

Bylaws of Rotary Club of South Ukiah

Definitions used herein:

[the] Club: the Rotary Club of South Ukiah (official from R.I.) aka **South Ukiah Rotary**

RI: Rotary International

[the] Board: the Board of Directors of the Rotary Club of South Ukiah

Officers/Directors: the officers and/or directors of the Rotary Club of South Ukiah

Quorum (for the purpose of voting and transacting other business of the Club):

- a) For Board meeting: at least 6 members of the Board, including at least three Directors.
- b) For Club meeting, including the Annual Meeting: a simple majority of the Active (voting) members.

Standard Constitution (hereafter noted as **SC**): Made a part of these Bylaws by reference, and found at http://www.rotary.org/newsroom/downloadcenter/pdfs/constitution_writable.pdf

Article I – Name

The name of this organization shall be Rotary Club of South Ukiah. It is a member of Rotary International.

Article II . Territorial Limits

The territorial limits of this club are as follows: the greater Ukiah area. A member must either:

- A) Reside in the area defined as closer geographically to this Rotary Club than any other Rotary Club; or
- B) Carry on a trade, business, profession or craft in the area as defined above.

Article III . Meetings [additional text about meetings is found in the Standard Constitution]

Section 1: This club shall hold a regular weekly meeting at 7 AM, at the North State Cafe, 263 No. State St., Ukiah, unless and until changed by action of the Board, with approval of the membership.

Section 2: Board meetings shall be held **once a month**, at a time and place duly noticed by the Club Secretary or President, such notice to be given not less than 6 days prior to each such meeting. The time and place may be changed at will, with notice, as above.

Section 3: An annual meeting for the election of officers shall be held **not later** than the third regularly scheduled meeting of December.

Section 4: In addition to the constitutionally allowed or required meeting cancellations, the Club will be officially dark on the meeting day closest to the Charter Night celebration (generally nearest to December 11th) and to the special meeting for the Debunking of the President (which date to be determined annually, but generally the final meeting date of the year).

Article IV - Dues

- The amount of dues will be determined under the direction of the Finance Committee, with authorization by the full Board. The amount shall: provide for all ordinary and necessary operations of the Club, include a minimum yearly fine of **\$50**, dues for both District 5130 and Rotary International, as well as the annual subscription price for *the Rotarian* magazine.

- Dues shall be assessed on a semi-annual basis, in advance, are due and payable on July 1 and January 1, and will be considered delinquent if not paid prior to the last day of the month following their assessment.
- The dues will be prorated, on a monthly basis, for new members inducted during the year.
- The new member initiation fee will be \$75.00, and will not be pro-rated.

Article V- Membership [note: most membership text (qualifications, restrictions, etc.) is found in the SC]

- This Rotary club shall have two kinds of membership: **Active** and **Honorary** (as both are defined in Article 6 of the SC).
- The Board of Directors may review and elect Honorary Members at any time during the Rotary year, and may, at any time, vote to rescind any previously granted honorary membership.
- An honorary member may purchase a subscription to *the Rotarian* magazine, or the Club may choose, but is not obligated, to purchase the subscription for any period of time.

Article VI - Directors and Officers

Section 1 The officers of the Club shall be: President, President-Elect, Secretary, Treasurer, and Sergeant-at-arms, all of whom shall be members of the Board of Directors.

Section 2

A. The governing body of the Club shall be a Board of Directors as follows: the officers listed in Section 1 and six Service Directors, three of whom are elected in alternate years. The Immediate Past President will serve one year as an ex-officio (non-voting) board member. The President-Nominee, upon election, shall be invited to attend meetings of the Board in a non-voting capacity.

B. The six Service Directors shall, as appointed by the President, be responsible for the following service areas and hold the titles of: Community Service Director, Club Service Director (two), Youth Activities Director, International Service Director, and Vocational Service Director.

Section 3 - Board Decisions Final - Except as herein otherwise specifically provided, the decision of the Board in all club matters shall be final, subject only to an appeal to the Club. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant. It shall constitute a *board of appeal* for the rulings of all officers and actions of all committees. Any decision of the Board, which is appealed, may be taken to the Club. On such appeal, the decision shall be reversed only by a two-thirds vote of the members present at a regularly scheduled Club meeting specified by the Board, a quorum being present, with notice of such appeal having been given by the Secretary to all members of the Club at least five days prior to such meeting.

