

Bylaws of the Rotary Club of Green Valley (Henderson) Nevada

Article 1: Definitions

1. Board: The Board of Directors of this club.
2. Officer: The President, Immediate Past President, President-Elect, Vice-President, Secretary, or Treasurer of the club. Unless otherwise indicated, the plural "Officers" shall refer to all of these positions.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. Quorum: One third ($\frac{1}{3}$) of the club membership; a simple majority of the Board.
6. RI: Rotary International.
7. Year: The twelve-month period that begins on 1 July.
8. District: Rotary International District 5300

Article 2: Board

The governing body of this club shall be the Board, consisting of twelve (12) members namely, the President, Immediate Past President, President-Elect, Vice President, Secretary, Treasurer and six (6) additional Directors.

The President of the Nevada Rotary Foundation (a domestic non-profit corporation operated exclusively to support the charitable, educational and humanitarian endeavors of the Rotary Club of Green Valley) shall be an additional *ex officio* or non-voting member of the Board.

Article 3: Election of Officers and Directors

Section 1 – At a regular meeting one month prior to the meeting for elections, the presiding Officer shall ask for nominations by members of the club for the offices of President-Elect, Vice President, Secretary, Treasurer, and six (6) Directors at the election to be held by no later than 31 December 2016, per the terms of Article 5, Section 1 of these bylaws), and three (3) Directors at all subsequent elections.

The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed in a manner as the club may establish. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted to their respective offices. The candidate for President-Elect in such balloting receiving a plurality of the votes shall serve as an Officer for the year commencing on the first (1st) day of July following the election. The President-Elect shall then assume the office as President on the first (1st) of July immediately following that year.

The candidates for Vice President, Secretary, and Treasurer receiving a plurality of the votes shall each be declared elected to their respective office. The candidates for position of Director receiving the plurality of the votes shall be declared elected as Directors.

Section 2 – The Officers and Directors so elected, together with the Immediate Past President, shall constitute the Board. The Officers and Directors who will assume their positions on the Board and the Directors whose terms have not expired may elect a member of the club to act as Sergeant-At-Arms.

Section 3 – A vacancy on the Board, or any office, shall be filled by action of the remaining Officers/Directors, provided that such remaining Officers/Directors may decide to have a special election for the vacancy according to the procedure set forth in Article 3, Section 4 below. An individual filling any such vacancy shall serve for the remainder of the unexpired term of their predecessor.

Section 4 – A vacancy of any Officer-elect position or Director-elect position shall be filled by the remaining members of the Board-elect.

However, in the event that at any time prior to July 1 of their Presidential year, the President-Elect is unwilling, unable or not otherwise suited to fulfill the duties of the office of President, a special election for that office shall be held. Just as in a regular election, nominations for the office of President may be presented by a nominating committee or by members from the floor, by either or by both, as a club may determine.

If it is determined to use a nominating committee, such committee shall be appointed in a manner as the club may establish. The nominations duly made shall be placed on a ballot in alphabetical order and the candidate for position of President receiving the plurality of the votes shall be declared elected as President for the upcoming Rotary year.

Section 5 – Terms of office for Officers and Directors are as follows:

(A) **Officers** – All Officers of the club shall have a term of one (1) year beginning 1 July or until respective successors have been duly elected and qualified to assume their respective offices.

(B) **Directors** – Except as otherwise provided below, all Directors shall be elected to serve a two (2) year term or until respective successors have been duly elected and qualified to assume their respective offices. Directors' terms of office shall be staggered so that approximately one-half ($\frac{1}{2}$) of the number of Directors will end their terms in any given year, as described more fully below:

