

Bylaws of the Rotary Club of Los Altos

as amended and approved June 28, 2018

Article I – Definitions

Associate Member: designation for a member of the Club who has an occupation that limits attendance during regular meeting times, is considered an active member but is not able to vote or hold Club office. The associate member is expected to participate in all other club responsibilities.

Blue Badge: designation for a member of the Club who has fulfilled the new member requirements. Blue Badge members may or may not be in Good Standing.

Board: Board of Directors of the Club

Club: Rotary Club of Los Altos, California USA

Delivered: a ballot or other hard copy material is deemed delivered if it is submitted in person, or by mail to the designated recipient unless otherwise set forth in a particular provision of these bylaws.

Due Notice: notification to appropriate members of the Club of a pending action or meeting that is accomplished as follows:

1. Notice is to be mailed first class five days in advance, or 96 hours in advance if given personally, by electronic or other means of communication, and
 - (a) Notice is deemed to have been given at the time it is deposited in the United States mails, postage prepaid.
 - (b) Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient.
 - (c) Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office or home of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.
 - (d) Although desirable, posting on the bulletin board at the weekly meeting is not considered notice.
2. Other acceptable means of notice may be set forth in a particular provision of these bylaws that will require greater or lesser advance notice time.

Good Standing: a member in Good Standing is current in dues and other accounts and continues to fulfill all requirements for membership in the Club as set forth in the published Club Constitution. As specified in Articles 9 and 12 of the Club Constitution, attendance requirements for all members (except “Rule of 85” senior members who are exempt from

attendance requirements) include but are not limited to the following:

Attend or make-up at least 50% of Club regular meetings in each half of the year.

A member not in Good Standing is not permitted to:

1. Propose new members.
2. Serve on the Board, LAREF, or as committee chairs.
3. Represent the Club at the District, Rotary International, or other Rotary meetings.
4. Attend those Club events having limited capacity and being otherwise fully subscribed.
5. Vote in Club elections.

Handbook: the annually updated documentation of members, member information, Club positions of leadership and Club governance documents. Documentation may be in any form approved by the Club membership including, but not limited to hard copy and electronic digital.

Make-up Meetings: meetings or activities for which members shall receive attendance credit (see Article 9 Section 1 of the Club Constitution).

Notice: notification by mail, email or fax informing every member of the Club or every relevant subset of Club members.

Published: included in the Club handbook. In the time prior to the publication of a handbook, the material shall be posted on the web site.

Red Badge: the designation for an individual accepted to membership in the Club who has yet to fulfill the new member requirements of the Club as published from time to time, and any changes to such requirements approved by the Board after due notice to the Red badge member. Failure to meet these requirements may be considered by the Board as “due cause” for termination in accordance with the published Club constitution.

Rotator: the weekly newsletter of the Club

Voucher: documentation of expenses paid or to be paid on behalf of the Club. Normally includes receipts or invoices from sellers and must be signed by the person claiming reimbursement.

Article II – Board of Directors

Section 1 – Governing Body. The governing body of the Club shall be the Board of Directors, elected in accordance with Article IV of these bylaws.

Section 2 – Rights of Directors. Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Club within 30 days of written notice to the Board.

Section 3 – Duties of Directors. In addition to the duties set forth in Article VIII, Directors shall:

- (a) Maintain good standing and assure that the appointed chairs and members of a committee under their responsibility are in good standing.
- (b) Assist the President in developing the Club Leadership Plan.

- (c) Attend all Board meetings unless excused by the President.
- (d) Implement appropriate provisions as outlined in the RI Club Committee Manual regarding their Avenue of Service or part thereof.
- (e) Develop a Transitional Guide and amendments or changes thereto, each year, that shall be delivered to a successor Director for each Avenue of Service, or part thereof, that contains adopted operating policy, procedures, and records of committee action, under their responsibility.

Article III – Officers

Section 1 – President. It shall be the duty of the President to preside at meetings of the Club and Board of Directors and to perform or delegate such duties as ordinarily pertain to the office.

Section 2 – President-Elect. It shall be the duty of the President-Elect, when present, to preside at meetings of the Club or Board of Directors in the absence of the President and, unless otherwise delegated by the President, to perform such duties as ordinarily pertain to the office.

Section 3 – Secretary. It shall be the duty of the Secretary to keep the records of membership, record the attendance at Club meetings, record and preserve the minutes of Board meetings, record and preserve the subject and results of all Club votes and include them in the minutes of the next Board meeting after such vote, make required reports to Rotary International and the District, and perform such other duties as usually pertain to the office. The Secretary may delegate such duties to other members or nonmembers of the Club, whom the Secretary shall supervise, with the approval of the President.

