

# BYLAWS OF THE ROTARY CLUB OF SADDLEBROOKE

## April 4th, 2013

### Article I Definitions

1. Board: The Board of Directors of this club.
2. SBRCF: The SaddleBrooke Rotary Club Foundation
3. Website Club Runner *saddlebrookerotaryclub.org*
4. District Rotary District 5500 southern Arizona
5. Club: The Rotary Club of SaddleBrooke.
6. Director: A member of the club's Board of Directors.
7. Honorary Member: A person, other than a member, who is so designated by the club, having limited specified privileges.
8. Member: A member other than an honorary member of this club.
9. Officer: A member serving on the Board as President, vice President, President-elect, President-elect-elect, past President, Secretary, Treasurer, or sergeant-at-arms.
10. RI: Rotary International

### Article II Board of Directors

The number of Directors as well as individuals to serve as Directors shall be proposed each year by the President-elect to the nominating committee in accordance with the election process.

The governing body of this club shall be a Board consisting of the officers, namely: President, President-elect, Vice President, President (nominee), Secretary, Treasurer and Sergeant-at-arms, as well as the Directors elected in accordance with Article III, Section 1 of these Bylaws, the immediate past President, and the President of the SaddleBrooke Rotary Club Foundation.

The Board of Directors of the club may add members at any time during the year with the approval of the majority of the Board and approval of the membership with two weeks notice.

The decision of the Board in all club matters is final subject only to an appeal to the club.

### Article III Election of Directors and Officers

#### Section 1. (a) Election Process.

At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for President (nominee), Vice-President, Secretary, Treasurer, Sergeant at Arms and the number of Directors recommended by the committee with the President-elect. The nominations may be presented by either the nominating committee or by members from the floor. The nominations duly made shall be voted for at the annual meeting in December. The candidates for President, Vice-President, Secretary, Treasurer, and Sergeant at Arms receiving a majority of the votes shall be declared elected to their respective offices. The

candidates for Director receiving a majority of the votes shall be declared elected as Directors. 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.

(b) *Nominating Committee.* The Nominating Committee shall consist of the President, the President-elect, and the three (3) most recent past Presidents of this club. The immediate past President shall serve as the chair.

(c) Alternates. Alternates to serve on the Nominating Committee when designated members are unavailable for any meeting called by the chair shall be selected from the remaining past Presidents in the reverse order of their terms of office. If the immediate past President is unable to serve as chairman, that position will be filled by the most recent past President available.

(d) The Nominating Committee shall meet at least two weeks prior to the regular meeting at which the President calls for nominations for officers and Directors of the club. The Committee shall select one candidate for each of the following positions: President (nominee), Vice President, Secretary, Treasurer and Sergeant-at-arms. Except under extraordinary circumstances, the person then previously elected, and then serving, as President-elect shall become President July 1. The President-elect shall determine the positions for Directs, Directors-at-large that he/she believes will best serve the needs of the club in the next club year, and shall select one candidate for each position. No person selected by the Nominating Committee or the President-elect shall be so named until he/she has given his/her consent thereto.

**Section 2. The Officers and Directors, so elected, together with the immediate past President and the SRCF President shall constitute the Board.**

**Section 3.** A vacancy in any office or position on the Board or any office shall be filled by action of the remaining Directors.

**Section 4.** A vacancy in the position of any officer-elect or Director-elect shall be filled by action of the remaining Directors-elect.

**Section 5.** The Club shall cause to be created and support a 501c3 foundation to support the mission of the Club. The number and members of the SaddleBrooke Rotary Club Foundation Board shall be appointed or removed by majority vote of the Club Board. Their respective responsibilities shall be determined by the SaddleBrooke Rotary Club Board.

#### **Article IV Duties of Officers and Directors-at-Large**

**Section 1. *President.*** It shall be the duty of the President to provide leadership. The President shall preside at meetings of the club and the Board and shall perform other duties as ordinarily pertain to the office of President.

**Section 2. *Vice President.*** The responsibilities of the Vice will be duties as assigned by the President and the Board.

**Section 3. *President-Elect.*** It shall be the duty of the President-elect to serve as a Director. The President shall select a member of the Board to preside at meetings of the club and the Board in the President's absence. The President-elect shall also serve on the Budget Committee and be responsible for the preparation of an annual budget and Leadership Plan by 30 April for the next club year. The President may prescribe other duties and/or change the duties described herein, with Board approval. The President-elect is elected for the purpose of being elected President the following year; and the duties of President-elect are intended to provide the person in that position with sufficient experience to serve the club as President.

