Club is required to pay on behalf of the member to RI and to the District and a dues payment to the Club in the amount determined by the Board.

Section 5.03 The Board may impose assessments upon the members to further the purposes of the Club by submitting a resolution to that effect to a vote of the members at a noticed meeting of the Club. Upon approval by a vote of the members, each member shall pay a per capita share of the assessment as directed by the Board.

Section 5.04 So that the Club will attain the status of having all of its members qualify as Sustaining Members of The Rotary Foundation, each member shall pay to the Club, in addition to any other donations the member may choose to make to The Rotary Foundation, the amount of the Sustaining Member donation. The donation shall be paid when and as billed by the Club and shall be forwarded in the member's name to The Rotary Foundation.

Article VI. MEETINGS

Section 6.01 Club Meetings.

- (a) An annual meeting of the Club shall be held each year not later than 31 May to confirm, by a vote of a majority of the members present after a quorum has been established, the election or designation of the officers and directors for the next year and to conduct such other business as may be brought before the members upon reasonable notice.

- (b) The Club shall have weekly meetings which shall be held regularly on Tuesday at 12:10 p.m. unless the Board gives notice that a meeting will be cancelled, held on a different day, or held at a different time.

Section 6.02 Board Meetings.

- (a) The Board shall meet regularly each month on a day established by the President at the beginning of the President's term unless the Board approves holding a particular meeting on a different day or at a different time and gives notice to all of the directors of such change. The Board may hold such special meetings as may be called with reasonable notice by the President or upon the request of two directors. All Board meetings shall be open to all the members of the club if they wish to attend
- (b) The President shall prepare an agenda giving notice of the matters to be considered at the Board meeting and distribute the agenda to the directors prior to the day of the meeting.
- (c) Any action that the Board is required or permitted to take may be taken without a meeting if all of the directors individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6.03 Club and Board meetings shall be governed by the rules contained in the current edition of Robert's Rules of Order Newly Revised where they are applicable and when they are not inconsistent with the Club's Constitution, Bylaws, or standing rules.

Section 6.04 The Board may choose to hold Club or Board meetings in person or by electronic conferencing.

Article VII. ELECTION AND DESIGNATION

Section 7.01 The Club shall elect its President by establishing a line of succession consisting of the President, President Elect, President Nominee, and President Designate. On July 1, the President Elect, President Nominee, and President Designate will advance to the positions of President, President Elect, and President Nominee, respectively. The Immediate Past President shall then canvass the active Past Presidents who are reasonably available to participate in order to identify a nominee or nominees for President Designate. The Board shall then elect the President Designate from the nominees identified. If only one nominee has been identified, the nominee shall not be elected unless the nominee receives the support of a majority of a quorum of the Board. In the event of a vacancy during the year in any position in the line of succession, the Board shall elect a replacement using the same procedure as set forth herein for the election of the President Designate.

Section 7.02 The President shall designate the Secretary, Treasurer, and Foundation Chair.

Section 7.03 The directors and officers elected or designated as provided herein shall assume their duties upon confirmation by the members pursuant to Section 6.01.

Article VIII. METHOD OF VOTING

Section 8.01 Voting at meetings of the Club or the Board shall be by voice vote or a show of hands. When a voice vote has been taken, a vote by show of hands shall be taken if requested by a member and the result of the vote by show of hands shall be controlling.

Article IX. FINANCES

Section 9.01 The fiscal year of the Club is from 1 July to 30 June.

Section 9.02 At the beginning of the President’s term, the President shall submit an estimated annual operating budget of income and expenses for the Club to the Board for approval and an informational statement of anticipated income and expenses of Indio Rotary Foundation.

Section 9.03 Annually the Club shall engage a Certified Public Accountant (“CPA”) to perform a compilation engagement and submit the compilation report and financial statements to the Club by 31 August. The Treasurer shall provide the Club’s financial information for the year ended 30 June to the CPA by July 31 so that the CPA can complete the compilation engagement by 31 August. The compilation report and financial statement prepared by the CPA shall be presented to the Board at the next regular Board meeting after they are received and shall be provided to the members immediately after that Board meeting.

Section 9.04 The annual tax return shall be prepared and filed by a Certified Public Accountant.

Section 9.05 The Treasurer shall deposit club funds in a financial institution or institutions designated by the Board. Separate accounts shall be maintained for the Club and The Indio Rotary Foundation. Club and Foundation funds shall not be co-mingled with each other or with any other funds.

Section 9.06 Club funds shall be disbursed only by the Treasurer or another board authorized officer. Disbursement of Club funds may be made for an item that has been specifically identified in the approved annual budget or otherwise approved by the Board.

Article X.AMENDMENT

Section 10.01 These Bylaws may be amended or repealed by the Board or by approval of a majority of all members at any annual or regular club meeting. Amending or repealing the club bylaws by approval of the members requires that written notice be sent to each club member 10 days before the meeting at which such action is taken. Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

\* \* \* \* \*