

**BYLAWS
OF
THE ROTARY CLUB OF SHADES VALLEY
Effective _____, 2014**

BYLAWS OF THE ROTARY CLUB OF SHADES VALLEY

Article 1

Definitions

“**Board**” shall mean the Board of Directors of this club.

“**Director**” shall mean a member of this club’s Board of Directors.

“**Member**” shall mean a member, other than an honorary member, of this club.

“**Quorum**” shall mean one-third of the club membership; a majority of directors for the Board.

“**RI**” shall mean Rotary International.

“**Year**” shall mean the 12-month period that begins on 1 July.

Article 2

Board

The governing body of this club shall be the board of directors consisting of seventeen (17) members of this club, namely, eleven (11) directors elected in accordance with Article 3, Section 1 of these bylaws, the president, president-elect/vice president (or president nominee, if no successor has been elected), secretary, treasurer, sergeant-at-arms, and the immediate past president.

Article 3

Elections and Terms of Office

Section 1. One month prior to elections, members may nominate candidates for president, president-elect/vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. On October 20, 2008, the board of directors of the club adopted the resolution set forth in full as Appendix A to these bylaws memorializing the historical practice of the club to have a nominating committee and the process for appointing the nominating committee. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, president-elect/vice president, secretary, and treasurer, receiving a majority of the votes shall be declared elected to their respective offices. The eleven (11) candidates for director (consisting of the Director of Club Administration, the Director of Vocational Service, the Director of Community Service, the Director of International Service, the Director of Membership, the Director of Public Relations, the Director of Youth Service, the Director of the Rotary Foundation, and three (3) at-large directors) receiving a majority of the votes shall be declared elected as directors. The officers and directors, so elected, together with the immediate past president, shall constitute the board of directors. Within one week after their election, the board-of-directors-elect shall meet and elect some member of the club to act as sergeant-at-arms, and the sergeant-at-arms also shall be a voting member of the board of directors.

Section 2. At least one (1) of the at-large directors shall preferably be a past president of the club, having served as president a minimum of five (5) years prior to his or her election as an at-large director.

Section 3. A vacancy on the Board or any office shall be filled by the remaining members of the Board.

Section 4. A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.

Section 5. Terms of office for each role are as follows:

- (a) Vice President — 1 Year
- (b) Rotary Foundation Director — 3 Years
- (c) All Other Directors — 1 Year
- (d) Treasurer — 1 Year
- (e) Secretary — 1 Year
- (f) Sergeant-at-arms — 1 Year

Article 4

Duties of the Board

Section 1. *President.* The president shall preside at club and Board meetings.

Section 2. *Immediate Past President.* The immediate past president shall serve as a director.

Section 3. *President-elect.* The president-elect shall prepare for their year in office and serve as a director. The same individual shall serve as both president-elect and vice president.

Section 4. *Vice President.* The vice president shall preside at club and Board meetings in the absence of the president. The same individual shall serve as both president-elect and vice president.

Section 5. *Director.* A director shall attend club and Board meetings.

Section 6. *Secretary.* The secretary shall keep membership and attendance records.

Section 7. *Treasurer.* The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 8. *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

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

Article 5

Meetings

Section 1. 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. The regular weekly meetings of this club are held on Monday at 12:30 p.m. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3. Board meetings are held on the third Monday of each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

Section 4. Members of the board or any committee designated thereby may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at that same time and participation by the means shall constitute presence in person at a meeting.

Article 6

Fees and Dues

Section 1. An admission fee of [**\$200**] shall be paid before the applicant can qualify as a member.

Section 2. Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be in the amount of [**\$760**]. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

Article 7

Method of Voting

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

Article 8

Committees

Section 1. Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. This club shall have the following committees:

- Club Administration
- Community Service
- International Service
- Membership
- Public Relations
- Rotary Foundation
- Vocational Service
- Youth Service

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.

Section 4. Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5. The club administration committee, community service committee, international service committee, membership committee, public relations committee, Rotary Foundation committee, vocational service committee, and youth service committee shall each consist of a chairman, who shall be named in the manner prescribed in Article 3, Section 1 of these Bylaws, and not less than two (2) other members. 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 9

Duties of Committees

Section 1. Club Administration Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club administration. The chairman of the club administration committee shall be responsible for regular meetings of the committee and shall report to the board on all club administration activities.

(a) *Attendance Committee.* This committee shall devise means for encouraging attendance at all Rotary meetings — including attendance at district conferences, intercity meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

(b) *Classifications Committee.* This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

(c) *Club Bulletin Committee.* This committee shall endeavor, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members, and of the worldwide Rotary program.

(d) *Fellowship Activities Committee.* This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.

(e) *Magazine Committee.* This committee shall stimulate reader interest in *THE ROTARIAN*; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools, and other reading rooms; send news items

and photographs to the editor of the magazine; and in other ways make the magazine of service to the club members and non-Rotarians.

(f) *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.

(g) *Rotary Information Committee.* This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object, and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the club.

Section 2. *Community Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

Section 3. *International Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee 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 on particular phases of international service.

Section 4. *Membership Committee.* This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board. This committee also shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications.

Section 5. *Public Relations Committee.* This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club.

Section 6. *Rotary Foundation Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to The Rotary Foundation of Rotary International. The chairman of this committee shall be responsible for the activities of the club relating to The Rotary Foundation of Rotary International and shall supervise and coordinate the work of any committees that may be appointed on particular phases related to The Rotary Foundation of Rotary International.

Section 7. *Vocational Service Committee.* This committee shall devise and carry into effect plans which 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. The chairman of this committee 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 on particular phases of vocational service.

