

**PROPOSED** BYLAWS OF THE  
ROTARY CLUB OF ORO VALLEY

**April, 2024**

**D R A F T**

*as of 25 Mar 2024*

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## BYLAWS OF THE ROTARY CLUB OF ORO VALLEY

### Article 1 Definitions

Club:	the Rotary Club of Oro Valley
Board:	the governing Board of Directors for the Club
Director:	a member of the Club's Board
Officers:	President, President Elect, Secretary, and Treasurer
Member:	an Active Member of Rotary International and of the Club, other than an Honorary Member
Club Foundation:	the Oro Valley Rotary Foundation, a 501(c)(3) corporation.
Foundation Board:	the governing board for the Club Foundation
RI:	Rotary International
Quorum:	the minimum number of participants who must be present when a vote is taken- for the transaction of any business at a club meeting, assembly or annual meeting it shall be one third (1/3) of the club Members; for the transaction of any business at a Board meeting it shall be a majority of the Directors
Rotary Year:	the 12-month period that begins on 1 July
Club Constitution:	the current Standard Rotary Club Constitution

### Article 2 Board of Directors

The governing body of this club is its Board of Directors, consisting of the Immediate Past President and current President, President Elect, Secretary, Treasurer, Club Service Chair, International Service Chair, Community Service Chair, and Foundation Chair.

### Article 3 Elections and Terms of Office

- Section 1:** At a meeting one month before elections, members nominate candidates for Officers. The nominations may be presented by a nominating committee, by members from the floor, or both. Members of any nominating committee will be selected by the board.
- Section 2:** The candidate who receives a majority of the votes for each office is declared elected to that office.
- Section 3:** If any officer vacates his or her position, the remaining members of the board will appoint a replacement.
- Section 4:** If any officer-elect vacates a position, the remaining members of the incoming board will appoint a replacement.
- Section 5:** The terms of office for officers are one year, except that a member elected President will serve a three-year cycle consisting of President Elect, President and Immediate Past President.

## **Article 4 Duties of the Officers**

- Section 1:** The President presides at Club and Board meetings and with the consent of the Board, appoints Committee Chairs.
- Section 2:** The President-Elect prepares for his or her year in office and presides at Club and Board meetings when the President is absent.
- Section 3:** The Immediate Past President serves as a Director on the Board.
- Section 4:** The Secretary keeps and reports membership and attendance records to the Board and as required, to the district and RI; provides notices of Board and annual meetings of the Club to Members; prepares and distributes minutes of Board meetings as required by the Club Constitution and performs other duties as usually pertains to the office.
- Section 5:** The Treasurer oversees all funds and provides an accounting of them annually, periodically as stated in [Article 9 Section 5](#) herein, and at any other time upon demand by the Board; sends dues invoices to all Members and records all dues payments; conducts Club financial transactions at the direction of the Board and performs other duties as usually pertains to the office.
- Section 6:** The Club Service Chair oversees the Sergeant at Arms, Membership, Social, Public Image and Speaker Committees.
- Section 7:** The International Service Chair oversees the International Service Committee.
- Section 8:** The Community Service Chair oversees the Community Service, Vocational and Youth Service Committees.

## **Article 5 Meetings**

- Section 1:** The Club meets four Thursdays each month from 7:30 AM to 8:30 AM at Westward Look, Oro Valley, AZ. Reasonable notice of any change or cancellation of the regular meeting will be given to all Members.
- Section 2:** An annual meeting of the Club is held during a Club meeting no later than December 31<sup>st</sup> to elect the Officers who will serve for the next Rotary Year.
- Section 3:** Club assemblies are held quarterly, or as called by the Board or President and may be held during a regular Club meeting.
- Section 4:** Board meetings are held once per month with a minimum of 10 per year. Special meetings of the Board are called with reasonable notice by the President or upon the request of two Directors.

## **Article 6 Dues**

- Section 1:** Annual club dues are as follows:
- |                    |  |
|--------------------|--|
| Active Members:    | \$750  |
| Family Members:    | Same dues as Active Member (applicable meal charges may be assessed for more than one meeting participant).  |
| Corporate Members: | Same dues as Active Members (applicable meal charges may be assessed for more than one meeting participant). |
| Honorary Members:  | No dues (applicable meal charges may be assessed).   |
- Section 2:** Members will be assessed dues on a semi-annual basis.
- Section 3:** Annual Club dues include RI per-capita dues, a subscription to *The Rotarian* or a Rotary regional magazine, district per capita dues, Club fees levied by the Board, and any other RI or district per-capita assessments. Meeting dues also include meal fees for the period.

