

Bylaws of the Rotary Club of Old Pueblo (Tucson)

Article I: Definitions

Section 1 – Definitions: The definitions of words in the Club’s Constitution are applicable to the Club’s Bylaws.

Section 2 – Additional Definitions: The words used in these Bylaws shall have the following meaning:

- A. Club – Old Pueblo (Tucson) Rotary Club.
- B. Constitution – The Constitution of the Old Pueblo (Tucson) Rotary Club.
- C. Due Notice – is the publishing of information in the Club Bulletin prior to the event.
- D. Board – Board of Directors.
- E. Foundation – The Old Pueblo (Tucson) Rotary Club Foundation
- F. Member - A Member, other than an honorary Member, of this Club.
- G. RI - Rotary International.
- H. Year - The twelve-month period that begins on 1 July.
- I. Upcoming Year – the Year commencing on 1 July next following the annual election of officers and directors.
- J. Regular Meeting – the weekly meeting of the Members
- K. Annual Meeting - the Regular Meeting each year at which the Officers and Directors are elected.

Section 3 – Constitution:

The provisions of the Constitution shall control when there is a conflict between the Constitution and these Bylaws or when these Bylaws are silent on the subject matter.

Article II: Board of Directors

Section 1 – Governing Body:

- A. The Governing Body of this Club shall be the Board consisting of seven (7) Members.
- B. The Board shall consist of an odd number of directors.

Section 2 – The Board consists of the following directors:

- A. Officers - President, President-Elect, Secretary, and Treasurer;
- B. Foundation President - Immediate Past President of Club; and
- C. At-large Directors – Two (2) directors elected at large from the Membership

Article III: Election of Directors and Officers

Section 1 - Election: At a Regular Meeting in the month prior to the Annual Meeting for election of officers, the presiding officer shall ask for nominations by Members of the Club for President-elect, Secretary, Treasurer, and two directors. The nominations may be presented by a nominating committee or by Members from the floor. 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 the offices of President-elect, Secretary, and Treasurer receiving a majority of the votes cast for each office shall be declared elected to their respective offices. The two candidates for director receiving the highest numbers of the votes cast for directors shall be declared elected as directors. The candidate elected to the position of President-elect in such voting shall be the nominee for President to serve in the Year next following the Upcoming Year and shall serve as a director during the Upcoming Year. The current President-elect shall assume the position of President and the current President shall become the President of the Foundation (as prescribed by the Constitution and the bylaws of the Club Foundation) during the Upcoming Year.

Section 2 – Board Elect: The officers and directors, so elected as prescribed in Section 1, together with the President and immediate past President shall constitute the Board and shall assume office

on the first day of July of the Upcoming Year.

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

Section 4 – Board Elect Vacancy: A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article IV 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 – 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. It shall be the duty of the President-elect 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 President-elect.

Section 3 – 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, 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 each month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary.

Section 4 – Treasurer: It shall be the duty of the Treasurer to have custody of all funds, accounting for them 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, and any other Club property.

Article V: Meetings

Section 1 – Regular Meeting:

A. Day and Time – The Regular Meetings of this Club shall be held on Tuesday at 12:10 P.M.

B. Change of Meeting – Due Notice of any changes in or canceling of the Regular Meeting shall be given to all Members of the Club.

C. Attendance Criteria:

1. All persons who are Members, except an honorary member (or Member excused by the Board of this Club, pursuant to Article VIII, Section 2 (b) of the Constitution), must be counted as present or absent.

2. 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 Article VIII of the Constitution.

Section 2 – Annual Meeting:

The Annual Meeting for the election of Officers and Directors shall be held not later than December 31.

Section 3 – Quorum:

A. Regular and Annual Meetings – One-third of the Membership shall constitute a quorum at the Annual and Regular Meetings of this Club.

B. Board Meetings – A majority of the Board constitutes a quorum.

Section 4 – Board Meeting:

- A. Regular Board Meeting – The regular Board Meeting shall be held on a recurring day of each month as determined by the Board.
- B. Special Board Meeting:
 - 1. The President may call Special Board Meetings whenever deemed necessary.
 - 2. A Special Board Meeting may also be called upon the request of two (2) Members of the Board, all Board members having been notified by written notice transmitted via email or mailed in the mail not less than five (5) business days before the day of the Special Board Meeting.

Article VI: Membership

Section 1 – General Qualifications: This Club shall be composed of adult persons of good character, of good business ethics and good professional reputation.

Section 2 – Kinds: The Constitution prescribes the Membership classifications of the Club.

Section 3 – Honorary: The Club may elect, in accordance with the Constitution, honorary members proposed by the Board.

