

BAKERSFIELD BREAKFAST ROTARY CLUB

BY-LAWS

Article I- Membership

Section 1 – Definitions

Members are adults who have demonstrated good character, integrity and leadership; have a good reputation in their business, profession and community; and are willing to make a positive difference in their community and around the world.

1. Active Member – An Active Member meets the requirements for membership, pays RI, District and Club dues, is eligible to vote on district matters, and is eligible to hold a club director position.
 - a. Full Member – A member with this designation attends the majority of all (regular, service and social) meetings.
 - b. Service Member – A member with this designation attends the majority of service and social meetings and attends regular meetings as is possible given his/her professional and/or personal circumstances.
2. Honorary Member – An Honorary Member has distinguished him/herself by meritorious service and embodies Rotary ideals, or is considered a friend of Rotary for his/her support of Rotary’s causes. An Honorary member is exempt from all dues, has no vote in Rotary matters, does not hold club office and is not included in the Club’s membership numbers.

Section 2 – Method of Electing Active Members

1. A written application of a prospective member, proposed by an active member of the club or by the Membership Committee, shall be submitted to the Board through the club Director of Membership. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
2. The Board shall request the Director of Membership to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and 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
3. The Board shall consider and approve or disapprove the recommendation of the Director of Membership within 5 days of its submission and shall then notify the proposer, through the club Director of Membership, of its decision.
4. If the decision of the Board is favorable, then the name of the proposed new member will be published by email to club members, or in the club bulletin (in a separate writing attached to the club bulletin). The general membership will have 5 days to submit to the Board a written objection specifying in detail any concerns about the proposed new member.
5. If no written objection is presented to the Board, then the Director of Membership or his/her designee shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club. The prospective member shall then submit a personal data information sheet and pay the initial costs and induction fees.
6. The club will issue an official membership certificate and Rotary pin to the member and will report the new member’s name to Rotary International

Section 3 – Method of Electing Honorary Members

The name of a proposed candidate for Honorary membership shall be submitted to the Board in writing, and the election shall be held in the same form and manner as prescribed for the election of any active member. However, such a proposal may be considered at any regular meeting of the Board, and the Board may, at its discretion, waive any of the steps set forth in Section 2 of this Article. The Club shall issue an official honorary membership certificate to the Honorary member and shall include the member on the Club roster.

Article II - Election of Directors and Officers

Section 1 - A nominating committee consisting of past club presidents who are members in good standing, the President, and the President-Elect, will meet in May of each year to nominate the new President-Elect Nominee Designate. The Vice President (who shall be the most recent past president) shall serve as the Chair of the nominating committee. The nominee will be presented to the general club membership at the first club meeting following his/her acceptance of the nomination. Nominations for other President-Elect Nominee Designate candidates will be accepted from the general membership at that same club meeting after the nominee's name is presented, or at the next regularly scheduled club meeting before a vote is taken by the club membership. The vote by the club membership for the next President-Elect Nominee Designate may be taken as soon as the next regularly scheduled club meeting following announcement of the nominee.

Section 2 - The President-Elect Nominee Designate shall become the President-Elect Nominee on July 1 of the same calendar year in which he/she is elected. The President-Elect Nominee shall become the President-Elect on July 1 of the calendar year following his/her nomination. The President-Elect shall become the President on July 1 of the second calendar year following his/her nomination, on condition that he/she at that time meets the then-existing requirements for becoming a President as set by Rotary International. At the conclusion of his/her one-year term, the President shall become the Vice President for a one-year term.

Section 3 - Other club officers and directors will be chosen by the President-Elect to serve during his/her one-year term of office as President, and will serve for only one year unless reappointed by the succeeding President-Elect.

Section 4 - The Board of Directors (Board) will consist of only the following twelve (12) members: President, Vice President (who shall be the immediate past president), Secretary, Treasurer, President-Elect, and the Directors of Vocational Service, International Service, Community Service, Club Service, Membership, Fund-raising, and Youth Service. Only Board members shall be able to cast votes at Board meetings.

Section 5 - The Club Officers will consist of only the following four (4) members: President, Vice President, Secretary, and Treasurer.

Section 6 - A vacancy on the Board or of a Club Officer will be filled by appointment by the President, subject to approval by the Board.

Article III - Duties of Officers, Directors and Others

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 pertains to this office. In the event of a planned absence, the President may appoint any Past President, or appoint the President-Elect if he/she has already completed PETS training, to preside at any event at which the President would have otherwise presided.