## **Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of hands except in the election of Officers, which in the event of a contested election is conducted by ballot. The Board may also provide a ballot for a vote on some resolutions.

## **Article 8 Committees**

**Section 1:** Club Committees coordinate their efforts to achieve the Club's annual and long-term goals. The Club will maintain standing as well as such other committees and subcommittees as may be appointed by the Board.

**Section 2:** Standing Committees are:

Community Service: Develops and implements community, vocational and youth projects involving as many club members as possible.

International Service: Develops and implements international service projects involving as many club members as possible.

Club Service: Includes Subcommittees and Chairs for Fundraising, Public Image, Membership, Social, and Meeting Coordination, and at the discretion of the President, a Sergeant-at-Arms.

**Section 3:** The President is an *ex officio* member of all Committees and, as such, has all the privileges of membership on those Committees.

**Section 4:** Each Committee Chair is responsible for the regular meetings and activities of their committee, supervises and coordinates its work, establishes any needed Subcommittees, and reports to the Board on all Committee activities. Each Subcommittee Chair is responsible for the regular meetings and activities of their Subcommittee, supervises and coordinates its work, and reports to the appropriate Committee.

## **Article 9 Finances**

**Section 1:** Before each Rotary Year, the incoming Board prepares an annual budget of estimated income and expenditures. The annual budget is voted on and approved by the incoming Board at their first Board meeting. The budget shall contain an allocation of funds for the upcoming Rotary Year for each Standing Committee. During the year, committees shall have the discretion to spend the allocated funds on budgeted expenditures up to \$3,000 based on a vote of a majority of the committee. Expenditures above \$3,000 or expenditures not in the approved budget must be voted on and approved by the Board.

**Section 2:** The Treasurer deposits Club funds in a financial institution or institutions designated by the Board. Separate accounts shall be maintained for club operations, for the Club Foundation and any additional accounts needed to maintain grant qualifications.

**Section 3:** Bills are paid by the Treasurer; all checks exceeding \$3,000 shall be signed by two Officers.

**Section 4:** A qualified person shall conduct a thorough annual review of all financial transactions at least once every Rotary Year.

**Section 5:** Club Members will receive an annual financial statement of the Club as soon after the end of each Rotary Year as is feasible. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting. Periodic budget updates are presented to the Board at each Board meeting.

## **Article 10 Membership**

- Section 1:** The club shall have four membership types, namely: Active, Corporate, Family and Honorary.
- Section 2:** Active and Honorary Memberships are defined in the Club Constitution.
- Section 3:** Corporate Membership is available to businesses, associations and agencies that have an Oro Valley presence. A Corporate Member will have one vote on Club matters and will participate in the Club through one primary member and up to three designees. The primary Corporate Member will be inducted as a Member. Designees will be selected by the corporate organization. Designees will not be Members, but will be eligible to participate in Club meetings and other activities.
- Section 4:** Family Membership is available to any person who qualifies for membership as an Active Member and desires to have other persons in their immediate family participate in club activities. A Family Member will have one vote in Club matters and will participate in the Club through one primary member and up to three designees. The primary member will be inducted as a Member. Designees will be selected by the primary member and approved by the Board. Designees will not be Members but will be eligible to participate in club meetings and other activities. Designees must meet the Member Qualifications defined in the Club Constitution.

## **Article 11 Method of Electing Members**

- Section 1:** A Member may propose a candidate for any type of membership to the Board, or another club may propose one of its transferring or former members.
- Section 2:** The Board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.
- Section 3:** If the Board approves the candidate's membership, the prospective member is invited to join the Club, and must agree to all conditions of membership.

## **Article 12 Attendance**

- Section 1:** The Secretary shall record attendance in accordance with provisions set forth in the Club Constitution and report to the district and RI as required.
- Section 2:** Non-attendance alone will not be cause for termination of membership.

## **Article 13 Resolutions**

The club shall not consider any resolution or motion to commit the club to any matter until the board has considered it. Such resolution or motion, if offered at a club meeting, shall be referred to the board.

## **Article 14 Amendments**

These Bylaws may be amended at any regular Club meeting, following written notice to each member 10 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 Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

APPROVED THIS \_\_\_\_ Day of \_\_\_\_\_, 2024:

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
President-Elect