Article VII: Method of Electing Members

Section 1 – Proposal of New Member:

- A. The name of a prospective Member, proposed by a Member of the Club, shall be submitted to the Board in writing, through the Club Secretary.
- B. A transferring or former Member of another Rotary Club may be proposed to Membership by the former Club.
- C. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Section 2 – Classification: The Board shall ensure that the proposal meets all the classification and Membership requirements of the Constitution.

Section 3 – Action of Board:

- A. The Board shall approve or disapprove the proposal within 30 days of its submission.
- B. The Board shall notify the proposing Member, through the Club Secretary, of its decision.

Section 4 – Board Decision:

- A. If the decision of the Board is favorable, the prospective Member shall be informed of the purposes of Rotary and the Club, and of the privileges and responsibilities of membership.
- B. The prospective Member shall be requested to sign the Membership proposal form.

Section 5 – Publication:

The prospective Member's name and classification shall be promptly published in the Club's Bulletin.

Section 6 – Written Objection:

- A. The Board may receive from any Member of the Club a written objection to the proposal within seven (7) days following publication of information about the prospective Member in the Bulletin. If an objection is received by the Board, the Club shall vote on this matter within 2 weeks at a Regular Meeting.
- B. Upon the completion of the seven (7) days without a Club Member's written objection or upon Club approval notwithstanding the objection, and upon the payment of the Admission Fee for active Membership as prescribed in these Bylaws, the prospective member shall be eligible for induction as a new Member.

Section 7 – Induction of New Member:

- A. The President shall arrange for the induction of the new Member at a Regular Club Meeting.
- B. The Membership shall be given Due Notice of the induction ceremony.

- C. The Secretary shall report the new Member to RI.
- D. The Membership Committee Chairperson shall provide the appropriate literature for presentation at the induction ceremony.
- E. The Membership Committee Chairperson shall assign an active Member to mentor the new Member.
- F. The new Member receives a Club roster.
- G. The active membership shall introduce themselves to the new Member and sign the Roster.

Article VIII: Attendance

Section 1 – Excused Absences:

- A. The Member requesting an excused absence shall notify the Board in writing giving the reasons for the request.
- B. The Board discusses each request on its own merits. The Board then votes to approve or disapprove the request in the Board's sole discretion. If approved, Article X, Section 6 will apply to the excused absence.
- C. The Board shall notify the requesting Member in writing as to its decision.

Section 2 – Board Meetings:

- A. All directors are expected to attend Regular Board Meetings. If a director anticipates her/his absence, the Secretary shall be notified.
- B. The President may request a Member of the Club to present a report to the Board on a particular phase of Rotary or a Club activity.

Section 3 – Leave of Absence:

- A. 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. Such leave of absence does operate to prevent a forfeiture of Membership; it does not operate to give the Club credit for the Member's attendance.
- B. Unless the Member attends a Regular Meeting of some other Club, the excused Member must be recorded as absent, except that absence authorized under the provisions of Article VIII, Section 2(b) of the Constitution is not computed in the attendance record of the Club.
- C. A Member that is granted by the Board a Leave of Absence or fulfills the attendance requirement as defined by the Constitution is responsible for dues as defined in Article X, Section 6.
- D. A Member may petition the Board for financial assistance in case of hardship.

Article IX: Finances

Section 1 – Deposit of Funds:

The Treasurer shall deposit all funds of the Club in a financial institution to be named by the Board.

Section 2 – Accounting Procedures:

- A. All bills shall be paid only by checks signed by any two (2) Officer and referenced to adequate written documentation. Adequate audit trails to allow the tracing of all sources and uses of Club funds shall be maintained.
- B. There shall be up to five (5) signatures on the signature card of the financial institution designated pursuant to Section 1 of this Article.

Section 3 – Audit:

- A. Agreed upon procedures applied to the financial statements and records of the Club shall be completed by a qualified person or persons as designated by the Board on an annual basis.
- B. An Annual Report, of the results of the agreed upon procedures, shall be submitted to the Board at the August Board Meeting.
- C. The Annual Report shall be for the prior Year.

Section 4 – Bonding:

- A. 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.
B. The cost of bond is to be borne by the Club.

Section 5 – Fiscal Year: The fiscal Year of this Club shall extend from July 1st through June 30th.

Section 6 – Budget: The Board-Elect, in concert with the sitting Board, shall prepare a budget by the June Board Meeting for the next Year.

Article X: Admission Fee, Dues, Contributions and Visitor Fee

Section 1 – Admission Fee: The Admission Fee, as determined by the Board, shall be paid before a prospective Member can qualify as an active Member.

Section 2 – Dues:

A. The Membership Dues shall be reviewed on a per annum basis and approved at the June Board Meeting for the next Year.

B. The Dues are billed quarterly (the first meeting of July, October, January, and April) by the Club and paid quarterly by the Member.

C. The Dues consist of two (2) components: an Administration Fee and a Luncheon Fee, determined on a per annum basis.

1. Club Administration Fee – Determined by the Board
2. Luncheon Fee – Determined by the Board.

Section 3 – Special Assessments: A Special Assessment may be determined by the Board and assessed to each Member.