Section 4 - Election of Directors and Officers - Prior to November first of each year, the Immediate Past President of the Club will form a *Nominating Committee*. This committee will be made up of any five past presidents of the Club, including the Immediate Past President, who acting as Chairperson, will appoint the additional four members. The full committee should represent a cross-section of the membership in terms of years of service to this Club.

Section 5 - Service Criteria for Officer/Director Nomination

A. The President-Elect:

1. Must have served two years as a Rotary Club Director prior to taking office as President.
2. Must agree, prior to accepting the nomination, to:
 - a. Attend the D5130 Assembly and the D5130 Conference prior to the year serving as Club President.
 - b. Attend the D5130 Assembly and the D5130 Conference in the year serving as club President.
 - c. Attend, in full, the P.E.T.S. for incoming presidents prior to taking office.
 - d. The President-Elect shall be encouraged to attend the International Convention in the year prior to taking office.
3. The Board shall authorize a stipend, to be paid to the President-Elect for attendance at the above-required events, as well as the International Convention; such stipend shall be based on expected costs of attendance, travel, and a reasonable meal allowance.
4. If the President-Elect does not attend one or more of the above events, whatever portion of the funding was budgeted for that activity/those activities would be withheld.

- B. Directors, Secretary and Treasurer** must have been members of a Rotary club for at least 12 months prior to taking office. Each must agree, prior to accepting the nomination, to:
1. Attend the District 5130 Assembly held prior to the year of service;
 2. Make every effort to attend the District 5130 Conference prior to the year of service and while in office.
 3. The Board shall authorize payment of registration costs, and may authorize reasonable meal costs, for any Officer or Director to attend any of the District events noted above.

Section 6 - Nominating Committee Guidelines for Slate of Officers and Directors - The following guidelines are to be adhered to by the Nominating Committee when determining the slate of officers:

- A.** No more than two candidates may be nominated for the each of the following offices: President-Elect, Secretary, and Treasurer.
- B.** Service Directors (three to be elected) - no more than two candidates for each vacancy may be nominated.
- C.** The Nominating Committee will contact each potential candidate and receive a verbal confirmation to the above requirements prior to the presentation of the slate of candidates to the Club.

Section 7 - Time Frame of Nominating Committee

- A.** The Immediate Past President will convene the Nominating Committee prior to November 1st. A majority of the full committee (at least 3 members) must be present at this meeting.
- B.** The Committee will determine a slate of proposed Officers and Directors using the service criteria and committee guidelines detailed above.
- C.** The Committee will contact each potential candidate prior to the day the slate is proposed to the Club, fully disclosing the service criteria as detailed in this section. The chairperson will present the written recommendations to the membership of this Club on or before the first regularly scheduled meeting in December.

D. The Chairperson will call for additional nominations from the floor at this meeting. In the event that the slate of candidates provided by the Nominating Committee has only one nominee for each office, and there have been no nominations from the floor, voting may be done viva voce, with election by acclamation of the majority, *if a quorum is present*. *If there is NOT a quorum*, the Chairperson will prepare written ballots for use at the annual meeting. The nominations shall be placed on the ballot in alphabetical order under each office and shall be voted upon by secret ballot on the day of the annual meeting. Every Active member of this Club present at the annual meeting is eligible to vote. Prior to the election, the Chairperson must determine that a quorum of members is present. Members of the Nominating Committee will monitor the election and count the ballots. The candidates receiving a majority of votes shall be declared elected to their respective offices. The Chairperson, prior to the close of the annual meeting, will announce the election results. In the event of a tie for an office, a runoff vote will be held prior to adjournment.

Section 8 - Terms of Office

A. The Rotary Year begins July 1st; the Officers and Directors elected at the annual meeting the previous December will take office at this time.

B. The term of office for all board members is one year, except for the six Service Directors who will serve two years. Three Service Directors will be elected every year in order to provide continuity on the Board. Board members, except the Treasurer and Secretary, may not be elected to fill consecutive terms unless appointed to fill an unexpired term of office.

Section 9 – Board Vacancy - A vacancy in the Board of Directors shall be filled by an appointment made by the remaining members of the Board within 30 days of the vacancy.

Section 10 - Duties of Officers

A. President - It shall be the duty of the President to preside at meetings of both the Club and the Board, and to perform such other duties as ordinarily pertain to this office.

B. President-Elect - It shall be the duty of the President-Elect to serve as a member of the Board and to perform such other duties as may be prescribed by the President or the Board.