**Section 4. *President (nominee)*** This individual shall be responsible for duties as assigned by the President or President elect.

**Section 5. Past President.** The immediate past President shall be responsible for membership, including development of a comprehensive plan for recruitment, induction, new member orientation, and retention, the Bylaws and shall perform such other duties as may be prescribed by the President with Board approval.

**Section 6. Secretary.** It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of club and Board 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, 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 account for all club supplies. The minutes shall be posted on the website.

**Section 7. Treasurer.** It shall be the duty of the Treasurer to have custody of all funds; to invest such funds as approved by the Board; to provide an accounting to the Board monthly and to the club quarterly and at any other time upon demand by the Board; to serve as a member of the budget committee; and to perform other duties as pertain to the office of Treasurer. The Treasurer shall have the financial records reviewed annually by a qualified person/s. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and any other club property. The Treasurer shall be responsible for the collection of annual and semi-annual dues on July 1 and semi-annual dues on December 31<sup>st</sup>. Procedures for redressing failure to pay dues are covered in the Club Constitution Article 12, Section 3a. The Treasurer's report shall be posted on the website. The Club shall provide for bonding of the Treasurer.

**Section 8 Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office, but shall include the overall supervision and responsibility for weekly club meetings, including dining room setup and assigning members fo, 4-Way Test, greeters, and invocation. The sergeant-at-arms shall also perform other duties as may be prescribed by the President or the Board.

**Section 9. President of SaddleBrooke Rotary Club Foundation Board.** The position of President of the SRCF is elected from its membership to chair this foundation and represent them on the club's Board of Directors. He/she shall provide regular reports to the Board of SRCF activities, and shall report to the membership annually and facilitate timely communication by posting the Foundation's meeting schedule, location, meeting agenda, and minutes on the club website.

**Section 10. Duties of Directors**—The Director positions and their respective duties are to be detailed in the club leadership plan and subject to change in accordance with the election process described in Article 3 and as otherwise determined by the President and the Board to be in the best interest of the club

## **Article V Meetings**

**Section 1. Annual Meeting.** An annual meeting of this club shall be held on the first Thursday meeting of December in each year and posted on Club runner, at which time the election of officers and Directors-at-large to serve for the ensuing club year shall take place. Notice about the annual meeting shall be announced at two consecutive regular meetings prior to the annual meeting.

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(Note: Article V, section 2 of the standard Rotary Club Constitution provides that "An annual meeting for the election of officers shall be held not later than 31 December of each year")

**Section 2. Regular Meetings.** The regular weekly meetings of this club shall be held on Thursday at 12:00 noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the Board of Directors of this club, pursuant to Article 9, Sections 3 and 4 of 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 fifty (50) 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 8, Sections 1 and 2.

**Section 3. A Quorum of the Membership.** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4. Meetings of the Board.** The Board of Directors shall meet at least once each month, at a time and location determined by a majority of the Board. 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.

Board meetings and the agenda for each meeting will be announced at the club meeting preceding the Board meeting and posted on Club Runner. Board meetings, except for executive sessions, are open to all interested club members.

The agenda and the minutes of each Board meeting will be posted on the club website: [www.saddlebrookerotary.org](http://www.saddlebrookerotary.org), or as may be changed by action of the Board.

**Section 5.** *A Quorum of the Board.* A majority of the Directors shall constitute a quorum of the Board.

**Section 6.** *Executive Sessions of the Board.* A quorum of the Board may meet in executive session for considering litigation or administrative proceedings threatened or filed against the club or considering initiating litigation or administrative proceedings on behalf of the club; or for any other purpose within the Board's authority which would otherwise unlawfully invade a person's right to privacy if the subject matter were considered in an open meeting.

The Board may take no official action during an executive session, and no minutes will be kept of an executive session. If a matter considered in an executive session requires Board action, the Board will return from the executive session and take action for the record.

#### **Article VI Fees and Dues**

**Section 1.** An admission fee together with sums due the club, RI and the District shall be paid before a candidate for membership can qualify as a member with the exception being a transferring or former member of another club who is accepted into membership in this club.

**Section 2.** Membership dues shall be shall be determined by a majority vote of the membership based upon a recommendation of the Board, payable annually in total or semiannually in half on the first day of July and of January, with the understanding that six dollars (US\$6.00) of each semiannual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine.

**Section 3.** The actual dollar amounts of fees and dues and estimated annual costs will be posted on the club web site.