Section 4 – Visitor Fee: The Visitor Fee is reviewed and approved at the June Board Meeting for the ensuing Year. The Board may change the Visitor Fee at its discretion, at any time.

Section 5 – Meal Credit: The Board may at its discretion determine a “Meal Credit” or other credit to encourage a Member to make up missed meetings or attend additional events.

Section 6 – Relief from the Quarterly Luncheon Fee:

A. A Member may petition the Board in writing requesting an exemption from being assessed the quarterly Luncheon Fee for a specified time period as determined by the Board.

B. The Board notifies the petitioner of its decision in writing.

C. Approval by the Board relieves the petitioner of the quarterly Luncheon Fee only. The quarterly Administration Fee shall be billed and paid.

D. The Member (petitioner) when attending Old Pueblo’s luncheon pays the Luncheon Fee.

Article XI: Method of Voting

Section 1 – General Rules: The business of this Club shall be transacted by the Members physically present at a Regular or Annual Meeting. The business of the Board shall be transacted by the directors as prescribed in these bylaws.

Section 2 - Officers and Directors:

A. The election of Officers and Directors shall be by written ballot unless the Nominating Committee’s slate of Officers and Directors are accepted by the Membership without further nominations from the Membership.

B. The President, or President-Elect acting in the absence of the President, does not vote during any proceedings that require a Board vote unless it is to break a tie.

C. Proxies are not authorized. Email voting by the Board (without a meeting) is permitted provided there is a unanimous vote by all members of the Board.

D. A director who is unable to attend a Board meeting because of illness or travel may participate in a Board meeting by telephone or other means of live broadcast communication where the director can simultaneously hear and be heard during all discussions and votes on items that come before the Board.

Article XII Five Avenues of Service

The five 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 five Avenues of Service.

Article XIII Committees

Section 1 – *Committee Formation:* Club committees are charged with carrying out the annual and long-range goals of the Club based on the four Avenues of Service. The President-elect, President and immediate past President shall 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 continuity. The President-elect is responsible for appointing committee members and committee chairs to serve during his/her term as Club President. The President-elect shall work with the committee chairs and members to conduct planning meetings for each Club committee prior to the start of his/her Year as President. It is recommended that the chairs have previous experience as a member of their committee.

Section 2 – *Standing Committees:*

• Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of Members.

• 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.

• Club Administration

This committee should conduct activities associated with the effective operation of the Club.

• Service Projects

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of the Club's community and communities in other countries. The Service Projects committee will consider vocational service, community service and international service avenues when developing its goals and plans.

• The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation of RI through both financial contributions and program participation. At the discretion of the Board the functions and duties of this committee may be delegated in whole or in part to the board of directors of the Foundation.

Additional ad hoc committees may be appointed by the President as needed.

Section 3 – *Duties of Committees:* The duties of all committees shall be established and reviewed by the President for his/ her Year. Each committee shall have clearly defined duties, goals and action plans established by the beginning of each Year for implementation during the course of the Year. In declaring the duties of each, the President shall make reference to appropriate RI materials. It shall be the primary responsibility of the President-elect to appoint the chair and members for each committee, and to ensure each committee's goals and action plans are presented to the Board in advance of the commencement of the President-elect's term as President.

A. The President shall be an ex officio 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

C. Each committee 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 President and Board on committee activities.

Article XIV: Policy Manual

A Policy Manual may be maintained by the Club Secretary to keep a record of policy decisions that

are made by the Board from time to time.

Article XV: Resolutions

The Club shall consider no resolution or motion to commit this 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 XVI: Order of Business

Section 1 - Regular Club Meeting: The order of business is determined by the President or presiding officer of the Club.

Section 2 – A Regular or Special Board Meeting: The order of business is determined by the President or presiding officer of the Board. The following is a suggested agenda:

- A. Meeting Called To Order
- B. Approval of Minutes
- C. Treasurer’s Report
- D. President’s Report
- E. Committee Reports
- F. Old Business
- G. New Business
- H. Other Comments
- I. Adjournment of Board Meeting

Article XVII: Amendments

Section 1 – Regular Meeting: These Bylaws may be amended at any Regular Meeting, a quorum being present, by a two-thirds vote of all Members present provided the notice required in Section 2 has first been given.

Section 2 – Notice: A notice that the Bylaws are sought to be amended along with a copy of the proposed amendment(s) shall be distributed by hand or emailed or mailed by regular mail to each Member at least ten (10) days prior to the Regular Meeting that the amendment(s) are to be approved.

Section 3 – Requirement: No amendment or addition to these Bylaws can be made which is not in concert with the Club’s Constitution and the Constitution and Bylaws of RI.

Adopted May 19,2015