



## Bylaws

As Approved by Club TBD 2022

Approved by Board of Directors October 10, 2022

### Article I Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
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 and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

### Article 2 Board of Directors

**Section 1 – Board of Directors.** The governing body of this club shall be the board of directors consisting of the president, president-elect, secretary, treasurer, immediate past-president, and directors as deemed necessary by the incumbent board.

The President may independently appoint a Director at Large to serve on the Board with special duties as assigned.

The Board may nominate no more than one Honorary Member to serve as a Board member.

**Section 2 – Officers.** The president, immediate past president, president-elect, secretary, and treasurer shall constitute the officers.

**Section 3 – Executive Committee.** The officers shall constitute an executive committee which may take any action on behalf of the board between meetings of the board provided that such actions: (i) are reported at the next board meeting for ratification, (ii) are consistent with the budget adopted by the board and do not amend it, and (iii) do not extend to appointing a director, approving a new club member, or terminating (other than by accepting a resignation) a club member's membership.

### Article 3 Election of Directors and Officers

<sup>1</sup> According to Rotary International Guidelines

**Section 1** – A nominating committee appointed by the President will propose nominations for officers and directors that will be presented at a regular meeting during the month prior to the annual meeting for election of officers.

**Section 2** - The candidate for president-elect shall become the president-nominee immediately after the election. The president-nominee shall take the title of president-elect and shall serve as a director for the year commencing on the first day of July next following the election and shall assume office as president on 1 July immediately following that year.

**Section 3** –The president-elect shall appoint one member of the club to act as sergeant-at-arms.

**Section 4**– A vacancy in the board or any office shall be filled by action of the remaining directors.

**Section 5**– A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

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

**Section 1** – *President*. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president. The Club may choose to elect two or more Co-Presidents. One Co-President will be designated as the primary contact.<sup>1</sup>

**Section 2** – *President-elect*. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board. The president-elect is responsible for appointing committee members to fill vacancies, recruiting committee chairs, and conducting planning meetings prior to the start of his or her year in office. The president-elect shall also provide the necessary leadership to recommend club committees, mandates, goals, and plans for presentation to the board before commencement of the year as noted above.

**Section 3**– *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report as mandated by RI and/or District 5190; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**Section 4** – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

#### **Article 5 Meetings**

<sup>1</sup> According to Rotary International Guidelines

**Section 1 – Annual Meeting<sup>1</sup>.** The annual meeting of this club shall be held not later than December 31, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 –** The regular weekly meetings of this club shall be held on 2<sup>nd</sup> and 4<sup>th</sup> Thursdays at 12:15 pm. A less formal meeting with limited club business shall be held on 1<sup>st</sup> and 3<sup>rd</sup> Thursdays at 5:30pm. The Board may also designate one or more meetings per month be moved to a different time on an ongoing basis.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

**Section 3 –** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4 –** Regular meetings of the board shall be held at least once per month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 5 –** A majority of the directors shall constitute a quorum of the board.

#### **Article 6 Fees and Dues**

**Section 1 –** The admission fee shall be determined by the board at least annually and is to be paid before the applicant can qualify as a member.

**Section 2 –** The membership dues shall be determined by the board at least annually payable semiannually before the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

#### **Article 7 Method of Voting**

The business of this club shall be transacted by voice, show of hands, or electronic vote.

The Board may provide a ballot for a vote on a specific resolution.

#### **Article 8 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club will be active in each of the five Avenues of Service.

#### **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for multiple years to ensure continuity.

It is recommended that the chair have previous experience as a member of the committee. Each

<sup>1</sup> According to Rotary International Guidelines

committee should develop goals for the year and present them to the Board for approval and support. Standing committees may be appointed as follows:

**Section 1 – Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of members, including new member goals, induction and orientation, an on-going mentoring program, attendance monitoring and planning craft talks. At the discretion of the board, the membership committee may be a subcommittee of the club service and administration committee.

**Section 2 – Public Image.** This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities. In the discretion of the board, the public image committee may be a subcommittee of the club service and administration committee.

**Section 3 – Club Service and Administration.** This committee should conduct activities associated with the effective operation of the club including Sunshine, event planning, publication of the club newsletter, and maintenance of the club website.

**Section 4 – Service Projects** (Community, International, Vocational, Youth and Environmental Sustainability.) This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries. At the discretion of the Board, each avenue of service, or focus area, may constitute a separate committee.

