

BYLAWS OF THE ROTARY CLUB OF KERN RIVER VALLEY

July 31, 2008

Article 1 - Definitions

1. Board: The Board of Directors of this Club.
2. Director: A member of this Club's Board of Directors.
3. Member: A member, other than an Honorary Member, of this Club.
4. RI: Rotary International.
5. District: Rotary District 5240.

Article 2 - Name

The name of this organization shall be Rotary Club of Kern River Valley

Article 3 - Board

The governing body of this Club shall be the Board consisting of ten (9) members of this Club, elected in accordance with article 6, Section 1 of these bylaws, and the Immediate Past President.

Article 4 - Election of Directors and Officers

Section 1

At a regular meeting one month prior to the meeting for the election of officers, the presiding officer shall ask for nominations by members of the Club for President, Vice President, Secretary, and Treasurer, and Directors. The nominations may be presented by a nominating committee or by the members from the floor, by either or by both as the club may determine. If it is determined to have 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 for President, Vice President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidate for President-Elect in such balloting shall be the President-Nominee and serve as a Director for the year commencing on the first day of July next following the election, and shall assume office as President on the first day of July immediately following that year. The President-Nominee shall take the title of President-Elect upon the election of a successor. The five (5) candidates for Director receiving the majority of the votes shall be declared elected as Directors.

Section 2

The officers so elected, together with the Immediate Past President shall constitute the Executive Board.

Section 3

A vacancy in the Board or any other office shall be filled by action of the remaining Directors. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining Directors.

Article 5 - 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 - *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 3 - *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 4 - Secretary

It shall be the duty of the Secretary to keep membership records; record attendance at meetings, send out notices of Club, Board, and committees, record and preserve the minutes of such meetings; reports as required to RI and the District, including the semiannual reports of membership on 1 January of each year, and prorated reports on 1 October and 1 April of each active member who has 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 such duties as usually pertain to the office of Secretary.

Section 5 - 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 of the Board, and to perform other duties as pertains 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 6 - Sergeant-at-Arms

The duties of the Sergeant-At-Arms may be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

Article 6 - Meetings

Section 1 - Annual Meetings

An Annual meeting of the Club shall be held no later than 30 June in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 - Regular Weekly Meetings

The regular weekly meetings of this Club shall be held on each Thursday at 6:00pm. Due notice of any changes in or canceling the regular meeting shall be given to all members of the Club. All members 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 by this or any other Rotary Club.

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 Executive Board shall be held each month one (1) hour prior to the first regular meeting each month of this Club. 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 7 - Membership

Section 1 - General Obligations

This Club shall be composed of adult persons of good character and good business, professional and community reputation.

Section 2 - Fees and Dues

- (a) Club dues shall be determined each year by the Board of Directors at the annual meeting as described in article 6, section 1. Additional adjustments of Club dues may be considered by the Board, other than at the annual meeting, if the Board determines circumstances require such action. Members will be billed monthly. There will be no admission fee requirement to become a member of this Club.
- (b) RI and District dues shall be determined by RI and the District. RI dues are payable semiannually on 1 July and 1 January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. District dues are payable on 1 July and 1 January.

Section 3 - Classifications

- (a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.
- (b) *Correction or adjustment.* If the circumstances warrant, the Board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided the member and the member shall be allowed a hearing thereon.

Section 4 - Limitations

The Club shall not elect a person to active membership from a classification if that Club already has five or more members from that classification, unless the Club has more than fifty (50) members, in which case, the Club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the Club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification transferring or former member of a Club, or a Rotary Foundation Alumnus as defined by the Board of Directors of RI shall not preclude election to active membership even if the election results in Club membership temporarily exceeding the above limitations. If a member changes classification, the Club may continue the member's membership under the new classification notwithstanding these limitations.

Section 5 - Transferring or Former Rotarian

A member may propose to active membership a transferring member or former member of a Club, if the proposed member is transferring or is terminating or has terminated such membership in the former Club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former Club or the surrounding area. The transferring or former member of a Club being proposed to active membership under this section may also be proposed by the former club. The classification of a former member of a Club shall not preclude election to active membership even if the election results in Club membership temporarily exceeding the classification limits.

