

# Bylaws of the Rotary Club of Old Pueblo (Tucson)

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## Preamble

The following Bylaws shall be subject to, and governed by, the Rotary Club of Old Pueblo (Tucson) and its Constitution. In the event of a conflict or where these Bylaws are silent on a matter, the provisions of the Constitution shall be the prevailing, controlling law.

## Article I: Definitions

Section 1. The definitions contained in the Constitution of the Rotary Club of Old Pueblo (Tucson) are applicable to these bylaws.

Section 2. Unless the context otherwise clearly requires, the words used in these bylaws shall have the following meanings:

- A. Annual Meeting: The regular meeting each year at which Officers and Directors are elected.
- B. Board: The Board of Directors of The Old Pueblo (Tucson) Rotary Club.
- C. Club: The Old Pueblo (Tucson) Rotary Club.
- D. Constitution: The Constitution of the Old Pueblo (Tucson) Rotary Club.
- E. Director: A member who sits on the Club's Board.
- F. Due Notice: The time required for publishing of information in or on the Club's weekly newsletter, website, or other social media platform prior to the respective event.
- G. Foundation: The Old Pueblo (Tucson) Rotary Club Foundation.
- H. Member: A member, other than an honorary member, of the Club.
- I. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the Club's members for club decisions and a majority of the Directors for Board decisions.
- J. Regular Meeting: The weekly meeting of Club members.
- K. RI: Rotary International.
- L. Upcoming Year: The year commencing on July 1st following the annual election of officers and directors.
- M. Year: The 12-month period beginning July 1st.

# **Bylaws of the Rotary Club of Old Pueblo (Tucson)**

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## **Article II: Board**

Section 1. The governing body of this Club shall be its Board of Directors, consisting of at least seven members, and including at a minimum the president, the immediate past president/Foundation president, the president-elect, the secretary, and the treasurer.

Section 2. The Board also may include At-Large Directors.

Section 3. Regardless of the composition, the Board shall consist of an odd number of directors.

## **Article III: Elections and Terms of Office**

Section 1. ELECTIONS.

A. One month prior to the Annual Meeting, Members may nominate candidates for President-Elect, Secretary, Treasurer, and two director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

B. Duly made nominations shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual Meeting.

C. The candidates receiving a majority of the votes for the offices of President-Elect, Secretary, and Treasurer are declared elected to those offices.

D. The candidates receiving the highest numbers of the votes cast for directors at-large are declared elected as At-Large Directors.

E. The current President-Elect shall assume the position of President.

F. The candidate elected to the position of President-Elect shall serve as President in the following Year and shall serve as a Board director during the Upcoming Year.

G. The current President or immediate past president shall become the President of the Foundation (as prescribed by the Constitution and the Bylaws of the Club Foundation) during in the following Year and shall serve as a director on the Club's Board.

Section 2. BOARD ELECT. The officers and directors elected in Section 1 above, together with the President and the immediate Past President, shall comprise the Board of Directors of The Old Pueblo (Tucson) Rotary Club, and shall assume their offices on July 1st of the Upcoming Year.

Section 3. TERMS OF OFFICE. The President, President-Elect, Treasurer, Secretary, and Directors shall each serve one-year terms of office. However, when a successor is not elected for the office of President, the current president's term may be extended for up to one year.

# **Bylaws of the Rotary Club of Old Pueblo (Tucson)**

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## Section 4. VACANCIES.

A. If any officer or board member vacates their position, the remaining members of the Board will appoint a replacement.

B. If any officer-elect or director-elect vacates their position, by action the remaining directors-elect shall fill the vacancy.

## **Article IV: Duties of the Officers**

Section 1. **PRESIDENT.** It shall be the duty of the President to preside at Club and Board meetings, and to perform other duties ordinarily pertaining 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 also is the duty of the President-Elect to preside at meetings of the Club and the Board and to perform other duties ordinarily pertaining to the office of President in the President's absence.