**Section 5 – The Rotary Foundation.** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. In the discretion of the Board, the Rotary Foundation committee may constitute a subcommittee of the international service committee, the service projects committee or the club service and administration committee.

**Section 6– Executive Committee.** The Executive Committee functions as described in **Article 2 Section 2.**

**Section 7 – Additional Ad-hoc Committees.**

Additional ad hoc committees may be appointed by the president or the board as needed. Any action by the president to appoint an ad hoc committee shall be reported to the board for ratification at its next meeting.

(a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board. No expenditure of money may be made other than by the board or the executive committee and any expenditure by the executive committee shall be consistent with a budget adopted by the board.

<sup>1</sup> According to Rotary International Guidelines

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

#### **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board before commencement of the year as noted above.

#### **Article 11 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time; however, a leave of absence does not exclude a member from the payment of dues.

#### **Article 12 Finances**

**Section 1** – At the beginning of each fiscal year, the board shall approve a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

**Section 2** – The treasurer shall deposit all club funds in a bank, named by the board.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors and, if not authorized by the budget approved by the board, only after the board amends to the budget to authorize the payment and to identify a means to fund it.

**Section 4** – A thorough review of all financial transactions by a qualified person other than the treasurer shall be made once each year.

**Section 5** – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

#### **Article 13 Method of Electing Members**

**Section 1** – After a prospective member has participated in at least three events or meetings, the name of a prospective member, proposed by an active member of the club, shall be submitted on the membership proposal form to the membership chair. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

<sup>1</sup> According to Rotary International Guidelines

**Section 2** – The membership chair shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution and in a timely manner submit it to the Board.

**Section 3** – The board shall approve or disapprove the proposal within 30 days after receiving it and shall notify the proposer, through the club secretary or membership chair, of its decision.

**Section 4** – If the decision of the board is favorable, the president and membership chair shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 5** – The proposed member name will be submitted to the Club by electronic form. If no written objection to the proposal, is received by the president, secretary, or membership chair from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee as prescribed in these bylaws (if not honorary membership), shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved by the Board despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 6** – Following the election, the membership chair shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the membership chair will assign a member to assist with the new member's assimilation to the club (i.e., a mentor) and the president will assign the new member to a club committee, project, or function.

**Section 7** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

**Section 8.** In addition to active individual and honorary members, the Club may choose to induct Corporate members.

## **CORPORATE MEMBERSHIP**

The Rotary Club of Nevada City offers a corporate membership program for businesses, professional practices, government entities, educational institutions, and other similar organizations.

1. **Qualifications.** The employees of any business are eligible for corporate membership in the Rotary Club of Nevada City.
2. **Members.** Subject to the approval of the club's board, the business designates employees to serve as members of the Rotary Club of Nevada City and may appoint up to 3 people to be primary members or alternates.

<sup>1</sup> According to Rotary International Guidelines

3. **Attendance.** Attendance and participation requirements of the club may be met by any of the members. All members (primary and alternates) are entitled to attend any regular meeting of the club or any other Rotary club as determined by the club.
4. **Dues.** Dues for the corporate primary members are the same as individual Club members. There are no dues for each alternate member. Should more than one corporate member attend the same Rotary meeting, all participating members will be required to cover the cost of the meeting.
5. **RI registration.** Primary corporate members for whom RI dues have been paid are registered as active members in Rotary's database. They will be listed as official members of the club and noted in the roster as primary corporate members of the named business. Alternate corporate members for whom RI dues have not been paid are not listed on the club roster in Rotary's database.
6. **Votes and quorum.** For the purpose of general meetings and club matters, the primary corporate members are eligible to vote.
7. **Holding office.** Any RI dues-paying member is eligible to hold office. Alternates who do not pay RI dues are not eligible.

#### **Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion

#### **Article 15 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 notice of such proposed amendment shall have been provided to each member at least ten (10) days before such meeting. Notice may be given by email or inclusion in the club bulletin. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

I hereby certify that the foregoing bylaws were adopted by a majority of the club members present at a regular club meeting on Thursday, TBD 2022 after due notice and in the presence of a quorum of club members.

Robin R Milam  
Club Secretary

Date: TBD , 2022

<sup>1</sup> According to Rotary International Guidelines