#### **Article VII Method of Voting**

**Section 1.** - *Standard Method of Voting.* The business of this club shall be transacted by voice vote of those present at the time of voting, the exception being the election of officers and Directors, which shall be by written ballot or as permitted by electronic vote with Board approval.

**Section 2.** *Electronic Voting by the Board.* Generally, the business of the Board shall be transacted by voice vote of those present at the time of voting. However, upon the determination by the President that voting by electronic means is appropriate for a topic being discussed at a Board meeting item before the Board, and in accordance with the criteria set forth in this section; members of the Board present at the meeting where the discussion occurred" may cast their vote electronically instead of by voice vote at a meeting.

No voting by Board members shall be authorized unless and until the President has determined that every Board member has reasonable access to a computer; has an e-mail address; and has the ability to send and receive electronic communications.

The procedure for electronic voting shall be as follows: The President or the Secretary, at the direction of the President, will send an e-mail communication to all Board members describing the Board's previous discussion(s) on the item to be voted on electronically. Members receiving such information shall confirm receipt of the e-mail by which it was sent. The President will then send out under separate e-mail cover, a ballot on which Board members will vote. Board members must return the ballot with their vote within 72 hours of receipt (no matter when they actually read the cover e-mail) for their vote to be considered. The ballot shall contain the issue to be voted on, in a form that requires a "yes" or "no" vote. The Board members may vote "yes" or "no" only. Ballots shall be returned to the President with a copy to the Secretary. The President and the Secretary must both agree on the vote tally. A majority of those Board members who were present at the most recent Board meeting where the item was discussed prior to the electronic vote must submit votes before the election can be validated. The President or Secretary shall send the results of the electronic voting to all Board members; and the Secretary shall record the vote in the official records of the Board.

### **Article VIII Five Avenues of Service**

The Five 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 New Generations. This club will be active in each of the Five Avenues of Service. The President shall assign each of the Five Avenues of Service to a different member of the Board.

### **Article IX Committees**

**Section 1. Appointment of committees.** Club committees, are charged with carrying out the annual and long-range goals of the club based on the Five Avenues of Service. 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. Except for the Budget Committee, and the Bylaws Committee, the appropriate Director is responsible for appointing committee members with the approval of the President when vacancies exist. The President-elect is responsible for appointing committee chairs and conducting planning meetings as detailed in the Leadership Plan prior to 30 April. If feasible, the chair should have previous experience as a member of the committee.

Standing committees that should and/or may be appointed are set forth in the Club Leadership Plan and posted on the club web page and assigned to a Board member. Members of such committees will be appointed as described above.

Membership --This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

Director of Communications – 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 and maintain the club website.

Club Administration – This committee should conduct activities associated with the effective operation of the club including preparation of the budget with the Treasurer and President-elect.

Community Service – this committee should develop and implement educational, humanitarian and vocation projects that address the needs of the community and communities in other countries including application for District and RI grants.

Rotary Foundation fund raising – this committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation

Bylaws – this committee should review any proposed amendments to the Bylaws, as well as any changes made to the "Recommended Rotary Club Bylaws" by RI, or in the latest club constitution and make a recommendation to the Board regarding their disposition. This Committee is the responsibility of the past President.

New Generations – this committee will facilitate the positive change implemented by youth and young adults involved in leadership development activities, community, and exchange programs that enrich and foster world peace and cultural understanding, including RYLA and the Four Way Speech contest.

Family of Rotary -- this committee should assure that no member of our club is ever without the moral and spiritual support they need

International Committee – this committee is responsible for fulfilling the International Avenue of Service.

Additional ad hoc committees may be appointed as needed

**Section 2. Procedures for committees.**

- (a) The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership there on.
- (b) Each committee shall transact its business as is designated to it in these Bylaws and such additional business as may be referred to it by the President or the Board.
- (c) 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.
- (e) Each chair shall assure the time and place of all club meetings are made known to the membership.
- (f) All committee meetings are open to all club members

**Article X Duties of Committees**

The duties of all committees shall be established and reviewed by the President for his/her club year. In declaring the duties of each, the President shall make reference to appropriate RI materials. Each committee will consider the Five Avenues of Service when developing plans for the club year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established in the Club Leadership plan for implementation during the course of the club year. It shall be the primary responsibility of the person elected as President, prior to assuming office, 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 club year as noted above.