Section 6 - Duel Membership

No person shall simultaneously hold active membership in this and another Rotary Club. No person shall simultaneously be a member and an Honorary Member in this Club. No person shall simultaneously hold active membership in this Club and membership in a Rotaract Club.

Section 7 - Honorary Membership

- (a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to Honorary Membership in this Club. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one Club.
- (b) *Rights and Privileges.* Honorary Members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this Club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this Club. No Honorary Member of this Club is entitled to any rights and privileges in any other Club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 - Holders of Public Office

Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this Club under the classification of such office. This restriction shall not apply to persons holding positions or office in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected appointed to public office for a specific period may continue as such members in their classification during the period in which they hold such office.

Article 8 - 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 in this procedure.

Section 2

The Board shall insure that the proposal meets all 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 of the purposes of Rotary and of 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 the information about the prospective member, that person, upon payment of the admission fee if required by these Club bylaws, (if not honorary membership), shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote on the matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee if required by these Club bylaws, (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 card, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI and Rotary District 5240 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

A proposed member who has been approved by the Board may attend the Club regular meetings as a guest of the club. Should an approved member's induction be delayed by the club, that approved member shall continue as a Club guest. Under all other circumstances, except for guest speakers, regular members will be billed the established charge for their guest's meal.

Section 8

The Club may elect, in accordance with the Standard Rotary Club Constitution, Honorary Members proposed by the Board.

ARTICLE 9 - ATTENDANCE

Section 1 - General Provisions

Each member should attend this Club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable, or makes up for an absence in any of the following ways:

- (a) *14 Days Before or after the Meeting.* If within (14) days before or after the regular time for that meeting, the member
 - (1) attends at least 60 percent of the regular meeting of another Club or of a Provisional Club; or
 - (2) attends a regular meeting of a Rotaract or Interact Club, Rotary Community Corps, or Rotary Fellowship; or
 - (3) attends a convention or RI, a Council on Legislation, an International Assembly, a Rotary Institute for past and present officers of RI, a Rotary Institute for past present and incoming officers or RI, or any other meeting convened with approval of the Board of Directors of RI or the President of RI acting on behalf of the Board of Directors of RI, a Rotary Multizone Conference, a meeting of a committee of RI, a Rotary District Conference, a Rotary District Assembly, any District Meeting held by direction of the Board of RI, any District Committee meeting held by direction of the District Governor, or a regularly announced meeting of Rotary Clubs; or
 - (4) is present at the usual time and place of a regular meeting of another Club for the purpose of attending such meeting, but that Club is not meeting at that time or place; or

- (5) attends and participates in a Club service project or a Club-sponsored community event or meeting authorized by the Board; or
- (6) attends a Board meeting or, if authorized by the Board, a meeting of a service committee to which the member is assigned; or
- (7) participates through a Club web site in an interactive activity requiring an average of 30 minutes participation.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

- (b) *At the time of the meeting.* If, at the time of the meeting, the member is
 - (1) traveling with reasonable directions to or from one of the meetings specified in sub-section (a) (3) of this section; or
 - (2) serving as an officer or member of a committee of RI, or a Trustee of The Rotary Foundation; or
 - (3) serving as the special representative of the District Governor in the formation of a new club; or
 - (4) on Rotary business in the employ of RI; or
 - (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
 - (6) engaged in Rotary business authorized by the board which precludes attendance at the meeting.

Section 2 -Absence on Outposted Assignment.

If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated Club at the site of the assignment will replace attendance at the regular meetings of the member's Club, provided there is mutual agreement between the two clubs.

Section 3 - Excused Absences

A member's absence shall be excused if

- a. the absence complies with the conditions and under the circumstances approved by the Board. The Board may excuse a member's absence for reasons which it considers to be good and sufficient.
- b. the aggregate of the member's years of age and years of membership in one or more Clubs is 85 years or more and the member has notified the Club Secretary in writing of the member's desire to be excused from attendance and the Board has approved.