Section 2 - Vice President. The immediate Past President will serve as Vice President. It shall be the duty of the Vice President to preside at meetings of the club and Board in the unplanned absence of the President, or as otherwise directed by the President. The Vice President shall chair the Demotion and Charter Night committees and perform such other duties as ordinarily pertains to this office. The Vice President will serve in an advisory capacity to the current Board.

Section 3 - Secretary. It shall be the duty of the Secretary to perform the following tasks: keep the records of membership; record attendance at meetings; send out notices of meetings, as requested, for 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 Rotary International on January 1st and July 1st of each year; prepare and transmit the report of changes in membership which shall be made to Rotary International; prepare and transmit the monthly attendance at the club meetings, which shall be made to the District within 10 days of the last meeting of the month or as otherwise specified by the District; and perform such other duties as usually pertains to this office. Duties may also include ensuring that the club maintains all records needed to comply with California and Federal law. Upon leaving office, the Secretary shall deliver to his/her successor all club membership records.

Section 4 - Treasurer. It shall be the duty of the Treasurer to have custody of all club funds and personal property, accounting for the same at the club assembly and at any other time upon demand by the Board, and to perform such other duties as pertains to this office. Upon leaving office, the Treasurer will turn over to his/her successor or the President all club funds, books of accounts, records, and club personal property. The Treasurer shall not concurrently hold the office of Chief Financial Officer for the Bakersfield Breakfast Rotary Foundation.

Section 5 - President-Elect. It shall be the duty of the President-Elect to serve as a member of the Board and to perform such other duties as may be prescribed by the President or the Board. The President-Elect shall also concurrently serve as President of the Bakersfield Breakfast Rotary Foundation.

Section 6 - Directors of Service. The Directors for Vocational, International, Community, Membership, Fundraising, Youth, and Club Service will assume the responsibilities for their respective roles expected by Rotary International and defined by the Board. Each director shall also serve as the Chairperson of the respective area of service committee as set forth in Article VIII.

Section 7 - Fund-raising Director. The Fund-raising Director shall appoint a committee to plan and execute the annual fund-raising activities for the club. Upon leaving office, the Fund-raising

Director shall ensure that a written procedure for each fund-raising event has been created and passed on to the incoming Fund-raising Director each year.

Section 8 - Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the President and Board. Generally, the responsibilities include handling all arrangements and displays for meetings, member badges, banners, and materials for the President and head table.

Section 9 - President-Elect Nominee. The President-Elect Nominee shall complete PRLS and Master PRLS training as soon as practicable.

Article IV- Meetings

Section 1 – Definitions

1. Regular Meetings. The Regular club meetings will be held a minimum of two Wednesdays each month, from 6:45 a.m. to 8:00 a.m., on dates determined at the discretion of the President with reasonable notice to all club members. Regular meetings shall be held at an established location in Bakersfield, California, chosen by the Board subject to the approval of the club membership. Notice of any changes in the Regular meeting time or place will be announced at a meeting or through the current club bulletin or by email. Attendance is recorded and reported to the District monthly as required.
2. Service Meetings. Rotary service projects requiring a gathering of Rotarians, family and friends to accomplish, are meetings; and, as such, are recorded for attendance and reported to the District in the same manner as Regular meetings.
3. Social Meetings. Official Rotary social gatherings are meetings; and, as such, are recorded for attendance and reported to the District in the same manner as Regular meetings.
4. There will be a minimum of one Service and/or one Social meeting per month.

Section 2- Board Meetings. The regular meetings of the Board will be held at least once each month on a regularly scheduled day set by the President. Special meetings of the Board will be called by the President as needed or upon request of two members of the Board.

Section 3- Quorum. A quorum will be at least a majority of the club members at any Regular meeting and a majority of the Board for any regular or special Board meeting.

Article V – Attendance

Section 1 - Attendance Requirements: All members shall attend at least 50% of meetings, as described in Article IV Section 1. Make-ups completed at other Rotary clubs, or by other Board-approved means, within the current Rotary year, will be honored when submitted with proper verification to the Secretary within the current Rotary year.

Section 2 – Leave of Absence: Upon written application to the Board setting forth good and sufficient cause, a leave of absence (LOA) may be granted excusing a member from attending the meetings of the club. This LOA will not be recorded as an absence for any purpose, including calculation of the club's attendance percentage. The member must otherwise remain in good

standing with the club and with Rotary International by continuing to live under the ideals of Rotary and by remitting dues of \$30.00 per month. At least once per Rotary year, the Board will review the status of each member on LOA for determination of the validity of continued LOA.