Section 4 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually, to the Board at the monthly meeting and at any other time upon demand by the Board, and to perform such other duties as ordinarily pertain to this office. Upon retirement from office, the Treasurer shall turn over to the successor or to the President all funds, books of account, and any Club property. The Treasurer may delegate such duties to other members or nonmembers of the Club, whom the Treasurer shall supervise, with the approval of the President and the Board.

Section 5 – Sergeant-At-Arms. The duties of the Sergeant-At-Arms shall be such as are usually prescribed for the office and such other duties as may be prescribed by the President or Board of Directors.

Section 6 – Stipends. The Secretary and the Treasurer may be paid a stipend, the amount of which shall be approved by the Board of Directors.

Article IV – Election of Directors and Officers

Section 1 – Election of Directors. The Annual Meeting of the Club shall be the second regular meeting in February of each year. The purpose of the Annual Meeting shall be for the election of the Board of Directors for the ensuing year, together with such other business that the outgoing Board of Directors should care to bring before the Club.

- (a) By December 31 of each year, the President shall appoint a Nominating Committee and its chair. The Nominating Committee shall consist of seven members, namely, the

immediate Past President, the President, the President-Elect, President-Elect-Elect and

three past board members who volunteer, are members in good standing, and are currently active in Club activities such as serving on an active committee.

The President shall announce the names of the Nominating Committee members to the membership at the first regular meeting of the Club following naming the Committee. At this meeting, the President shall call for nominations and self-nominations from the membership. These nominations shall be delivered to the President verbally, by mail or email within fourteen days following the call for nominations. Persons so nominated shall be called "Club Nominees."

The Nominating Committee shall qualify all Club Nominees to assure they will have been members of the Club for two or more years when their term begins, are members of good standing, and are willing to serve. Should the number of Club Nominees be less than the number of board seats open, the Nominating Committee shall recruit members willing to be nominated. The Nominating Committee may also add to the list of Club Nominees.

(b) At least twenty-one days prior to the Annual Meeting, the Nominating Committee shall announce the nominations. In addition thereto, fourteen days prior to the Annual Meeting nominations from the floor must be accepted. The Nominating Committee shall qualify these floor nominations by the same criteria applied to other nominees.

(c) At the Annual Meeting, the election shall be conducted by three judges of election appointed by the President. All members in good standing are entitled to one vote and they may do so only in person, or by mail, fax, or email. Ballots shall be delivered and made available on the web site to all members at least one week before the election and said ballots, in order to be counted, must be delivered to the election judges in care of the Secretary not later than 1:00 pm on the day of the election. The balloting place shall be the regular meeting place and the Board of Directors shall establish such procedures as are necessary. All ties shall be broken by repeated voting of the members in good standing present at the Annual Meeting until the tie is broken.

(d) The Board of Directors of the Club shall consist of the President, the Immediate Past-President, the President-Elect, and six directors elected by the membership of the Club.

(e) Each of the six elected directors shall serve a term of two years, the terms to be so regulated that three directors shall be elected each year to begin two-year terms while at the same time, the other three directors shall be completing the first year of their two-year terms. If in any annual election more than three directors are to be elected, the three candidates receiving the highest vote total shall serve terms of two years and the remainder shall serve terms of one year. In the event it shall be necessary to break a tie vote in order to determine the member or members to serve terms of one year, the tie vote shall be broken by a majority vote of the Nominating Committee.

Section 2 – Election of President-Elect. Prior to the thirty-first day of December of each year, the most immediate Past-President shall call a meeting of all Past-Presidents who are still members of the Club, and shall act as chair of the meeting for the purpose of electing the President-Elect, who also serves as the Club's Vice-President, for the year beginning July of the following year. The current President is to be invited to attend the meeting as a non-voting

member. A quorum will consist of any five Past-Presidents. To be eligible for election as President-Elect, a member must be in good standing and will have finished a full term on the

Club Board of Directors before they take office as President-Elect.

Section 3 – Board Vacancies. A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 4 – Officer-Elect or Director-Elect Vacancies. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

Section 5 – Appointment of Treasurer, Secretary and Sergeant-at-Arms. The incoming President, with the confirmation of the Board, shall appoint the Treasurer, the Secretary, and the Sergeant-at-Arms who may or may not be members of the Board. Should the position of Treasurer or Secretary not be filled by a member of the Board, then these officers shall serve as ex-officio members of the Board of Directors without vote.

