

Bylaws of the Rotary Club of Petaluma

Article 1 Definitions

Board: The Board of Directors of this club.

Director: A member of this club's Board of Directors.

Member: A member, other than an honorary member, of this club.

RI: Rotary International.

Year: The twelve-month period that begins on 1 July.

Mail: Includes electronic mail (e-mail) and internet technology.

Article 2 Board

The governing body of this club shall be the board consisting of at least nine members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), vice-president, secretary, treasurer, and at least four directors elected in accordance with article 3, section 1 of these bylaws. The president-elect (or president-nominee, if no successor has been elected) shall serve as vice-president.

Article 3 Election of Directors and Officers

Section 1 – At least one month prior to the meeting for election of officers, the presiding officer shall appoint a nominating committee to be made up of the five (5) immediate past presidents of the club who still retain membership in the club, other than Honorary. This committee shall place before the club their nomination for president. The president-elect shall nominate members to serve as secretary, treasurer, and directors. These nominations and any other nominations submitted from the floor shall be voted upon at the annual meeting. The candidate for president elected in the voting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president. The members elected to serve as secretary, treasurer, and directors shall take office on the first day of July next following the election.

Section 2 – The officers and directors shall constitute the board. Prior to the first day of July next following their election, the officers-elect and directors-elect shall meet and elect a member of the club to act as sergeant-at-arms.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 – 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.

Section 2 – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director 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 serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 4 – *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the

board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

Section 5 – 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, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 6 – 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.

Section 7 – 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.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held in December each year, 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 Thursday at noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the club constitution, article 9, sections 1 and 2.

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 monthly at a date and time determined by the president. 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 \$300.00 to be paid before the applicant can qualify as a member, except as provided for in the club constitution, article 11. A former member rejoining the club is not required to pay a second admission fee.

Section 2 – The membership dues shall be \$300.00 per annum, payable semiannually on 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. The board may, by majority vote, change the dues but dues may not be increased more than ten percent in any year without a vote of the membership as provided for in Article 16.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific matter be considered by ballot rather than by *viva voce* vote. The board may authorize voting by electronic mail (e-mail) or other internet technology.

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 New Generations Service. This club will be active in each of the Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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 three 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.
- 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.
- Membership – This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Service Projects – This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- The Rotary Foundation – This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

(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.

(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 and the Avenues of Service when developing plans for the year.

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, leave of absence may be granted excusing a member from attending the meetings of the club for no longer than twelve months. Any member granted a leave of absence is not excused from the annual dues. Members serving in an elected public office or on active military duty are excused from attending meetings of the club when their duties preclude attendance.

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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

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 thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to 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 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 – The name of a prospective active or honorary member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. 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.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision. Board approval of a proposed honorary member constitutes election to such membership; the term of such membership shall be as determined by the board but may not exceed the term of the board.

Section 4 – After board approval of a proposed active member, the prospective member shall be informed 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 – 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, as prescribed in these bylaws, 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. No written objection shall automatically be cause for rejection of an application. The board is charged with investigating the objection to determine its objectivity and validity. If approved despite the objection, the proposed member, upon payment of the admission fee, as prescribed in these bylaws, shall be considered to be elected to membership.

Section 6 – Following the election, the president 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 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.

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 Order of Business

Meeting called to order. Introduction of visitors. Correspondence, announcements, and Rotary information. Committee reports if any. Any unfinished business. Any new business. Address or other program features. Adjournment.

Article 16 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 mailed to each member at least ten (10) days before such meeting. 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.

Adopted: November 17, 2011