**Article XI 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.

*(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 Article 8, Sections 3 and 4 of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

**Article XII Finances**

**Section 1. By 30 April in the year prior to taking office, the President-elect shall be responsible for preparation of 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 President-elect shall appoint a Budget Committee, which shall be chaired by the Director for club administration and shall include the President-elect, Treasurer and one other member. The Budget Committee shall prepare an annual budget. The budget shall be specific with respect to charitable/service projects and operations. The budget shall be reviewed by the Board and the membership quarterly, and may be revised as deemed appropriate.**

**Section 2. The Treasurer shall deposit all club funds in a bank or other financial institution(s) named by the Board.**

**Section 3. All bills shall be paid by the Treasurer or other authorized officer only when approved by one other officer or Director.**

**Section 4. A thorough review of all financial transactions by a qualified person shall be made once each year and reported to the Board and the membership.**

**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 1 July to 30 June, and for the collection of members' dues may be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The**

**payment of per capita dues (club, District and RI) 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 XIII Method of Electing Members**

**Section 1.** The name of a prospective member, proposed by an active member of the club or the membership development committee, shall be submitted to the Board in writing, A transferring or former member of another club may be proposed to active membership by the former club assuming no financial obligations to member's previous club.

**Section 2.** The Board shall request the membership committee to: identify quality candidates, introduce the candidates to the membership at 3 meetings, post their picture and brief bio on the website and provide for an orientation and potential mentor and potential area of initial service and then review a bio of the proposed member with the Board.

**Section 3.** The Board shall consider and approve or disapprove the recommendations of the membership committee and shall notify the sponsor, through the membership chair of its decision within 30 days of the proposal being submitted.

**Section 4.** If the decision of the Board is favorable, the sponsor together with the Club President shall induct the member into 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 the publication of information about the prospective member, that person, upon payment of the admission fee and dues (if not honorary membership), as prescribed in these Bylaws, shall be considered 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 one negative vote is cast by the members of the Board in attendance at such regular or special meeting, the proposed member, upon payment of the admission fee and dues (if not honorary membership), shall be considered to be elected to membership.

**Section 6.** Following the election of the new member, the past President shall arrange for the new member's induction, fireside chat, and new member Rotary literature, including the Constitution of the Rotary Club of SaddleBrooke, the Bylaws of the Rotary Club of SaddleBrooke and the Official Directory of Rotary International. In addition, the Secretary will report the new member information to the General Secretary of Rotary International and the past President will assign a mentor to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

### **Article XIV 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 XV Order of Business Regular Club Meetings**

**The suggested of business is as follows:**

Meeting called to order  
Pledge, Invocation, and 4 Way Test  
Introduction of visitors.  
Address or other program features.  
Correspondence, announcements and Rotary Information.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Club program or speaker  
Adjournment.

### ***Article XVI Amendments***

**Section 1.** Bylaws Committee. The President shall appoint a Bylaws Committee Chaired by he past President. The Bylaws Committee shall review all proposed amendments to the Bylaws and make recommendations to the Board on such amendments- In considering amendments to the Bylaws, the Bylaws Committee shall determine whether the proposed amendments are consistent with existing Bylaws and/or other club or RI documents and policies and if so, whether the proposed amendments are necessary and will serve the best interests of the club. If the Bylaws Committee decides that a proposed amendment is desirable, but can be made by a means other than by amending the Bylaws, then the committee shall make a recommendation accordingly.

Section 2. Process for Amending These Bylaws. These Bylaws may be amended at any regular meeting, a quorum of one-third of the membership being present, by a two-thirds vote of all members present, provided that the proposed amendment(s) have been reviewed and considered by the Bylaws Committee, which shall have made its recommendation on such amendment(s) to the Board, and that the Board has reviewed and approved the recommendations of the Bylaws Committee Further, notice of such proposed amendment(s), shall have been distributed to each member or posted on the website at least seven (7) 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.

## **Article 17 Club Policy and Procedure Manual**

The Board shall be responsible for the creation, maintenance and adherence to the SaddleBrooke Rotary Club Policy and Procedure Manual. All procedures contained there in are to be in harmony with the club Bylaws, constitution and not inconsistent with the constitution and Bylaws of RI all instances.

The Policy and Procedures manual is intended to provide instructions and directions for the day-to-day operation of the club, acting as a practical guide to inform members and committees of their duties and responsibilities. All members and committees are expected to be familiar with and conform to these procedures and the Bylaws of the club.

Revisions to the policy and procedures manual can be made by a majority vote by the Board and published subsequently and annually to the membership.