Section 4 - Associate Membership

An associate membership status may be granted an active member when the active member is confronted by financial difficulties, is forced by business or other reasons considered to be good and sufficient by the Board, for an extended period of time normally exceeding one month's time. He or she may apply in writing to the Board for Associate Membership status normally for up to nine months extendable to a maximum of one year upon the written request of the active member and approved by the Board. The member granted such status shall be responsible for all applicable RI and District dues during the period of Associate Member status. Associate Member status does not count against the Club attendance. Associate Membership meals will be on a pay-as-you-eat basis.

Section 5 - Re-election of Former Active Members

The re-election of a former active member to active membership may be approved by the Board provided he or she meets all the requirements of the classification system and that their name is published at least ten days prior to the election of the proposed member. In the event the application is rejected, the applicant shall be so notified by the Secretary.

Section 6 - RI Officers' Absence

A member's absence shall be excused if the member is a current officer of RI.

Article 11 - Method of Voting

The business of this Club shall be transacted by *viva voce* vote except the election of Officers and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article 12 - Four Avenues of Service

The Four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Services, Community Services, and International Service. This Club will be active in each of the Four Avenues of Service.

Article 13 - Committees

Club committees are charged with the carrying out the annual and long-range goals of the Club based on the Four Avenues of Service. 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 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:

Section 1 - Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of Members in the following areas:

- | | |
|------------------------|---------------------------|
| Classification | Recruitment & Orientation |
| Membership Development | Member Retention |

Section 2 - Club Public Relations

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 in the following areas:

- | | |
|--------------------|----------------|
| Public Information | Awards |
| 4-Way Test | Student awards |
| Communication | |

Section 3 - Club Administration

This committee should conduct activities associated with the effective operation of the Club in the following areas:

Club Service	Attendance
Directory	Fellowship
Weekly Programs	

Section 4 - The Rotary Foundation

This committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation in the following areas:

RI Foundation	Local Foundation
Fund Raising	Foundation Progress

Section 5 - Service Projects

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries in the following areas:

Community Service	International Service
Vocational Service	Literacy
RYLA	Interact
Rotaract	Youth Exchange

Section 6

- (a) Additional ad hoc committees may be appointed as needed.
- (b) The President shall be a Ex-Officio member of all committees and, as such, shall have all the privileges of membership thereon.
- (c) 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.
- (d) 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 14 - 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. The service projects committee will consider the avenues of Vocational Service, Community Service, and International 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.

Article 15 - Finances

Section 1

Prior to the beginning of each year, the President-Elect shall prepare a budget of estimated income and expenses for the year, which shall stand as the limit of 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 deposited into three separate parts: Club general savings account, Club scholarship savings account, and Club checking account.

Section 3

All bills shall be paid by the Treasurer or other authorized officer only approved by two other Officers or Directors.

Section 4

An audit committee of two members shall be appointed by the President and approved by the Board. The audit committee shall submit to the Board an audit of the Treasurer's records for the immediately preceding fiscal year, not later than 30 August of the current year. In the event a new Treasurer is appointed prior to the end of the fiscal year, a special audit shall be made and submitted to the Board of the immediately preceding period.

Section 5

The fiscal year of this Club shall extend from 1 July to 30 June, and for the collection of member's dues shall be 1 July to 31 December, and from 1 January to 30 June. The payment of per capita due and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

Article 16 - Resolutions

The Club shall not consider any resolutions or motion to commit the Club to 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 17 - Order of Business

- | | |
|---|--------------------------------------|
| 1. Meeting called to order. | 5. Any unfinished business |
| 2. Introduction of guests. | 6. Any new business |
| 3. Correspondence, announcements, and Rotary information. | 7. Address or other program features |
| 4. Committee reports if any | 8. Adjournment |

Article 18 - 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 amendments shall have been mailed to each member at least ten (10) days before such meeting. No amendments 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.

These By-Laws were approved by the Board of Directors on _____ for submittal to the general membership for a vote.

The general membership voted on these By-Laws on _____ with the following hand count:

Yes _____

No _____

These By-Laws are considered _____ On _____

President

Secretary