Article V – Meetings

Section 1 – Annual Meeting. The Annual Meeting of the Club shall be held during the second meeting in February in each year, in accordance with Article IV, Section 1.

Section 2 – Regular Weekly Meetings. The time and place of the regular weekly meetings of the Club shall be as approved from time to time by a majority of the membership.

Section 3 – Club Assemblies. Club assemblies shall be held at least twice in each Rotary year, the first shall be held in July and the second in January.

Section 4 – Quorum of the Members. A majority of the members in good standing shall constitute a quorum at the annual and regular meetings of the Club.

Section 5 – Board Meetings. Regular meetings of the Board of Directors shall be held each month unless the President, with the approval of the Board, cancels a monthly meeting and gives due notice of the cancellation to the Club. In this case, notice is deemed given by an announcement at a regular meeting and printing in the Rotator. 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 6 – Notice. Notice of a meeting need not be given to any director who waives notice orally or in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director.

Section 7 – Quorum of the Board. A majority of the voting Board members shall constitute a quorum of the Board.

Section 8 – Action of the Board. Any action required or permitted by the Board may be taken without a duly noticed meeting if all members of the Board shall individually or collectively consent to such action before or after such action and their consent is properly delivered. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be included with the minutes of the proceedings of the Board.

Section 9 – Make-up Meetings. The Board shall designate which meetings and activities in addition to the regular weekly meeting are acceptable as make-up meetings. Make-ups will generally be designated as acceptable if the attending member represents Rotary in a manner consistent with Article 9 Section 1 of the Club Constitution.

Section 10 – Politics. In Article 13 of the Club Constitution, which defines acceptable policies for political content at meetings, the Club is prohibited from taking positions on matters to appear on ballots in governmental elections. However, the Club is not prohibited from hosting discussions of matters on the ballot. The Program Chair is urged to provide equal time for pro

and con presentations on matters on the ballot. The Club is further prohibited from hosting discussions of the merits and demerits of candidates for elected office. However, the Club may invite candidates for office to speak as long as all competing candidates are invited.

Section 11 – Fundraising. The Board of Directors shall specify policy for the number of fundraising requests allowed at each weekly meeting verbally or by the distribution of flyers and other materials and which groups may make said solicitations. The Board’s policies shall also include acceptable solicitations in the Rotator. Said policy shall be published in the Directory. It shall be the duty of the President and the Program Chair to enforce said policy.

Article VI – Fees and Dues

Section 1 – Fees for Regular Members. An admission fee shall be required to be paid before an applicant may be accepted into membership. Membership dues shall be payable annually on the first day of July. The amount of the admission fee and the membership dues shall be established annually by the Board of Directors. In rare and deserving individual cases, the admission fees and/or the membership dues may be adjusted by the Board of Directors.

Section 2 – Fees for Senior Members. Any member who has been a member of one or more Rotary Clubs for in the aggregate twenty years or more, has reached the age of sixty-five years and is retired, upon application and approval by the Board shall pay one-half of the membership dues, payable on the first day of July, with the understanding that a portion of such payment shall be applied to said member’s subscription to the Rotarian magazine.

Section 3 - Fees for Associate Members. An admission fee shall be required to be paid before an applicant may be accepted into membership. Associate Membership dues shall be payable annually on the first day of July. The amount of the admission fee and the membership dues shall be established annually by the Board of Directors. There will be the additional fee that will be paid annually along with the dues in order to become a member of the President’s Club, currently \$100 but is subject to change. This fee will be assessed with the dues secondary to the inability to collect this fee during the normal Club meetings.

Article VII – Method of Voting

The business of the Club shall be transacted by voice vote, show of hands, recorded voice vote, or ballot at the discretion of the President, except the election of officers and directors, which shall be by ballot. If ten or more members of the quorum object, by standing, to the method of voting instituted by the President, a recorded vote shall be taken.

Article VIII – Committees

Section 1 – Avenues of Service. The President shall assign an Avenue of Service or part thereof, to each of the six elected directors, dividing the responsibilities so as to address the particular needs of the Club for that year. The President, working with each director, shall name the committees under each director and establish the goals and purpose of each committee.

Section 2 – Committees. Directors shall appoint a chair and members of the committees under their responsibility and shall oversee the functioning of each committee to assure progress towards the goals of that committee.

- (a) Where feasible and practicable in the appointment of Club committees, there should be provision for continuity of membership by reappointing one or more members for additional terms on the same committee.
- (b) The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
- (c) Each committee shall transact such business as is assigned to it by the President. No member or committee shall act to commit an expenditure of Club funds except as approved by the Board of Directors.
- (d) The chair shall give due notice to each committee member of committee meetings, prepare an agenda for, and assure that minutes are taken at each meeting.

