

# **Bylaws**

of the

## **Rotary Club of San Juan, Puerto Rico**

### **ARTICLE 1**

#### **Board of Directors**

Section 1 - The governing body of this Club shall be the Board of Directors consisting of eleven members, namely, the President, the President-elect, the Vice President, the Secretary, the Treasurer, the Immediate Past President and five Directors, two of whom shall be elected in the even numbered years for a term of two years and three of whom shall be elected in the odd numbered years for a term of two years. Each of the five Directors will act as chairperson for one of the five committees: Club Administration, Membership, Public Relations, Rotary Foundation and Service Projects.

### **ARTICLE 2**

#### **Election of Directors and Officers**

Section 1 - No later than September 30 of each year, the President, with the approval of the Board, shall appoint a Nominations Committee comprised of the immediate Past President and 2-4 other Past Presidents none of whom are members of the Board. This committee shall elect a chairperson and shall conduct such study and research as may be necessary in order to prepare a slate of candidates to serve on the Board of Directors, bearing in mind the leadership and managerial competence of such members and their past experience and service in Rotary. On or before the third regular meeting in October of each year, nominations for President-Elect, Vice President, Secretary, Treasurer and two Directors, (plus any unexpired vacated directorships), shall be presented to the membership by the Committee. At the fourth regular meeting in October, additional nominations may be presented from the floor, after which nominations shall be closed. No candidate may be nominated by the Committee or from the floor unless such candidate is a member in good standing, has served as a Committee Chairperson, and the prior consent of such candidate has been obtained. The nominations so made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting, provided, however, that the Board shall review the nominations before the ballot is prepared and may delete the name of any candidate not in good standing, as defined by ROTARY INTERNATIONAL. The candidates for President, Vice-President, Secretary and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. If no candidate receives a majority, there shall be a run-off, at the same meeting (time permitting) or at the next regular meeting, between the two candidates receiving the most votes. The two or three candidates for Director receiving the largest number of votes shall be declared elected as Directors. If a director is being elected to fill an unexpired term, the candidate receiving the third largest number of votes shall be declared elected to serve during

the balance of that term. The President elected in such balloting shall serve on the Board as President-elect for the year commencing on the first day of July next following said candidate's election as President and, upon compliance with Article 10, Section 5 of the Club Constitution, shall assume the office of President on July first of the year following the year of service as President-elect.

Section 2 - Guidelines: The Nominations Committee shall prepare and make available an outline setting forth the qualities which the membership should look for when nominating candidates for service on the Board.

Section 3 - Prohibited Activities: No candidate shall campaign, canvas or electioneer for an elective position in the Club, nor allow any such activity on his or her behalf. No brochures or other literature may be distributed, except as expressly authorized by the Board. However, each candidate shall be given the opportunity to address the Club for not more than two minutes, to inform the membership of his/her past service to Rotary and/or intentions if elected.

Section 4 - All officers so elected shall serve for a term of one year except as otherwise provided with respect to the President-elect; Directors shall serve for a term of two years as provided in Article 1, Section 1. The Secretary shall not serve more than three consecutive terms.

Section 5 - Vacancies. A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

A vacancy in the position of any officer-elect or Director-elect shall be filled by the remaining members of the Board of directors-elect.

Section 6 - Conflict of Interest: Recognizing the importance of avoiding even the appearance of a conflict of interest, all officers and directors shall sign the standard Conflict of Interest Declaration before taking office.

### ARTICLE 3 Duties of Officers

Section 1 - President. It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertain to the office of president.

Section 2 - President-elect. It shall be the duty of the President-elect to serve as a member of the Board of Directors of the Club, to preside at meetings of the Club and/or the Board in the absence of the President and to perform such other duties as may be prescribed by the President or the Board.

Section 3 - Vice President. It shall be the duty of the Vice President to preside at meetings of the Club and Board in the absence of the President and President-elect and to perform such other duties as ordinarily pertain to the office of Vice President.

Section 4 - Secretary. It shall be the duty of the Secretary to keep the records of membership, record of attendance at meetings, send out notices of meetings of the Club and Board, record and preserve the minutes of such meetings, make the required reports to ROTARY INTERNATIONAL, including the semi-annual reports of membership, which shall be made to the General Secretary of ROTARY INTERNATIONAL on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the General Secretary of ROTARY INTERNATIONAL, the monthly report of attendance at the Club meetings which shall be made to the District Governor immediately following the last meeting of the month, collect and remit to ROTARY INTERNATIONAL subscriptions to THE ROTARIAN and perform the duties assigned to the Secretary elsewhere in these By-Laws (See Article 8, Section 1, (c) and such other duties as usually pertain to the secretary's office. An Executive Secretary contracted by the Club shall assist the Secretary in the execution of these responsibilities.

