BYLAWS

of the

ROTARY CLUB OF POINT WEST – SACRAMENTO

(amended April 4, 2014)

**Article 1 DEFINITIONS**

1. Club: The Rotary Club of Point West – Sacramento
2. Board: The Board of Directors of the Club
3. Director: A member of the Club’s Board of Directors
4. Member: A member, other than an honorary member, of the Club
5. RI: Rotary International
6. Year: The twelve-month period that begins on July 1st
7. Good Standing: A member of the Club who has met the attendance requirements and is current

with all required financial obligations

**Article 2 BOARD**

The governing body of the Club shall be the Board of Directors, consisting of 14members of the Club, namely the President, Immediate Past President, President-elect, Secretary, Treasurer, Sergeant-at-Arms, and eight (8) directors elected in accordance with Article 3, Section 3 of these bylaws.

**Article 3 ELECTION OF DIRECTORS AND OFFICERS**

**Section 1 - Nominating Committee** – The nominating committee shall consist of at least twelve (12) Past Presidents, with the immediate Past President serving as the chairperson. The President and President-elect, with input from the nominating committee, shall submit a list of candidates for consideration for all elected board members and the President-elect-elect, and shall serve on the committee as full voting members thereof. The nominating committee shall announce the nominating process and solicit interested parties in the elected board positions at least two consecutive club newsletters prior to the nominations.

**Section 2 – President-elect-elect** – The nominating committee shall select a member for the position of President-elect-elect, provided that such member is a member in good standing in the Club and shall have served on the Club’s Board as an elected or appointed member.

**Section 3 – Board of Directors** – For each open position on the Board, the nominating committee shall nominate at least two members who have been in the club at least one year (at the time of nomination). All nominated members shall run as a group and those who receive the highest votes shall fill the open positions for a two year term.

**Section 4 – Elections, Timing –** Election of officers shall occur no later than the third meeting in December. The nominated parties shall be announced at a regular meeting and in the Club newsletter at least one week prior to the date for elections.

Section **5 – Voting** – Each active member in good standing shall be entitled to one vote for each elected board position.

**Section 6 – Secretary, Treasurer, Sergeant-at-Arms** – The President-elect shall appoint the following officers: Secretary, Treasurer and Sergeant-at-Arms from the members at large to serve during the President-elect’s term.

**Section 7 – Term** – All elected board members shall begin their term on July 1 of the year following election and shall serve for two years.

**Section 8 – Vacancy** – A vacancy of any of the elected Board of Directors shall be filled by action of the remaining members of the Board of Directors. A vacancy in the office of Secretary, Treasurer, or Sergeant-at-Arms shall be filled by action of the President. A vacancy in the office of the President will be filled by a Past-President and selected by the Board. A vacancy in the office of President-elect or President-elect-elect will be filled by a special meeting of the past presidents, in accordance with Article 3, Sections 1 and 2, of these bylaws.

**Article 4 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 pertains to this office.

**Section 2 – President-elect –** It shall be the duty of the President-elect to serve as a member of the Board of the Club and to perform such duties as may be prescribed by the President or the Board.

**Section 3 – Immediate Past President** – It shall be the duty of the Immediate Past President to offer advice and counsel as required by the President, to coordinate the President-elect-elect and Board slate for the mid-year election and to perform such other duties as may be prescribed by the President or the Board.

**Section 4 – Secretary** – It shall be the duty of the Secretary to: keep records of membership; record the attendance at meetings and report such attendance to the District Governor; make the required reports to Rotary International (including the Semi-Annual Report of Membership); report changes in membership to Rotary International; send out notices of meetings of the Club and Board and to record and preserve the minutes of such meetings; prepare correspondence and notices as directed by the President and the Board; send out thank you notes or letters to each guest speaker; coordinate the Club’s report to the District Governor for the District Awards Program; serve as the contact person for purchase of Rotary materials for the Club; and perform such other duties as may be prescribed by the President or the Board. Authority is provided to the President to delegate some of these duties to other members of the Board.

**Section 5 – Treasurer** – It shall be the duty of the Treasurer to: have custody of all funds; collect dues; pay bills; report on the Club’s financial status monthly to the Board and at any other time upon demand by the Board; and to perform such other duties as pertain to this office. The Treasurer shall also report to any government agencies as required by law. Upon retirement from office, the Treasurer shall turn over to such successor or the President all funds, books of accounts, and any other club property.

**Section 6 – Sergeant-at-Arms** – The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President or the Board.

**Article 5 MEETINGS**

**Section 1 – Annual Meeting** – An annual meeting of the Club shall be held in December of each year, at which time the election of Directors to serve for the ensuing term shall take place.

**Section 2 – Regular Meetings** – The regular weekly meetings of the Club shall be held on Friday at

7:00 a.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members. All members, excepting an honorary member or member excused by the Board, in good standing on the day of the regular meeting, must be counted as present or absent. 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 any other Rotary club or any other authorized make-up meeting or event.

**Section 3 – Quorum for Regular Meetings** – One-third (1/3) of the membership of the Club shall constitute a quorum at the annual and regular meetings.

**Section 4 – Board Meetings** – Regular meetings of the Board shall normally be held during the first week of each month. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Board members with due notice having been given.

**Section 5 – Quorum for Board Meetings** – A majority of the Board members shall constitute a quorum of the Board.

**Article 6 MEMBERSHIP DUES AND FEES**

**Section 1 – Initiation Fee** – The initiation fee shall be set by the Board and be paid by the applicant before they can be inducted as a member.

