

BY-LAWS OF THE ROTARY CLUB OF GLENDALE SUNRISE
Revised 2009

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ARTICLE I – BOARD OF DIRECTORS

SECTION 1 - DIRECTORS: The governing body of this club shall be the Board of Directors, consisting of the officers, elected in accordance with Article II of these By-Laws, and the eight Avenue of service Chairpersons, i.e. the Chairperson of Club Service, Community Service, International Service, Vocation Service, Youth Service, Membership, Public Relations and Rotary Foundation, who shall be selected by the president after election at the December assembly, and prior to March 1 of the same Rotary year.

SECTION 2 – TERM OF OFFICE: The term of office shall be one year commencing July 1.

SECTION 3 – DUTIES: Among the duties of the board members shall be to: (a) consider and vote as to whether bond as described in Article IX, Section 4 shall be required: (b) consider and adopt a budget as described in Article IX, Section 5.

SECTION 4 – VACANCY: A vacancy in the Board of Directors for any office shall be filled by action of the remaining members of the Board.

ARTICLE II – ELECTION OF OFFICERS

SECTION 1 – NOMINATING COMMITTEE: There shall be a committee formed each year to nominate a slate of officers for presentation to the general membership. Said Nominating Committee shall consist of the immediate past president, one board member elected by the Board of Directors, and one non-board member elected by the general membership. The board members shall be elected at the board meeting two months prior to the December assembly. The non-board member shall be elected at a regular meeting following the board meeting in which the board member was elected, but prior to one month preceding the December assembly.

Announcement of the regular meeting in which the Nominating committee candidate will be elected shall be announced at least one week prior to said meeting and published in the newsletter prior to said meeting.

Said position shall be elected by a majority of the club's general membership present on the day of said meeting, except that board members may not vote. If more than one nomination for said position is taken from the floor, voting shall be cast by secret ballot at said meeting.

SECTION 2 – NOMINATING OFFICERS: The Nominating committee shall select and interview candidates designated for president, president-elect, secretary, treasurer and sergeant-at-arms, and shall present to the general membership a slate of nominated officers at a regular meeting one month prior to the meeting for election of officers. At the meeting, the presiding officer shall present said nominations and shall ask for additional nominations for designated officers from the floor.

SECTION 3 – QUALIFICATIONS FOR THE OFFICE OF PRESIDENT: Candidates for the President shall have previously served at least one term as an elected Officer of the Glendale Sunrise Rotary Club as defined in Article III or as club service chairperson. The Candidate shall have also served one additional year on the Board of Directors before being qualified for the Office of President.

SECTION 4 – VOTING: The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the December assembly. Those receiving a majority of the votes shall be declared elected to their respective offices.

ARTICLE III – 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. The president shall be ex officio and member of all committees and, as such, shall have all the privileges of membership thereon.

After election at the December assembly and prior to March 1 of the same Rotary year, the incoming president shall appoint the Avenues of Service Chairpersons.

SECTION 2 – PRESIDENT-ELECT: It shall be the duty of the president-elect to perform such duties as may be prescribed by the president or the board. In the absence of the president, the president-elect shall preside at meetings of the club and the board.

SECTION 3 – SECRETARY: It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings to the club, board and committees, 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 1 and July 1 of each year, and including prorated reports to the General Secretary on October 1 and April 1 of each active, senior active and past service member who has been elected to membership in the club since the start of the July or January semiannual reporting period, 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 such other duties as usually pertain to this office.

SECTION 4 – TREASURER: It shall be the duty of the treasurer to have custody of all funds. The treasurer shall mail an accounting to the membership, semi-annually, reporting the six months ending December 31, and the fiscal year ending June 30. Such accounting shall include a balance sheet and income statement with budget comparisons. At all board meetings and upon demand by the board, the treasurer shall present an accounting of funds, and perform such other duties as pertain to this office. Upon

retirement from office, the treasurer shall turn over to the successor or the president all funds, books of account or any other club property in his/her possession.

The treasurer shall be responsible for timely filling of all governmental reports and returns.

The treasurer shall monitor actual income and expenses in comparison to the budget, and report any variances to the board in quarterly reports.

SECTION 5 – SERGEANT-AT-ARMS: The duties of the sergeant-at-arms shall be such as are usually prescribed by the president or the board and said position shall be elected.

ARTICLE IV – MEETINGS

SECTION 1 – CLUB ASSEMBLIES: There shall be at least two club assemblies each year. The first club assembly shall be held in July. The second club assembly shall be held at the first meeting in December of each year, at which time the election of officers to serve for the ensuing year shall take place. Fifty percent (50%) of the membership shall constitute a quorum.

SECTION 2 – MEMBERSHIP: Regular meetings of the membership shall be held each Friday. There shall be no meeting and no make-up requirements for the regular meeting immediately following Thanksgiving and any legal holiday which falls on a Friday.

SECTION 3 – ATTENDANCE: All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to Article VII, Section 3 of the Standard Rotary Club Constitution) in good standing in this club, on the day of the regular meeting, must be counted as 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.

SECTION 3.1 – TERMINATION – NON-ATTENDANCE: (a) Each member, other than an honorary member of this club, must 1) Attend or make up at least sixty percent of the club regular meetings in each half of the Rotary year; 2) Attend at least thirty percent of the regular meetings of this club in each half of the Rotary year. If such a member fails to attend as required above, that person's membership shall automatically terminate unless the board consents to such non-attendance for good and sufficient reason. (b) The membership of any member, other than an honorary member, of this club shall automatically terminate if, without consent of the board for good and sufficient reason, the member fails to attend or make up four consecutive club meetings.