- (1) Except for the *ex officio* member, all Directors for the 1 July 2015 to 30 June 2016 term and the Directors for the 1 July 2016 to 30 June 2017 term shall serve for one (1) year or until 30 June 2017, whichever is earlier.
- (2) At the election to be held by no later than 31 December 2016 (per the terms of Article 5, Section 1 of these bylaws), six (6) Directors shall be elected to staggered terms, as follows:
 - (a) Three (3) Directors shall be elected for a one (1) year term of 1 July 2017 to 30 June 2018 or until respective successors have been duly elected and qualified to assume their respective offices; and
 - (b) Three (3) Directors shall be elected for a two (2) year term of 1 July 2017 to 30 June 2019 or until respective successors have been duly elected and qualified to assume their respective offices
- (3) For all subsequent elections, the terms of office of only three (3) Directors will be set to expire; therefore, only three (3) Directors will be elected and they shall hold their respective offices for a two (2) year term beginning on 1 July of the calendar year immediately following the election and ending on 30 June of their third (2nd) year in office.
- (4) The *ex officio* member, which is the President of the Nevada Rotary Foundation, automatically assumes the position of non-voting Director of the club, without election by club members for this particular Director position, and shall serve as the *ex officio* member of the Board for the term of their presidency as defined by the bylaws of the Nevada Rotary Foundation.

(5) Directors may serve successive terms.

Section 6 – Any Officer or Director may be removed by a majority vote of members in good standing of the Rotary Club of Green Valley, with or without cause, whenever the majority of club members determine, in their judgment, the best interests of the club would be served thereby.

Section 7 – Any Officer or Director may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein. The acceptance of such resignation by the Board shall not be necessary to make it effective.

Article 4: Duties of Officers and Directors

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.

Section 2 – *Immediate Past President*

It shall be the duty of the Immediate Past President to serve as a Director, to attend club and Board meetings and to perform such other duties as may be prescribed by the President or the Board.

Section 3 – *President-Elect*

It shall be the duty of the President-Elect to prepare for their year as President, serve as a Director, attend club and Board meetings, and to perform other duties as ordinarily pertain to the office of President-Elect.

Section 4 – *Vice-President*

It shall be the duty of the Vice President to serve as a Director, to attend club and Board meetings and to perform such other duties as may be prescribed by the President or the Board.

Section 5 – *Director*

A Director shall attend club and Board meetings and perform such other duties as may be prescribed by the President or the Board.

Section 6 – *Secretary*

It shall be the duty of the Secretary to attend club and Board meetings, 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 and the District; report changes in membership; provide the monthly attendance report, which shall be made to the District Governor within 15 days of the last meeting of the month, or as otherwise required by the District; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary.

Section 7 – *Treasurer*

It shall be the duty of the Treasurer to attend club and Board meetings, have custody of all bookkeeping records of the club and accounting for it to the club annually and at any other time upon demand by the Board. The Treasurer shall have custody of the clubs funds, including, but not limited to the bank checkbooks and deposits. The Treasurer shall make checks as determined payable by the Board; arrange deposits of funds to club's accounts as provided by third-parties, board members and the like; provide records of checks/deposits to the Board on a monthly basis; and to perform other duties as pertains 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.

Section 8 – *Sergeant-At-Arms*

The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the board. The position of Sergeant-at-Arms is not a board position; however, the Sergeant-at-Arms may also be elected as a Director.

Section 9 – Board members may perform additional duties as assigned.

Article 5: Meetings

Section 1 – Annual Meeting

An annual meeting of this club shall be held no later than 31 December to elect the Officers and Directors who will serve for the next Rotary year.

Section 2 – Regular Meetings

Regular weekly meetings of this club shall be held on Thursday, beginning at 7:00 a.m.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members in good standing in this club, except Honorary Members, or a member excused pursuant to Article 9, Sections 3 and 4 of the Rotary Club Constitution, shall be counted as “present” or “absent” on the day of the regular weekly meeting, and attendance must be evidenced by the member’s being present for at least sixty percent (60%) of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the Rotary Club Constitution, Article 9, Sections 1 and 2.

Section 3 – Board Meetings

The Board shall meet at least once per month at a day, time and location specified by the President and/or a quorum of the Board at the beginning of each fiscal year. Notice shall be given to each member of the club in a timely manner as to the location, date and time of the Board meeting.

Special meetings of the Board are called by the President, whenever deemed necessary, or upon the request of two (2) Officers or Directors, due notice having been given.

Article 6: Fees and Dues

Section 1 – The admission fee shall be \$ ONE HUNDRED and NO/100 U.S. DOLLARS (\$100.00), to be paid before the applicant can qualify as a member, except as provided for in the Rotary Club of Green Valley Constitution, Article 11.