C. Secretary - It shall be the duty of the Secretary to keep the records of membership; provide for the recording of the attendance at meetings; send out any required notices of meetings of the Club and Board; record and preserve the minutes of such meetings; make the required reports to the General Secretary of RI, including the Semi-annual Reports on January 1st and July 1st of each year, interim reports of each individual who has been elected to active membership in the Club since the start of the July or January semi-annual reporting period, and the report of changes in membership; the monthly report to the District Governor, via the District website, of attendance at the Club meetings within 15 days following the last meeting of the month; and perform such other duties as usually pertain to this office.

D. Treasurer - It shall be the duty of the Treasurer to have custody of all funds, accounting for same at each regular meeting of the Board, in a manner determined by the Finance Committee; and to perform such other duties as pertain to this office. Upon his/her retirement from office, he/she shall turn over to the successor or to the Club President all funds, books of accounts, or any other club property in his/her possession. Responsibilities are as follows:

1. The Treasurer shall be responsible for the following: billing and collecting all dues, fines, and new member initiation fees; accounting on all receipts; and depositing all Club funds in the Club's bank account.
2. All bills shall be paid by checks signed by the Treasurer using the following guidelines:

- a. Routine budgeted items are to be paid by the Treasurer.
 - b. Non-budgeted items are to be approved in writing by a second Club Officer before being paid.
3. A financial review of each completed Rotary Year must be completed by August 1st; such review is to be under the direction of the Finance Committee. Included in the review will be all financial transactions for that fiscal year, the period of July 1 through June.
 4. Copies of the annual budget and the final accounting of funds during the preceding fiscal year must be available to any Active member by August 30 and provided on request.
 5. The Treasurer will submit a report at the Board meetings immediately following the semi-annual dues assessments, detailing all members who are delinquent in their dues; appropriate board action shall be taken.
 6. The Treasurer will consult with the President-Elect and members of the Finance Committee to prepare, present, and obtain board approval of a budget prior to July 1st. A copy of the approved budget must be made available to any active member, prior to July 1 of each year, upon request.

Section 11 - Service Directors - The Club has a total of six Directors who will serve a two-year term. Responsibilities are as follows:

A. Club Service Directors - two Directors shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed to particular areas of Club Service. The President may, subject to the approval of the Board, appoint any of the following committees: Attendance, Awards, Club Bulletin, Fellowship, Magazine, Membership, Membership Development, Programs, Public Relations, Classifications, Rotary Information. This list is not exhaustive; other committees may be appointed on an *ad hoc* basis, as deemed necessary.

B. Vocational Service Director - shall be responsible for the vocational service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed to particular areas of vocational service. The Director will carry into effect plans that will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations.

C. Community Service Director - shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed or volunteering. The president *may*, subject to the approval of the Board, appoint any of the following committees: Human Development, Community Development, Environmental Protection, Partners in Service. This list is not exhaustive; other committees may be appointed on an *ad hoc* basis, as may be deemed necessary.

D. International Service Director - shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed or volunteering. Strong financial support for the programs of the Rotary Foundation will be a high priority of this committee.

E. Youth Services Director – shall be responsible for all activities of the Club involving the youth of the community and beyond. Such activities may include, without limitation, Interact, Rotaract, RYLA, and Youth Exchange.

Section 12 – Return of Club Property – Each Officer and Director, upon retirement from office, shall turn over to his/her successor, or the Club President, all Club property, whether cash, accounts, books of accounts, other records, and/or any other assets belonging to the Club.

Article VII - Committees

- Club Committees shall include Standard Committees and may include *ad hoc* committees, as necessary. It is expected that the President, President-Elect, and the Immediate Past President will work together to ensure continuity of leadership and direction of these committees.
- Each committee shall have specific and clearly defined duties and goals, which shall be established by the President-Elect for his/her year.
- Each Committee shall fulfill its duties in accordance with these bylaws, and assume additional duties as requested by the President or the Board. Each committee chair shall be responsible for holding regular meetings, monitoring all activities of the committee, providing notice of all meetings to the membership, and reporting to the Board on all committee activities.
- The President shall be an *ex officio* member of all committees, with all privileges of membership, and shall be invited to all meetings.

Standard Committees

A. Membership – shall plan for effective recruitment of new members and strengthen retention of existing members, plan and conduct New Member Orientations and ongoing support of new members, plan methods to increase attendance of members, and encourage members to bring guests.

B. Finance – shall monitor the financial position and transactions of the Club, work with the President-Elect to prepare a functional budget, and provide for an annual review of the Club's balance sheet and cash flow statements.

C. Rotary Foundation – shall provide updated information to the membership on Foundation programs in the World, encourage members to donate to the Rotary Foundation, and provide recognition to donors in meetings and in the local media.