SECTION 4 – BOARD OF DIRECTORS: Regular meetings of the board shall be held monthly and all board members or a representative are required to be present. All regular board meetings are open to the general membership. Special meetings of the board may be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board. A majority of the board members shall constitute a quorum.

ARTICLE V – FEES, DUES AND COSTS

Fees, dues and costs shall be described in the Manual of Procedures. Any changes thereto shall be submitted to the membership for approval by a majority of the membership.

ARTICLE VI – METHOD OF VOTING

The business of this club shall be transacted by *viva voce* vote.

ARTICLE VII – AVENUES OF SERVICE

SECTION 1 – CHAIRPERSONS – STANDING COMMITTEES: The president shall appoint Chairpersons for the following Avenues of Service which shall be the standing committees for the club:

- CLUB SERVICE
- COMMUNITY SERVICE
- INTERNATIONAL SERVICE
- VOCATIONAL SERVICE
- YOUTH SERVICE
- MEMBERSHIP
- PUBLIC RELATIONS
- ROTARY FOUNDATION

SECTION 2 – PRESIDENT EX OFFICIO: The president shall be ex officio and member of all committees and, as such, shall have all the privileges of membership thereon.

SECTION 3 – POWERS: Each chairperson and committee shall transact such business as is delegated to it in the by-laws 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 to the board and approved by the board.

SECTION 4 – DUTIES: The Manual of Procedures shall contain the description of duties of each chairperson and committee.

ARTICLE VIII – 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 a specified length of time, but not to exceed beyond the term of the office of the granting Board of Directors. A member may apply for one extension of leave of absence, not to exceed six months or to extend beyond the term of office of the granting Board of Directors, whichever is less. A member on leave of absence shall pay dues.

ARTICLE IX – FINANCES

SECTION 1 – BANK ACCOUNT: The treasurer shall deposit all funds of the club in a bank to be named by the board. All bills shall be paid only by checks signed by two officers (neither of who shall be the treasurer) authorized by the board to sign vouchers.

SECTION 2 – FISCAL YEAR: The fiscal year of this club shall extend from July 1 to June 30. The payments of per capita dues and magazine subscriptions to Rotary International shall be paid as prescribed by Rotary International and the district.

SECTION 3 – AUDIT – FINANCE COMMITTEE: A thorough audit of all the club's financial transactions for fiscal year ended June 30 shall be conducted by a finance committee. Said audit shall be presented to the board no later than September 1. The finance committee shall consist of three members including the treasurer and two members appointed by the president.

SECTION 4 – BOND: 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 5 – BUDGET: At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget for estimated income and estimated expenditures for the year. In said budget, expenditures shall not exceed revenue. The board shall present said budget for approval of the majority of the membership no later than the first meeting in July.

ARTICLE X – METHOD OF ELECTING MEMBERS

SECTION 1 – ACTIVE MEMBERS (INCLUDING ADDITIONAL ACTIVE MEMBERS):

- a. The name of a prospective member, proposed by an active, senior active, or past service member of the club or by the membership development committee, shall be submitted to the board in writing, through the club secretary after the prospective member has visited the club at a regular meeting on at least two occasions. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- b. The board shall require the classifications' committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.
- c. The board shall consider and approve or disapprove the recommendations of the classifications and member committee and shall notify the proposer, through the club secretary, of its decision.
- d. If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee (fireside chat), shall inform the

- prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give permission for the applicant's name and proposed classification to be published to the club.
- e. If no written objection to the proposal, stating reasons, is received by the board from any member of the club within seven (7) days following publication of the name of the prospective member, the prospective member, upon payment of the admission fee, as prescribed in the Manual of Procedure, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall ballot on the proposed member. If not to exceed two negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report the new member's name to the General Secretary of Rotary International.

SECTION 2 – SENIOR ACTIVE, PAST SERVICE AND HONORARY MEMBERS:
The name of a proposed candidate for any one of these three kinds of membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If not to exceed two negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected, provided, however, that any active member or past service member of this club who qualifies for senior active membership as set forth in the constitution of this club shall automatically become a senior active member of this club, no application for or election to such senior active membership being required.

ARTICLE XI – 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 XII – ORDER OF BUSINESS OF REGULAR MEETING

Meeting called to order
Inspiration/Invocation
Flag salute

Introduction of visiting Rotarians
Correspondence and announcements
Committee reports, if any
Unfinished business
New business
Address or other program features
Adjournment

ARTICLE XIII – FOUNDATION

There shall be a club foundation for the collection and expenditure of funds designated in the by-laws of the foundation. Said foundation shall be administered by a separate board designated by the by-laws of said foundation.

ARTICLE XIV- INDEMNIFICATION

SECTION 1 – LIABILITY: The directors shall not be personally liable for the debts, liabilities, or other obligations of the club.

SECTION 2 – INDEMNIFICATION: This club by its Board of Directors, to the maximum extent permitted by California law, shall have the power to indemnify each of the club’s agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceedings by reason of the fact any such person is or was an agent of the club, and shall have the power to advance to each such agent expenses incurred in defending such proceeding to the maximum extent permitted by law. For the purposes of this Article, and “agent” includes any person who is or was a Director, officer, employee, member of a committee, or other agent of the club, serving as such at the request of the Board of Directors.

ARTICLE XV – AMENDMENTS

These by-laws may be amended at any regular meeting in which 60 percent of the membership is present, by a two-third 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 by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.

Reviewed and revised 3/20/2009 as submitted by the Board of Directors of the Rotary Club of Glendale Sunrise and approved by voice vote of the general membership at the regular meeting of 3/20/09 to which the membership was duly notified on 3/8/09 via email notification.