Section 3 – Rule of 85: A member’s absence will be excused and will not be included in the calculation of the club’s attendance percentage if

- a) the member has at least 20 years membership in one or more clubs AND
- b) the aggregate of the member’s age and number of years of membership is at least 85.

The Secretary, at least once annually, will review the membership roster to determine members who qualify for the Rule of 85. The Secretary will notify those members.

Section 4 – Termination

- 1 For Cause: Any member no longer meeting the qualifications of a Rotarian as specified in Article I, Section 1 will be terminated by a majority vote of the Board.
- 2 Non-payment of Dues: A member failing to pay dues for three consecutive months is subject to termination. The Club Treasurer may work with the member to develop a plan to bring the obligation current. The failure of the member to bring the obligation current within the ensuing three months shall, by a majority vote of the Board result in the debt being referred to a collection agency and/or termination of membership.
- 3 Non-Attendance: A member not attending or making up at least 50% of meetings, unless excused through LOA or Rule of 85, is subject to termination. Termination is determined by a majority vote of the Board at a regular meeting of the Board. The Director of Membership shall notify the member, in writing, of the effective date of the member’s termination. The Board may, at any time by a majority vote, rescind its decision to terminate.

Article VI - Fees and Financial Obligations

Section 1 - Initial costs or induction fees for new members are set by the Board and by Rotary International, as applicable

Section 2 – Active Member dues shall be \$80.00 per month. Service Member dues shall be \$30 per month. Service Members shall pay the current visitor rate for meals when attending Regular Meetings. Honorary Members shall pay the current visitor rate for meals when attending Regular Meetings. Dues and other assessments are billed to all members on a monthly basis for the operating expenses of the club.

Section 3 - Payment of monthly dues and other assessments is due and payable upon receipt of the statement from the Treasurer. Member debts and obligations that are 60 days past due may be assessed a \$5.00 late charge at the discretion of the Board. Per Article V, Section 4.2, accounts that are more than 90-days past due will be referred to the Board for immediate action.

Section 4 - Each year, each club member may make a donation to the Bakersfield Breakfast Rotary Foundation (BBRF) in the amount of \$150.00 or more, and a donation to The Rotary Foundation in the amount of \$100.00 or more. This amount is exclusive of any amount donated to a club or foundation fundraiser. Members who contribute \$500.00 or more to BBRF in a Rotary year shall be recognized by the club as a Major Contributor.

Article VII - Method of Voting

The business of this club shall be transacted by voice vote except when a ballot is requested by one-third of the membership. The business of the Board shall be transacted by voice vote except when a ballot is requested by a majority of the Board. The Board may meet in person, and/or by video, telephone, or electronic conference, or any combination of these methods, so long as all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at such meeting.

For any action requiring a Board vote, the Board may vote by electronic mail ballot initiated by the President, provided that reasonable time is given for directors to discuss the matter on which they are being asked to vote by email or other means. The vote shall be effective if a quorum has been met. Under these circumstances, the Secretary shall keep copies of all email correspondence pertaining to the action items and voting results.

Article VIII - Committees

The Directors of Vocational Service, International Service, Community Service, Club Service, Fund-raising, Membership, and Youth Service shall serve as the respective chairs of and, subject to the approval of the President, appoint the following standing committees: Vocational Service, International Service, Community Service, Club Service, Fund-raising, Membership, and Youth Service. Each committee shall transact such business as is delegated to it in the Bylaws and such additional business as may be referred to it by the President or the Board.

Article IX - Duties of Committees

Section 1 - Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service. The Director of Club Service shall be responsible for regular meetings of the committee and shall report on all Club Service activities, including public relations, attendance, the club bulletin, the website, fellowship, social activities, and programs.

Section 2 - Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and improving the general standards of practice in their respective vocation. The Director of Vocational Service shall be responsible for the vocational service activities of the club, shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service, and shall report on all vocational service activities including career day, vocational awareness, and vocational awards.

Section 3 - Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The Director of Community Service shall be responsible for the community service activities of the club, shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service, and shall report on all community service activities.

Section 4 - International Service Committee. This committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The Director of International Service shall be responsible for the international service activities of the club, shall supervise and coordinate the meetings of the committee and shall report on all international activities, including The Rotary Foundation, Polio Plus, and international projects.