Section 2 – The membership dues shall be payable by the first day of each quarter of the Rotary year (currently the first day of July, October, January and April), with the understanding that such annual dues shall include meeting meals, room fees, Rotary International, District, and Club dues, Sustaining Member allotment of \$100.00 per annum, each member's subscription to the RI official magazine, and other requirements as deemed necessary by the Board.

Article 7: Method of Voting

The business of this club shall be transacted by *viva voce* vote, where Board and club voting is conducted by vocal assent, except the election of Officers and Directors, which shall be by written ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

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 Avenues of Service.

Article 9: Committees

Section 1 – Club committees are charged with carrying out the annual and long-range goals and objectives of the club based on Rotary's five Avenues of Service. The President, President-Elect, Vice 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 a minimum of two (2) years to ensure consistency.

The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- *Club Administration:* This committee should conduct activities associated with the effective operation of the club.
- *Membership:* This committee should develop and implement a comprehensive plan for the recruitment and retention of club members.
- *Public Relations:* 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.
- *The Rotary Foundation:* This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- *Service Projects:* This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other areas and countries.
- *Charity:* This committee should develop and implement plans and criteria for club's making charitable donations and for other use of the club's charitable funds.
- *Programs:* This committee should develop and implement plans for the speakers and presentations at club meetings.

Section 2 – Additional committees may be appointed as needed.

Section 3 – The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 4 – 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.

Section 5 – 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

Section 1 – The duties of all committees shall be established and reviewed by the President for their year in office, in accordance with the guidelines in Article 9, Section 1 (above), the appropriate RI materials and the Avenues of Service.

Section 2 - 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 in advance of the commencement of the year as noted above.

Article 11: Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time, however such leave shall not exceed six months.

Upon the showing of just cause, the Board may grant a single extension of the member's leave of absence, provided that the combined leave and extension not exceed a total of twelve months.

The Board, in its discretion, may excuse certain dues associated with membership, including those dealing with payment of meeting meals. At no time, however, can the dues associated with RI and the District be excused by the Board, and thus, must be paid by the member granted a leave of absence.

Article 12: Finances

Section 1 – Prior to the beginning of each fiscal year, the Board shall prepare 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 cause to be deposited all club funds in a financial institution(s) designated by the Board, divided into two parts (each with their own separate accounts and accounting): (a) club operations and (b) charitable funds.

Section 3 – All bills shall be paid by the Treasurer or other authorized Officer, only when approved by two other Officers or Directors.

Section 4 – A qualified person, selected by the Board, shall complete a thorough annual review of all financial transactions.

Section 5 – Officers having charge or control of club funds may serve without giving a bond. Should a bond be required by the Board for the safe custody of the funds of the club, the cost of the bond shall be borne by the club.

Section 6 – 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 four (4) quarterly periods extending from 1 July to 30 September; 1 October to 31 December; 1 January to 31 March; and 1 April 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.

Section 7 – An annual financial statement of the club finances shall be provided to club members, if so requested.

Article 13: Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, through the Secretary. A transferring or former member of another Rotary club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The Board shall ensure that the prospective member meets all the membership requirements of the Rotary Club of Green Valley Constitution.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Secretary, of its decision.

Section 4 – If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership.

Section 5 – If no written objection to the proposal, stating reasons, is received by the Board, 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 (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

Section 6 – If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved 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 7 – Following the election, the President shall arrange for the new member's induction, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI and the President will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 8 – The club may elect, in accordance with the Rotary Club Constitution, honorary members proposed by the Board.

Article 14: Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Article 15: Order of Business

Club meetings shall be conducted in an orderly fashion following an agenda to be determined by the President. At a minimum, the agenda should contain the following:

Meeting called to order
Introduction of visitors
Announcements and Rotary information
Any old or unfinished business
Any new business
Address or other program features
Adjournment.

Article 16: Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member (at least) 10 days before the meeting, that a quorum is present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Revised and Adopted by Vote of the Rotary Club of Green Valley: June 30, 2016