Section 5 - Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the office of Treasurer, including the custody and enforcement of the Conflict of Interest Declaration stipulated in Article 2 Section 6. 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 6 - Sergeant-at-Arms. The President shall appoint, with the approval of the Board, a Sergeant-at-Arms who shall report to the Director in charge of Club Service. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for the office of sergeant-at-arms and such other duties as may be prescribed by the President or the Board.

#### ARTICLE 4 Meetings

Section 1 - The annual meeting of this Club shall be held no later than the second Tuesday in November of each year, at which time the election of officers and directors to serve for the ensuing year shall take place. The date of the annual meeting shall be determined by the Board of Directors no later than the regular meeting of the Board in October of each year.

Section 2 - The regular weekly meeting of this Club shall be held on Tuesday at 12:30 p.m.

Due notice of any changes in or cancellation of the regular meetings shall be given to all members of the Club.

All members (except Honorary members or members excused by the Board of Directors pursuant to Article 9, of the standard Rotary 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 presence for at least 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 standard Rotary Club Constitution.

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

Section 4 - Regular monthly meetings of the Board shall be held at the time and place decided by the Board at the first monthly meeting of each year, which shall be called by the President upon notice to all Board members specifying the time and place of said meeting. Thereafter the time and/or place may be changed, as the Board may decide. Special meetings of the Board may be called by the President whenever deemed necessary, or upon request by two members of the Board, due notice having been given.

Section 5 - Six (6) members of the Board shall constitute a quorum for any regular or special meeting of the Board.

## ARTICLE 5 Fees and Dues

Section 1 - The admission fee shall be \$250.00 to be paid as determined by the Board of Directors.

Section 2 - The membership dues shall be \$300.00 per annum, payable quarterly in advance on the first day of July, October, January and April of each fiscal year with the understanding that the corresponding portion thereof shall be applied to each member's subscription to THE ROTARIAN magazine.

Section 3 - Members shall also pay, quarterly in advance, the cost of lunches at all regular meetings to be held during the succeeding quarter, (whether or not they thereafter attend such meetings), together with any other financial obligations to the Club they may have incurred; provided, however, that members exempted from the attendance requirements under Article 9, section 3 of the standard Rotary Club Constitution, shall be charged only for lunches at meetings they attend, if any.

Section 4 - The Board may, at any time or from time to time, change any of the above fees, by a resolution duly adopted and notified to the membership; provided, however, that no increase in the dues payable under Section 2 of this Article shall be effective until 30 days after notice thereof to the membership, and provided further that, upon written petition signed by 10 or more members during said 30 day period, no such increase shall be effective until the procedure required under Article 14 of these by-laws has been followed.

## ARTICLE 6 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.

## ARTICLE 7 Committees

Section 1 - Club committees are charged with carrying out the annual and long-range 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 from among the five incoming Directors, 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:** Conducts activities associated with the effective operation of the Club.

**Membership:** Develops and implements a comprehensive plan for the recruitment and retention of members.

**Public Relations:** Develops and implements plans to provide the public with information about Rotary and to promote the Club's service projects and activities.

**Rotary Foundation:** Develops and implements plans to support The Rotary Foundation through both financial contributions and program participation.

**Service Projects:** Develops and implements educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

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 - 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.

Section 6 - The Past Presidents of the Club shall constitute an Advisory Council that will elect a chairperson and be available to serve as an advisory group to the Board and to any working committee and assist in the strategic development of the Club.

## ARTICLE 8 Duties of Committees

Section 1 - 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 make reference to appropriate RI materials.

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.

## ARTICLE 9 Leave of Absence

Section 1 - 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, but not to exceed twelve (12) weeks. Such leave will prevent consideration of termination of membership as stated in Article 12, section 4 of the Club Constitution but the excused member must be recorded as absent unless he/she attends a regular meeting at some other Club.

Section 2 - A member's non-attendance may also be excused by the Board, for as long as the condition continues, in the case of protracted ill health such that the member is physically unable to attend, as provided in Article VIII, section 2 of the Club Constitution. In such cases, the absence of the member shall not be computed in the Club's attendance record.