Section 8. *Youth Service Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to youth service, which is Rotary's fifth avenue of service in recognition of the positive change

implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding. The chairman of this committee shall be responsible for the youth service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of youth service.

Article 10

Finances

Section 1. Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2. The treasurer shall deposit club funds in financial institution(s) designated by the Board.

Section 3. Bills are paid by the treasurer or another authorized officer when approved by two other officers or directors.

Section 4. A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5. An annual financial statement of the club shall be provided to club members.

Section 6. The fiscal year is from 1 July to 30 June.

Article 11

Method of Electing Members

Section 1. A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2. The Board shall ensure that the candidate meets all of Rotary's membership requirements.

Section 3. The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

Section 4. If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5. If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

Section 6. The club may elect honorary members proposed by the Board.

Section 7. In granting honorary status to an active member of the club, the board shall adhere to the following criteria:

- (a) *Length of Service.* The member has been an active member of the club for 10 years.
- (b) *Current with Dues.* The member is current with dues and amounts due to the club.
- (c) *Active Member of the Board or a Committee.* The member has served as an active committee member or a board member during his or her term of membership with the club.
- (d) *Meritorious Service.* The board shall determine that the member has distinguished himself or herself by meritorious service in the furtherance of Rotary ideals.

Section 8. The membership committee of the club shall be delegated authority to act on behalf of the board of directors of the club for all actions required of the board of directors of the club as prescribed in Article 11, Sections 1 through 4 of these bylaws; all such actions taken by the committee shall be reported by the Director of Membership to the board of directors of the club for affirmation or additional action at the next following meeting of the board of directors of the club.

Article 12

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 13

Amendments

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be 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.

Appendix A
to
Bylaws of The Rotary Club of Shades Valley

Resolution Establishing Process for the Annual Selection of the Members of the Nominating Committee of The Rotary Club of Shades Valley and Prescribing a Date Certain by Which the Members of the Nominating Committee are to Report Their Slate of Officers and Directors (Adopted by the Board of Directors on October 20, 2008)

WHEREAS, The Rotary Club of Shades Valley (the “Club”), a constituent club of Rotary International, is governed by the Constitution of The Rotary Club of Shades Valley (the “Constitution”) and the Bylaws of The Rotary Club of Shades Valley (the “Bylaws”);

WHEREAS, Article 1 of the Bylaws* prescribes the method by which the Club elects its officers and directors;

WHEREAS, Article 1 of the Bylaws prescribes two (2) methods for nominating officers and directors, namely, (1) presentation of nominations by members of the Club from the floor during a meeting of the Club and (2) presentation of nominations by a nominating committee; and

WHEREAS, pursuant to Article 1 and Article 7 of the Bylaws, the Board of Directors of the Club desires to establish a process by which members of a nominating committee (the “Nominating Committee”) are to be selected and to prescribe a date certain by which the members of the Nominating Committee are to report to the members of the Club their slate of officers and directors for the members of the Club to consider.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CLUB, as follows:

1. The Board of Directors of the Club does hereby establish the following process by which members of the Nominating Committee are to be selected and does hereby prescribe the following date certain by which the members of the Nominating Committee are to report to the members of the Club their slate of officers and directors for the members of the Club to consider:

(a) The Nominating Committee shall consist of the following persons: (i) the Immediate Past President of the Club, (ii) the Current President of the Club, (iii) the Current President-Elect of the Club, and (iv) five (5) members of the Club (the “At-Large Members”) selected by the members of the Club in the manner described below.

(b) No later than the first meeting of the Club in October of each year, written selection forms shall be distributed to all Club members present at the meeting. Each Club member shall list three (3) eligible Club members whom he or she would recommend to serve on the Nominating Committee. In order to know who is eligible, an announcement shall be made from the podium explaining that all current board members (with the exception of any Past President of the Club serving as an at-large board member) and those members (by name) who have served on the past three (3) consecutive Nominating Committees are ineligible for consideration. Additionally, any member who has advised of his or her preference not to serve on the Nominating Committee also shall be announced.

* Note: The prior version of the Bylaws of the Rotary Club of Shades Valley set forth officer/director election procedures in Article 1; the current version of the Bylaws sets forth those procedures in Article 3.

(c) Nominating Committee selection forms shall be collected, and the Secretary and the Immediate Past President shall count the names listed. The five (5) most listed members, if willing to serve, together with the Immediate Past President of the Club, the Current President of the Club, and the Current President-Elect of the Club, shall become the Nominating Committee, and the member receiving the most mentions shall serve as Chair of the Nominating Committee.

(d) No later than the first meeting of the Club in November of each year, the Nominating Committee shall present a report to the members of the Club with the committee's slate of officers and directors for the members of the Club to consider. At this same meeting nominations by members of the Club from the floor also shall be recognized.

2. The officers of the Club and any person or persons designated and authorized by any officer of the Club to act in the name and on behalf of the Club, or any one or more of them, are authorized to do and perform or cause to be done and performed in the name and on behalf of the Club such other acts, to pay or cause to be paid on behalf of the Club such related costs and expenses, and to execute and deliver or cause to be executed and delivered in the name and on behalf of the Club such other notices, requests, demands, directions, consents, approvals, orders, applications, certificates, agreements, further assurances, or other instruments or communications, under the corporate seal of the Club, or otherwise, as they or any of them may deem necessary, advisable, or appropriate in order to carry into effect the intent of the provisions of this resolution.

3. Each act of any officer or officers of the Club or any person or persons designated and authorized to act by any officer of the Club, which act would have been authorized by the foregoing provisions of this resolution except that such action was taken prior to the adoption of this resolution, is hereby ratified, confirmed, approved and adopted.