Section 5 - Youth Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities for the development of youth. The Director of Youth Service shall be responsible for the youth service activities of the Club, shall supervise and coordinate the work of any committees that may be appointed on particular phases of youth service, and shall report on all youth service activities, including the club's relationship with its sponsored Rotaract and Interact clubs.

Section 6 - Membership Committee. This committee shall devise and carry into effect plans which will guide and assist the ongoing growth of membership of this club and in the retention of members. The Director of Membership shall be responsible for the membership activities of the club, shall supervise and coordinate the work of any committees that may be appointed on particular phases of membership, retention, or otherwise, and shall report on all membership activities, including attendance, classifications, membership development and proposals, and Rotary Information.

Section 7 - Fund-raising Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club through fund-raising activities and events. The Director of Fund-raising shall be responsible for the fund-raising activities of the club and shall supervise and coordinate the work of any committees that may be appointed on the particular phases of fund-raising activities, and shall report on all fund-raising activities.

Article X - Finances

Section 1 - The Treasurer shall deposit all funds of the club in a bank to be named by the Board. Funds collected as part of the Past Presidents' Fund may be deposited in the club account in the discretion of the Treasurer so long as a separate accounting is maintained for the club's general account and the Past Presidents' Fund.

Section 2 - All bills shall be paid only by checks signed by the Treasurer, Secretary and/or President. Two signatures are required on every check written from a club account in excess of \$1000.00. By a majority vote of the Board, a thorough audit or review conducted by a certified public accountant or other qualified person may be made once each year of all the club's financial transactions.

Section 3 - The fiscal year of this club shall extend from July 1 to June 30. The payment of per capita dues and magazine subscriptions to Rotary International shall be made in July and in January of each year on the basis of the membership of the club on these dates.

Section 4 - At the beginning of each fiscal year, the incoming President, with the assistance of the incoming and outgoing Boards, will prepare a budget of estimated income and estimated expenditures for the year. This budget must be approved by the Board and will state the limits of expenditure for the respective purposes unless otherwise ordered by action of the Board.

Section 5 - The Board may engage an outside bookkeeper or accountant to assist the Treasurer in any aspect of the Treasurer's duties as the Board in its discretion deems necessary.

Article XI - Resolutions

No resolution or motion to commit the club on any matter shall be considered by the general membership of the club until it has first 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 - Past Presidents Advisory Committee (PPAC)

Section 1 – The purpose of the Past Presidents Advisory Committee (PPAC) is to offer support and counsel to the current club President and to perform other such duties as may be requested by the current Board. The PPAC is entrusted with the duty of planning and conducting the annual Charter Night event. Upon request, the PPAC shall assist the club President in the selection of the Rotarian of the Year who shall be announced and presented at the Charter Night event.

Section 2 - The Past Presidents Advisory Committee will consist of all club Past Presidents who are members in good standing. The most immediate active club Past President will be the presiding officer of the committee.

Section 3 - The presiding officer may appoint a Recording Secretary from the members of the committee to keep minutes of the meetings and perform other duties as required.

Section 4 - The committee will meet at such times as called in the discretion of the presiding officer, or as soon as practicable on request made to the presiding officer by at least two (2) Past Presidents.

Section 5 - As an advisory committee, all recommendations for action shall be presented to the club Board who will have final decision-making authority subject to such rules and regulations which may be found in the club bylaws. No recommendation for action may be submitted to the Board unless approved by a majority of the Past Presidents in good standing in the club. Every such recommendation will be presented to the Board by the Vice President.

Section 6 - The committee may conduct a fund raising event during Charter night and, if necessary, at other times with the approval of the Board. Funds collected during these special fund raising events will be deposited in an appropriate account designated solely for the use by the PPAC. Such funds will be used at the discretion of the majority of the PPAC.

Article XIII - Amendments

The bylaws may be amended at any regular meeting, a quorum being present, by majority vote of all members present, provided that notice of such proposed amendment shall have been mailed or emailed to each member at least ten days before such meeting. No amendment or addition to the bylaws can be made which is not in harmony with the club constitution and with the Constitution and Bylaws of Rotary International.

Article XIV - Indemnification

The Rotary Club of Bakersfield Breakfast will defend and indemnify its officers and directors to the extent authorized by the California Corporations Code and subject to the provisions of that Code. The Club shall maintain insurance coverage that provides for general liability and directors and officers liability, including employment practices; the coverage may be maintained through Rotary International, District 5240, and/or the Club.