Section 3- Parental Leave: Pregnancy and adoption shall be considered "good and sufficient cause" within the meaning of Section 1 of this Article, and a member shall, upon request, be granted a leave of absence under that Section for a period of four (4) weeks prior to and four (4) more weeks after the birth of the child or of the adoption, unless the Rotarian qualifies for additional leave under Section 2 of this Article.

## ARTICLE 10

### Finances

Section 1 - The Treasurer shall deposit all funds of the Club in one or more Banking Institutions to be named by the Board. The executive secretary shall be responsible to prepare, register and maintain copies of all deposits.

Section 2 - All bills shall be paid by checks signed by two officers authorized by the Board of Directors. A thorough audit by an independent certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions.

Section 3 - Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 4 - The fiscal year of this Club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from July 1st to September 30th; October 1<sup>st</sup> to December 31<sup>st</sup>; January 1st to March 31<sup>st</sup> and from April 1<sup>st</sup> to June 30th. The payment of per capita dues and magazine subscriptions to ROTARY INTERNATIONAL shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

Section 5 - At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Section 6 - Any member seeking reimbursement from the Club for expenses incurred must present receipts or other evidence of such expenses; members must obtain the prior written consent of the Board, specifying the nature and amount of such expenditure, before committing the Club to the payment or reimbursement of expenses in excess of \$100, and must thereafter comply with the standard procedures established by the Board for such reimbursements.

## ARTICLE 11

### Method of Electing Members

#### Section 1 - Active members

a) The name of a prospective member, proposed by an active member of the Club or by the membership development committee, 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 membership proposal, which shall be kept confidential except as otherwise provided in this procedure, shall be accompanied by an information sheet setting forth the reasons for proposing a candidate and other information requested by the Board.

b) The Board shall promptly refer the proposal for membership to the Classification/Membership Committee for verification that the proposal meets all the classification and membership requirements of the Club constitution.

c) The Board may accept or reject the recommendations of the classification and membership committee, and thereafter shall promptly approve or disapprove the proposal. Unless negative votes are cast by two or more members of the Board, the proposal shall be considered tentatively approved, and the Secretary shall notify each member of the Club thereof in writing, giving the name, employment, and the proposed classification of the candidate.

d) If no written objection to the proposal, stating the reasons therefore, is received by the Board from any member of the Club within ten (10) days following publication, the candidate shall be considered finally approved for membership. If written objections have been filed, the Board shall reconsider the proposal, conduct such additional investigation as may be necessary, and vote again on the candidate. Unless negative votes are cast by two or more members of the Board, the candidate shall be considered finally approved for membership, notwithstanding such objections.

e) If the candidate is rejected by the Board either before or after publication to the membership, the proposer shall be so notified by the Secretary.

f) If a candidate has been found by the Board to be qualified for membership, the candidate shall be invited to attend the next meeting of the Rotary Information Committee, accompanied by his/her proposer, where he/she shall be fully informed of the privileges and responsibilities of membership in the San Juan Rotary Club and invited to file the regular form of application.

g) Upon receipt of the candidate's signed application and payment of the admission fees as prescribed in Article 5 of these bylaws, the candidate shall be formally inducted as a new member at a regular meeting of the Club. If the candidate fails to attend the meeting of the Rotary Information Committee or fails to report for induction without having been excused by the Board for just cause, the proposal shall be considered rejected.

h) Following the member's election to membership as herein provided, the Club Secretary shall issue a membership card to the member and shall report his/her name to the General Secretary of ROTARY INTERNATIONAL.

i) If a candidate, who has previously been proposed and rejected by the Board, is again proposed for membership, the unanimous consent of the Board shall be required in order for the proposal to be approved.

Section 2 – Honorary membership can be bestowed on persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's causes. Honorary membership shall require the unanimous approval of the Board and shall be subject to all the limitations and privileges set forth in Article 7 Section 6 of the Club Constitution.

## ARTICLE 12 Resolutions

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

## ARTICLE 13 Order of Business

Meeting called to order  
Invocation  
Patriotic song  
Fellowship  
Announcements  
Introduction of visiting  
Rotarians and guests  
Drawing for door prize  
Address or other program feature  
Adjournment

## ARTICLE 14 Amendments

Except as otherwise provided in Article 5, Section 4 of these By-laws, any amendment to these bylaws must first be adopted by the Board and then approved by the membership 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 Club Constitution and with the Constitution and Bylaws of ROTARY INTERNATIONAL.

Approved by membership June 2014