**Section 2 – Dues** – The membership dues shall be set by the Board and are due on the first day of July. The Board has the flexibility to make other arrangements, as necessary, to accommodate payment of dues by a member.

**Article 7 AVENUES OF SERVICE**

**Section 1 – Avenues of Service**

1. The President shall assign elected Board members to the following five avenues of service:

* Club Service
* Vocational Service
* Community Service
* International Service
* Youth Service

1. The Board members appointed to each avenue of service may, subject to the approval by the President, appoint such committee chairpersons as deemed necessary or desirable in the Board member’s avenue of service.
2. Members of the committee shall be chosen by the chairperson(s), subject to approval by the Board member in the appropriate avenue of service.
3. The President shall be ex-officio to all committees and shall have all of the privileges of membership.
4. Each committee shall transact such business as is delegated to it 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 committee shall not take action until a report has been made to and approved by the Board.
5. If necessary, the President may appoint one or more additional committees dealing with any aspect of the five avenues of service.

**Section 2 – Duties of Committees**

The duties of the committees shall be those assigned by the committee chairperson(s), the supervising Board member, and/or the President.

**Article 8 LEAVE OF ABSENCE**

Upon written application to the Board, setting forth good cause, a leave of absence may be granted excusing a member in good standing from attending the meetings of the club for a specified length of time.

**Article 9 FINANCES**

**Section 1 – Bank Accounts** – The Treasurer shall deposit all funds of the club in a Federally insured financial institution to be named by the Board.

**Section 2 – Expenses** – All bills shall be paid only by checks signed by the Treasurer, President, or Immediate Past President, provided such expenses are within the approved budget. Expenses above the approved budget require prior Board approval before payment can be made. A qualified person shall review the Club’s financial transactions within 90 days following the end of the fiscal year.

**Section 3 – Bonds** – Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of Club funds with the cost of such bond to be borne by the Club.

**Section 4 – Fiscal Year** – The fiscal year of the Club shall be from July 1st through June 30th. The Club’s payment for per capita dues and magazine subscription to Rotary International shall be made as of July 1 and January 1 each year on the basis of the membership of the Club on those dates, or as otherwise required by the District or Rotary International.

**Section 5 – Budget**– Prior to the beginning of each fiscal year, the incoming Board shall prepare or cause to be prepared a budget of estimated income and expenditures for the year. At the first meeting of the new term, the Board shall review and approve a budget for the year, which shall include both a budget for operating income/expenses and a budget for charitable community and service projects.

**Article 10 METHOD OF ELECTING MEMBERS**

**Section 1 – Prospective Members** – The name of a prospective 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 – Board Review** – The Board reviews the application package to ensure that the proposed member meets all the classification and membership requirements. The proposed member’s sponsor(s) and the Board shall meet with the proposed member to ensure their understanding of membership expectations, including attendance requirements and financial obligations.

**Section 3 – Board Approval/Disapproval** – The Board shall approve or disapprove the proposed member’s application within 30 days of submission and shall notify the proposer, through the Club Secretary, of its decision.

**Section 4 – Posting** – After the Board approves an application, the Board notifies the newsletter editor and requests the candidate be posted. The posting shall appear in the newsletter for two issues.

**Section 5 – Objections** – If any club member has objections to the membership of a candidate, they shall notify the Board in writing within ten (10) days of the second posting. The Board shall meet to discuss the objection and make a determination. If the Board disapproves the application as a result of the objection, the procedure in Section 3 above applies. If the Board overrules the objection, the following procedures apply, which may be performed by the Membership Committee.

**Section 6 – Orientation** – At a minimum of one per year, the membership chairman shall conduct a new member orientation where the past presidents and current board members present the history of Rotary and the Club, and explain the functioning of the Club, District and Rotary International.

**Article 10 HONORARY MEMBERS**

**Section 1 – Nomination –** The right to nominate a person for honorary membership shall belong only to past presidents and to current Board members. The nomination shall be made in writing to the Board.

**Section 2 – Election** – The election for this type of membership shall be in the same form and manner as prescribed for the election of an active member except that the Board may waive any of the requirements for such election and proceed to vote on the proposed honorary member. The proposed honorary member shall become an honorary member if no more than four negative votes are recorded. The proposed honorary member shall not become an honorary member if five or more negative votes are recorded.

**Section 3 – Term of Membership -** Honorary membership shall have a term commencing with election by the Board and terminating on the June 30 next after the date of election unless modified by the Board.

**Section 4 – Rights and Privileges –** In addition to the provisions of Article 7, Section 7, subsection (b) of the Constitution of the Rotary Club of Point West – Sacramento, the following shall govern the rights and privileges of honorary members. Honorary members may not propose new members. The Club shall pay for the Rotarian magazine on their behalf. They can attend any and all of the Club’s meetings without being a guest of a regular member of the Club.

**Article 11 RESOLUTIONS**

No resolution or motion to commit the 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 12 ORDER OF BUSINESS OF WEEKLY MEETINGS**

The order of business for meetings shall be as follows, or as otherwise directed by the President:

* Meeting called to order
* Introduction of visiting Rotarians and other guests
* Correspondence and announcements
* Committee reports
* Unfinished business
* New business
* Address, speaker or other program feature
* Adjournment

**Article 13 AMENDMENTS**

These bylaws may be amended at any regular meeting of the membership, a quorum being present, by a two-thirds (2/3) vote of all members present. Notice shall be given of such proposed amendment at least ten (10) days before such meeting.

CERTIFICATE:

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Rotary Club of Point West – Sacramento and that such Bylaws were duly adopted by the membership of this organization on the date set forth below.

Date: April 4, 2014

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Desirée Wilson, Secretary