

The Rotary Club of Downey

Bylaws

Article 1 Definitions

1. Board: The Board of Directors of this Club
2. Director: A member of the club's Board of Directors
3. Member: A member, other than an honorary member, of this club
4. RI: Rotary International
5. Year: The twelve-month period that begins on July 1

Article 2 Board

The governing body of this club shall be the Board of Directors/Officers consisting of **Nine (9)** members of this club, namely, the **President, Immediate Past President, President-Elect, Vice-President, Secretary & Treasurer(s);** and **Three (3) Directors** at large. All Board of Directors must be in good standing with no outstanding dues or obligations.

Article 3 Board of Directors, Committees & Appointments

Section 1 -- After a regular meeting in March, the President-Elect shall meet with the club's Past Presidents, headed by the Immediate Past-President to present a slate of directors/officers for their consideration: Vice-president, Secretary, Treasurer(s) and 3 Directors at large. The nominations will be of members who have served the club actively and who have had leadership positions on the board or a committee. From the nominations, the Past Presidents will then select a slate of officers/directors as the nominees.

The President-Elect will discuss the role of the vice-president, secretary, Treasurer and Director(s) with the nominees, in person, within two weeks of meeting with the Past Presidents to confirm their nomination.

The Immediate Past-President will then bring the slate of candidates nominated to the club for final approval.

After serving the club well for a year, the Vice-president will assume the role of President-Elect the second year and then the role of President in the third year.

In April/May, the President-Elect shall choose members (excluding the Board of Director roles already nominated/elected as stated above) to fill the following committees and appointed positions:

Committees

Community Service

International Service

Youth Service

Vocational Service

Administration / Club Service

Public Relations / Media

Membership

Foundation

Appointments

Humanitarian Chair

Peace Chair

Sergeant-at-Arms (optional)

The Vice-president shall take the title of President-Elect on the first day of July and shall serve as a director during that year. On July 1 immediately following that year, the President-Elect shall assume office as President. The Board of Directors shall assume office on the first day of July and serve for an entire year.

Section 2 -- The directors/officers shall constitute the board.

Section 3 -- A vacancy in the board or any committee or appointed position shall be filled by action of the President under advisement of his/her directors.

Section 4 -- A vacancy in the position of any officer-nominee (President-Nominee or Vice-President) shall be filled by action of the President under advisement of Past Presidents. Vacancy of President shall be filled by President-Nominee until June 30 of said year.

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 the office of president. Acts as Administration/Club Service liaison.

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. Acts as Vocational Service liaison.

Section 3 -- *President-Elect.* It shall be the duty of the president-nominee to serve as a director and to perform such other duties as may be prescribed by the president or the board. Acts as International Service & Community Service liaison.

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. Acts as Youth Services liaison.

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 January 1 and July 1 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. Acts as Membership & Public Image liaison.

Section 6 -- *Treasurer(s)* it shall be the duty of the treasurer to have custody of all funds, accounting for it to the Board of Directors every month; annually at the Club Assembly meeting, at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. A second Treasurer may be appointed to assist in check writing and other duties as prescribed by 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. Acts as Foundation liaison.

Duties of Appointed Positions

Section 7 – *Peace Chair.* The duties of the Peace Chair is to facilitate Rotary Peace Building within the club and community. A Director liaison will be appointed.

Section 8 – *Humanitarian Chair.* The duties of the Humanitarian Chair is to attend the grant management seminar and coordinate humanitarian projects. A Director liaison will be appointed.

Section 9 -- *Sergeant-at-Arms. (Optional)* 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. Acts as Administrative/Club Service liaison.

Article 5 Meetings

Section 1 -- *Annual Meeting / Club Assembly.* An annual meeting of this club shall be held In July & January, at which time the President, Treasurer and Directors will report to the members the accomplishments and goals of the club. Additional Club Assemblies may be scheduled by the President as may be required.

Section 2 -- The regular **weekly** meetings of this club shall be held on **Tuesday at Noon**. Due notice of any change in or cancelling 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 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 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 standard Rotary 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 each month as scheduled 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 Dues

Section 1 -- The membership dues shall be established annually by the Board of Directors and paid monthly by each member. Dues to District 5280 & Rotary International will be 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. **Membership dues are subject to change with future resolutions of the Directors.*

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote except the nomination of officers and directors, which shall be by appointment. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

(*Note: *Viva voce* vote is defined as when club voting is conducted by vocal assent.)

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 Youth 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 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:

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Image**
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.
- **Administration/Club Service**
This committee should conduct activities associated with the effective operation of the club.
- **Youth Service**
This committee should develop, implement and provide support to the sponsoring Interact Clubs. In addition, the committee should identify students to attend RYLA (Rotary Youth Leadership Assembly), participate in Youth Exchange, receive club scholarships, and all other youth service functions within the district. Keeps youth advised of all activities available to youth through the District and Rotary International.
- **Rotary Foundation**
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **Service Projects**
Community Service
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

Vocational Service

This committee should develop and implement educational & vocational projects that address the needs of the club. This includes organizing and conducting the annual district Pageant of the Arts for youth in the community. This includes identifying children to attend the district RYO program.

International Service

This committee should develop and implement educational, humanitarian & international projects that address the needs of communities in other countries. This includes participation in the district international projects through both club financial support and soliciting attendance of club members.

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 of 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 (12) months.

(Note: 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. 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 the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

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 one other director.

Section 4 -- A thorough review of all financial transactions by a committee of at least 2 Rotarians shall be made once each year. Their review should be as of the close of each fiscal year, 30 June; a report will be given to the Board of Directors upon completion.

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 July 1 to June 30, dues will be collected monthly, with District and International dues divided into two (2) semiannual periods extending from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 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 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 of 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.

Section 4 -- If the decision of the board is favorable, the prospective member shall be informed at a “Fireside Chat” on the purposes of Rotary and 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 (if not honorary membership), 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. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 -- Following the election, the president shall arrange for the new member’s induction, membership badge, and new member Rotary literature. In addition, the secretary or treasurer 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.

Section 7 -- The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

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.

Recognize Door Greeter.

Invocation.

Flag Salute.

Four Way Test.

Songs (Optional) & Welcome.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Induction of New Members (as needed).

Club Raffle.

Fines.

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.