Article IX – Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted permitting a member not to attend the meetings of the Club without forfeiting their membership for a specified time generally not to exceed six months.

While such leave of absence does prevent a forfeiture of membership, it does not allow the Club to take credit for the member's attendance. Unless the member makes up as described in Article V, Section 9, the member must be recorded as absent (except when such absence is authorized by Article 9 Section 3 of the Club Constitution).

Article X – Finances

Section 1 – Funds. The Treasurer shall deposit all funds of the Club in a bank as prescribed by the Board.

Section 2 – Payment of Bills. All bills shall be supported by vouchers. Checks in payment of vouchers of \$2,000 or more shall be signed by any two of the following: the President, the President-Elect, the Immediate Past-President, the Secretary or the Treasurer. Vouchers under \$2000 shall be paid by checks signed only by the Treasurer or other person designated by the Board. No payment shall be made for a voucher by check unless the amount of the check is less than the remaining balance of the approved budget line item to which it relates without approval of the Board.

Section 3 – Audits. An examination and report on the financial statements of the Club and its major operations shall be made at least once a year following Board approved accounting and auditing procedures. The report of such examination shall be submitted to the Board of Directors.

Section 4 – Bonds. Officers having charge or control of funds may be required by the Board to give bond for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 5 – Fiscal Year. The fiscal year of the Club shall extend from July 1st to June 30th. For the collection of members' dues, the year shall be divided into two semiannual periods extending from July 1st to December 31st and from January 1st to June 30th.

Section 6 – Budget. By June of each year, the President-Elect shall prepare or cause to be prepared, a budget of estimated income and estimated expenditures for the following fiscal year and make said budget available to the Club for comment in June. When approved by the Board at their meeting in July, said budget shall stand as the limit of expenditures for the respective

purposes unless otherwise ordered by action of the Board. The President may draw from reserves, if they are available, to balance the budget with the approval of the Board.

Section 7 – Finance Committee. A finance committee to include the Treasurer shall be appointed by the President-Elect by April of each year to make recommendations and to assist in preparing a budget in accordance with Section 6 of this Article X. With the approval of the President-Elect, a draft two-year fiscal budget may be recommended.

Article XI – Method of Electing Members

Section 1 – Proposing New Members. Prospective members shall be proposed in writing to the Club Secretary using an "Applicant's Form" covering personal data and a "Proposer's Form" covering eligibility and classification matters. The proposal shall be kept confidential for the time being, except as provided elsewhere in this Article XI. Only members in good standing who have been members for one year or more may propose new members.

Section 2 – Board Approval. The Board shall review both the Proposer's and the Applicant's forms as to eligibility and classification. If questions are raised, the director having charge of Membership shall investigate and report back to the Board within 30 days. The Board shall then approve or disapprove the application. When approved or disapproved the Board, through the Secretary, shall notify the Proposer.

(a) In the absence of any objection, or in the case of an objection, if the Board's decision is favorable, the prospective member shall attend an orientation meeting covering the principles of Rotary and the privileges and responsibilities of membership. At the conclusion of the orientation meeting the proposed member shall be asked to reaffirm their desire to join the Club and give their permission for their names, classification and pertinent data to be published to the Club.

(b) If no objection to the application is received within ten days of publication and upon payment of required dues and fees, the prospective member shall be considered elected to membership.

Section 3 – Written Objection. If a signed, written objection is raised at any time during the application process, it shall be considered by the Board at a regular or special meeting and voted upon within 30 days.

Section 4 – New Member. A new member becomes a "Red Badge" member for the period of time during which they must fulfill the requirements to earn a "Blue Badge". The requirements of Red Badgers are published and may change from time to time.

Section 5 – Sponsor/Mentor. The proposer becomes the new member's Sponsor/Mentor and has the privilege of integrating the new member into the Club including introducing them to the membership. Additionally the Sponsor has the duty of helping the new member attain Blue Badge status and abide by the attendance and other rules, regulations and traditions of Rotary including, but not limited to, conformance to the Four-Way Test.

Article XII – Resolutions

No resolution or motion to commit the Club on any matter shall be considered by the membership unless it has first been considered by the Board. Such resolutions or motions, if offered, shall be referred to the Board without discussion. The Board may adopt such resolutions

if it is within their authority to do so. If they refuse to adopt said resolutions, or if they are not empowered to adopt said resolutions, they are obligated to present it for vote to the Club within 28 days. If adopted, such resolutions shall be published.

Article XIII – Amendments

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