

BYLAWS OF THE ROTARY CLUB OF ARROYO GRANDE

Article 1. Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Officer: An officer of this club.
4. Member: A member of this club in good standing, other than an honorary member.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July and ends June 30.

Article 2. Board

The governing body of this club shall be the Board, consisting of its officers: the President, immediate Past President, President-Elect (or President-Nominee, if no successor has been elected), Vice President, Secretary, Treasurer, and the Sergeant-At-Arms. At the discretion of the Board, additional Directors can be elected in accordance with Article 3 of these Bylaws.

Article 3. Election of Directors and Officers

Section 1 – At a regular meeting one month before the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for President, Vice President, Secretary, Treasurer, and the number of Directors who will be elected for the coming club year. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If the Board chooses to use a nominating committee, such committee shall be appointed as the club may determine.

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 receiving a majority of the votes for President, Vice President, Secretary, and Treasurer shall be declared elected to their respective offices.

The position of Membership and Club Leadership Development Director shall be the immediate Past President. Each other position of Director is a three-year position. Each club year, two of the six Directors will be elected, which will promote continuity of club administration. The two candidates for Director receiving the most votes in the elections each year shall be declared elected as Directors for the two available positions.

The candidate for President elected in such balloting shall be the President-Nominee. The President-Nominee shall take the title of President-Elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the President-Elect shall assume office as President.

Section 2 – Within one week after of the directors, they shall meet and elect a member of the club to act as Sergeant-At-Arms.

Section 3 – A vacancy in the Board or any office shall be filled by action of the remaining directors. Preference shall be given to the closest runner-up in the election for the now-vacant position.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect. Preference shall be given to the closest runner-up in the election for the now-vacant position.

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 to the office of President.

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.

Section 3 – 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.

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.

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 1 January and 1 July 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.

Section 6 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it 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, or any other club property.

Section 7 – Sergeant-at-Arms. The duties of the Sergeant-At-Arms shall be to maintain order and decorum at the meetings of the club, and such other duties as are usually prescribed for such office and as may be prescribed by the President or the Board.

Article 5. Meetings

Section 1 – Annual Meeting. At the last regular meeting before the end of December during a club year, the club shall elect officers and directors to serve for the next club year beginning the following July.

Section 2 – Weekly Meetings. The regular weekly meetings of this club shall be held on Thursdays at 12:10 p.m. to 1:30 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club by a method appropriate to the time available. All members (except an honorary member or a member excused pursuant to the club Constitution) must be counted at a regular meeting as present or absent. To be counted as present at a regular meeting of this club or another Rotary club, a member must be present for at least sixty percent of the time devoted to the meeting.

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 on second Wednesday of each month, at the time and place selected by the President and announced to Board members at the beginning of the President's term. Special meetings of the Board shall be called by the President whenever deemed necessary, or upon the request of two its directors, after due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the Board.

Article 6. Fees and Dues

Section 1 – The membership dues shall be \$193.00 per annum, payable semiannually on the first day of July and of January. The dues shall include dues payable to RI and district 5240, and a portion of each semiannual payment shall be applied to a subscription to the RI official magazine.

Article 7. Method of Voting

The business of this club shall be transacted by voice vote except the elections of officers and directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

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 to 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 Chair of each committee will be the director assigned to the Avenue Of Service related to the committee, except that the Chair of the Membership and Club Leadership Development committee shall be the immediate past President. It is recommended that the Chair shall have previous experience as a member of the committee.

Standing committees shall be:

- President's Executive Committee

This committee shall serve as the executive assistants to the club President as required. The committee shall be made up of the other elected club officers, the immediate past President, and the President-Elect or President-Nominee.

- Membership and Club Leadership Development

This committee shall develop and implement a comprehensive plan for the recruitment and retention of members. This committee shall also be responsible for the development and training of the future officers and directors of the 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.

- Club Service

This committee shall conduct activities associated with the effective and successful operation of the club.

- Community Service

This committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of the club's community.

- International Service

This committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of other areas in the United States and in other countries.

- Rotary Foundation

This committee shall develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

- Vocational and Youth Service (New Generations)

This committee shall promote high ethical standards in businesses and professions and shall foster the ideal of service in the pursuit of all vocations. This committee shall also implement and encourage leadership development activities, community and international service projects, and exchange programs for youth and young adults.

Additional standing committees may be appointed if necessary for the club to effectively meet its service and fellowship needs, such as those suggested in the Club Committee Manual. Ad hoc committees may be appointed as needed.

The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

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. 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.

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 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 refer to 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 before the start 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 up to twelve months. During the period of an authorized leave of absence, the member will be recorded as being absent for club purposes except for such time as he or she receives credit for attending a regular meeting of another club. An authorized absence will not be recorded by RI or District 5240 as an absence in the attendance record of the club.

Article 12. Finances

Section 1 – Before 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, after approval by two other officers or directors or by a vote of the Board were appropriate.

Section 4 – A qualified person, other than the Treasurer, shall make a thorough review of all financial transactions once each year.

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. The cost of the bond shall be borne by the club.

Section 6 – The fiscal year of this club shall be the twelve-month period from 1 July to 30 June. The assessment and collection of members' dues shall be divided into two semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The club shall pay per capita dues and RI official magazine subscriptions on 1 July and 1 January of each year according to 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 the classification and membership requirements of the club Constitution.

Section 3 – The Board shall approve or disapprove the proposal within 30 days after its submission, and the club Secretary shall notify the proposer of the Board's decision.

Section 4 – If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, after 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 – The name and proposed classification of the proposed member shall be published in the Keyway and announced at a regular meeting of the club. If no written objection to the proposal, stating reasons which show good cause, is received by the Board from any active member of the club within ten days after the announcement about the prospective member, the club shall vote on admission of the prospective member at the next regular club meeting at which a quorum is present, the prospective member being excused temporarily from the meeting for purpose of the vote.

If the Board receives any timely written objection with reasons which show good cause why the person should not be admitted as a member of the club, the President shall read the objection (without disclosing the name of the objector) to the members present at the time of the vote so that each member may consider the objection when making his or her vote.

In either case, the proposed member will be elected upon the affirmative vote of a majority of members present at the meeting.

Section 6 – After the election of a new member, the President shall arrange for the member's induction, membership card and badge, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI and District 5240. The President will assign a member mentor to assist with the new member's assimilation to the club, and will assign the new member to a club project or function.

Section 7 – The club may elect honorary members proposed by the Board, in accordance with the club Constitution, by the same procedure as voting for a prospective member.

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.

The Board of the club may adopt Continuing Resolutions by its annual consideration and vote of a majority of its members. A complete copy of the Continuing Resolutions shall be distributed to each active and honorary member each time any of the Resolutions is deleted, changed, or added.

Article 15. Order of Business

- Meeting called to order.
- Flag salute, reflection, and song.
- Meal
- Introduction of visitors.
- Correspondence, announcements, recognitions, and Rotary information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or program.
- Marble game.
- Adjournment.

Article 16. Amendments

Notice of any proposed amendment to these Bylaws shall be sent to each active and honorary member by email or regular mail (whichever they have elected on the records of the club). The notice shall be given at least 10 days if by email, and at least 15 days by United States post, before the regular meeting at which the proposed amendment will be presented to the membership for vote.

At the meeting, if a quorum is present, the Bylaws may be amended by a two-thirds vote of all members present. No amendment or addition to these Bylaws can be made which is not in harmony with the club Constitution and with the Constitution and Bylaws of RI.

[End of Bylaws]

[Signature blocks follow]