Section 3. **SECRETARY.** It shall be the duty of the Secretary to keep membership records; record meeting attendances; publish notices of Club, Board, and committee meetings; record and preserve the minutes of such meetings; submit reports as required to RI, including the semiannual reports of Membership on 1 January and 1 July of each Year; report changes in membership; provide a monthly attendance report 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 ordinarily pertaining to the office of Secretary.

Section 4. **TREASURER.** It shall be the duty of the Treasurer to have custody of all funds, provide annual accounting of such funds to the Club or when requested by the Board, and to perform other duties ordinarily pertaining 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. **ANNUAL MEETING.** The Annual Meeting for the election of Officers and Directors shall be held no later than December 31.

## Section 2. **REGULAR MEETINGS.**

A. The Regular Meetings of this Club shall be held on Tuesdays at 12:10 p.m.

# **Bylaws of the Rotary Club of Old Pueblo (Tucson)**

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B. Due notice of any change or cancellation of the Regular Meeting shall be given to all Club members.

## **Section 3. BOARD MEETINGS.**

A. A Regular Board Meeting shall be held on a recurring day of each month as determined by the Board.

B. The President may call Special Board Meetings whenever deemed necessary.

C. A Special Board Meeting also may be called by request of two (2) Board members and with written notice provided to all members via phone, text, email, social media, or U.S. Postal 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, good business ethics, and good professional reputation.

Section 2. KINDS. The Constitution prescribes the Membership classifications of this Club.

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

## **Article VII: Methods of Electing Members**

### **Section 1. PROPOSAL OF A NEW MEMBER**

A. Members proposing a new member for membership shall submit to the Board in writing, through the Club Secretary, the name of a prospective member.

B. A transferring or former member of another Rotary Club may be presented for membership by the former club.

C. All proposals shall be kept confidential except as otherwise provided in these Bylaws.

### **Section 2. BOARD ACTIONS.**

A. The Board shall ensure new member proposals meet all classification and Membership requirements of the Constitution prior to action.

B. The Board shall approve or disapprove new member proposals within 30 days of submission.

C. The Board shall notify the proposing Member, through the Club Secretary, of its

# **Bylaws of the Rotary Club of Old Pueblo (Tucson)**

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decision.

## **Section 3. PUBLICATION.**

A. If the Board approves the new member proposal, the prospective member is invited to join the Club and requested to sign the Membership proposal form.

B. After the approved prospective member's acceptance, the prospective member shall be informed of the purposes of Rotary and the Club, and of the privileges and responsibilities of membership.

C. After a favorable Board decision, a prospective member's name and classification shall be promptly published to all Members via Club communication channels.

## **Section 4. OBJECTIONS**

A. Any Member may submit to the Board a written objection to a new member proposal within seven (7) days following publication of the prospective member. At a Regular Meeting, the Club shall vote on all objections within two (2) weeks of objection submission.

B. After seven (7) days of publication and without any written objections or upon Club approval notwithstanding an objection, the prospective member shall be eligible for induction as a new Member.

## **Section 5. INDUCTION OF NEW MEMBERS.**

A. Upon payment of an Admission Fee for active Membership as prescribed in these Bylaws, new members shall be inducted into the Club and granted all privileges and responsibilities of membership.

B. The President shall arrange for induction of a new Member during a Regular Meeting.

C. The Membership Committee shall be given due notice of the prospective induction ceremony.

D. The Membership Committee Chairperson shall provide the appropriate membership packet, as furnished by the Secretary, for presentation at the induction ceremony. The Membership Committee Chairperson also will assign an active Member to mentor the new Member.

E. The active membership shall introduce themselves to the new Member and sign his/her Roster.

F. The Secretary shall report the new Member to RI.

# **Bylaws of the Rotary Club of Old Pueblo (Tucson)**

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## **Article VIII: Attendance**

### Section 1. 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 present a report to the Board on a particular phase of Rotary or a Club activity.

### Section 2. 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 meetings of the Club for a specified length of time. Such leave of absence does operate to prevent a forfeiture of Membership and 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 by signature of two (2) Officers, unless otherwise approved by the Board, and referenced to adequate written documentation. Adequate audit trails shall be maintained to allow tracing of all sources and uses of Club funds.