D. Club Service

1. Administration – shall monitor the operations of the Club, and, where appropriate, make recommendations to improve functionality, provide for weekly programs of interest to members and guests, and provide for the Annual Meeting of the membership and for nomination and election of successor officers and directors.

2. Activities/Social – shall plan and promote Club activities of a social nature.

E. Community Service – shall seek out, develop and implement educational, humanitarian and vocational projects that address the needs of our community and immediately surrounding region.

F. Scholarship – shall administer the club's scholarship program.

G. International Service – shall seek out, develop and implement humanitarian projects for the international community.

H. Youth Services – shall support our Club's youth activities, including Interact, Youth Exchange, and RYLA.

I. Public Relations & Awards – shall collect and preserve records of Club events and projects; provide information to the Club, to the District, and to the media about Club events and projects; and prepare applications for District and other awards as appropriate.

Article VIII - Rotary Foundation members leaving the Club

- If the individual transfers to another Rotary Club, our Club Foundation Chair will transfer the individual account to the new Rotary Club.
- If the individual resigns from Rotary, our Club Foundation Chair will contact the individual for permission to transfer the individual's funds to another individual's account.
- If attempts to contact the individual are unsuccessful, the Club President, in conjunction with the District 5130 Foundation Chair, may authorize the transfer of funds from the individual account to another individual account.

Article IX - Method of Electing Members

- The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing using the standard proposal form; such form shall be provided by, and turned in to, the Secretary. This proposal shall be kept confidential except as otherwise provided in this procedure.
- The Board shall request the Membership Committee to investigate and report to the Board on the eligibility of the proposed member on issues of character, business reputation, and general eligibility.
- The Board shall consider and approve or disapprove the recommendations of the Membership Committee and shall then notify the proposing member, through the Secretary, of its decision.
- If the application is approved by the Board, the name of the proposed member will be provided, in writing, to the full membership of the Club; upon this notice, a period of 7 days will be given to voice any objections.
- If a member voices an objection, the application is then referred to the Board for discussion and action at the next scheduled Board meeting. The proposing member will be required to attend, as will the individual making the objection. After discussion, the Board will vote on the membership application, provided that a quorum of the Board is present. A majority vote of those present is required.
- If no objections are voiced, an orientation meeting will be scheduled within 15 days. The Membership Committee shall convene a **Rotary Information and Orientation Sub-Committee**, to be chaired by any past president. The Committee should include the current President, the President-Elect, and at least two additional past presidents. This Sub-Committee Chair will determine the date and time for an Informational Meeting, which shall include the proposing member, the prospective member (and spouse/partner, if possible), and the Orientation Committee members.
- At this Informational Meeting, the prospective member shall be informed of the purposes, privileges, and responsibilities of membership in Rotary and Rotary Club of South Ukiah, and a formal invitation to join will be extended. The prospective member will then decide whether or not to accept the invitation.
- Following acceptance by the prospective member, and payment of the initiation fees and dues, the member will be formally introduced as a new member at a regular meeting of the Club and presented with certain Rotary paraphernalia as decided by the Board. This paraphernalia is to be returned to the Club if membership is terminated.

- A temporary badge will be presented at induction, along with specific requirements, noted below, which need to be fulfilled prior the presentation of a permanent badge.

BLUE BADGE REQUIREMENTS:

- Attend a meeting of the Board of Directors
- Take part in a Service Project of the Club
- Attend a meeting of another Rotary Club
- Serve as a greeter for 4 meetings
- Provide a brief, written, personal history for publication in the Club Bulletin

Note: Members are encouraged to bring guests, including potential members, to any regular meeting of the Club, to service projects, or to social events. Such guests shall not be referred to as prospective members. The term should only be used TO THE BOARD when the name is submitted.

Breakfast costs for prospective members will be paid by the club prior to the candidate's induction.

Article X - Amendments

These bylaws may be amended at any regular meeting, a quorum being present, provided that notice of such proposed amendment was given to each member at least ten days before any such vote. The Secretary will be responsible for distributing written copies of any proposed changes by using any of the following methods of distribution:

1. Publish the proposed change in the weekly Club Bulletin. The Secretary will personally distribute the bulletin to those members present and mail a copy to those members not present.
2. Distribute written copies of any proposed changes to each member, either by handing out in person or mailing written copies.

No amendment or addition to these bylaws can be made which is not in harmony with the Club Constitution and with the Constitution and Bylaws of Rotary International.

Last revised 11/29/07

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