B. Up to five (5) signatures is permitted 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.

# **Bylaws of the Rotary Club of Old Pueblo (Tucson)**

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B. An Annual Financial Report of the results pursuant to the agreed upon procedures and inclusive of current and previous year income and expenses shall be submitted to the Board at the August Board Meeting. The Annual Report shall be for the prior Year.

C. Members shall receive an annual financial statement of the Club.

## **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 for presentation to the Board Meeting for the next Year.

## **Article X: Admission Fee, Dues, Contributions, and Visitor Fees**

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, both determined on a per annum basis by the Board.

Section 3. SPECIAL ASSESSMENT. A Special Assessment may be determined by the Board and assessed to each Member.

Section 4. VISITOR FEES. A Visitor's Fee is reviewed and may be 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.

# **Bylaws of the Rotary Club of Old Pueblo (Tucson)**

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## Section 6. RELIEF FROM QUARTERLY LUNCHEON FEE(S).

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

B. The Board shall notify 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 continually billed and paid.

D. When attending a Club luncheon, an exempt Member 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 Regular and Annual Meetings. The business of the Board shall be transacted by the directors as prescribed in these bylaws. Normal business of this Club is conducted by voice vote or a show of hands except in the election of officers and directors as detailed in Section 2 of this Article. The Board also may provide a ballot for a vote on some resolutions.

## 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 shall be active in each avenue.



# Bylaws of the Rotary Club of Old Pueblo (Tucson)

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## Article XIII: Committees

Section 1. COMMITTEE FORMATIONS. Club committees are charged with carrying out the annual and long-range goals of the Club based on the Five Avenues of Service. Further, the President, President-Elect, and Immediate Past President shall work together to ensure continuity of leadership and succession planning for all committees.

A. The President shall be an ex officio Member of all committees and, as such, shall have all the privileges of Membership therein.

B. The President-Elect is responsible for appointing committee chairs and committee members for each committee to serve during his/her presidential term. It is strongly recommended that committee chairs have previous experience as a member of their committee, and when feasible, committee members should be appointed to committees for at least three years to ensure continuity.

C. The President-Elect shall work with committee chairs and members to conduct planning meetings for each Club committee prior to the start of his/her service year as President.

D. The President-Elect shall ensure each committee's goals and action plans are presented to the Board prior to the commencement of the President-Elect's term as President.

Section 2. STANDING COMMITTEES.

A. Membership. This committee shall develop and implement a comprehensive plan for the recruitment and retention of Members.

B. Club Public Relations. This committee shall develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.

C. Club Administration. This committee shall conduct activities associated with the effective operation of the Club.

D. Service Projects. This committee shall develop and implement educational, humanitarian and vocational projects that address the needs of Club sponsored communities 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.

E. The Rotary Foundation. This committee shall 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.

# **Bylaws of the Rotary Club of Old Pueblo (Tucson)**

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F. 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 committee, the President shall make reference to appropriate RI materials.

A. Each committee's chair is responsible for conducting regular meetings and activities of the committee, supervising and coordinating its work, and reporting to the President and the Board on all committee activities.

B. Each committee shall transact its business as delegated to it in these Bylaws and such additional business as may be referred to it by the President or the Board.

## **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 MEETINGS. The order of business during regular club meetings is determined by the President or presiding officer of the Club.

Section 2. REGULAR OR SPECIAL BOARD MEETING. The order of business during regular or special board meetings 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

# Bylaws of the Rotary Club of Old Pueblo (Tucson)

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H. Other Comments

I. Adjournment of Meeting

## **Article XVII: Amendments**

Section 1. REGULAR MEETINGS. These Bylaws may be amended at any Regular Meeting. Amendments or changes to this Bylaws require written notice to each member, a quorum present for vote at the Regular Meeting, and a two-thirds of the Members to support the change.

Section 2. NOTICE. A notice of any Bylaws sought for amendment along with a copy of the proposed amendment(s) shall be distributed by hand, email, postal mail or other media providing written notice to each Member at least ten (10) days prior to the Regular Meeting that the amendment(s) are presented for action.

Section 3. CONFLICTS. All amendments or changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.