

# BYLAWS OF THE ROTARY CLUB OF OAKLAND

## ARTICLE I BOARD OF DIRECTORS

### Section 1. Governing Body.

The governing body of the club shall be a board of eleven (11) directors plus the president, president-elect, secretary, treasurer, and immediate past president.

### Section 2. Term of Office.

The term of office of each director shall be three (3) fiscal years.

### Section 3. Successive Offices Prohibited.

No director shall succeed himself or herself in office but may be reelected as a director after being out of office at least one (1) full fiscal year.

## ARTICLE II OFFICERS

Section 1. The officers of the club and their duties, shall be as provided in the club constitution and Section 2 of this Article II.

### Section 2. Election Of Officers.

At its first meeting of the fiscal year, the board shall elect a secretary, treasurer, and such other officers (other than president-elect) as the board shall determine to be necessary or convenient to further the objectives and policies of the club. Officers elected by the board shall serve at the pleasure of the board.

### Section 3. Employees.

The board may employ compensated employees, one of whom may be denominated "Executive Director." The Executive Director may perform any of the duties of the secretary and treasurer designated by the board.

## ARTICLE III MEETINGS

Section 1. Annual Meeting. The annual meeting of the club shall be held on the second Thursday in December each year, at which time the election of the president-elect, and the directors to serve for the ensuing year shall take place.

## Section 2. Weekly Meetings

(a) Day and Time. The regular weekly meetings of the club shall be held every Thursday at noontime.

(b) Change or Cancellation. The board may change or cancel meetings in accordance with Article 8 of the club Constituion.

(c) Notice. Due notice of any such change in or cancellation of the regular meeting shall be given to all members of the club.

## Section 3. Quorum

One-fourth of the membership shall constitute a quorum at the annual and regular meetings of the club. The order of business at such meetings shall include, if applicable:

- . Call to Order
- . Introduction of visiting Rotarians
- . Correspondence and announcements
- . Committee reports, if any
- . Any unfinished business
- . Address or other program feature
- . Adjournment

## Section 4. Voting

Except as otherwise provided by these bylaws, all business of the club requiring a vote of the members shall be transacted by voice vote, except that a ballot shall be taken if the president or if a majority of those voting request a ballot.

## Section 5. Meetings of the Board of Directors.

(a) Regular meetings. The regular meetings of the board shall be held once each month on a day determined by the board, provided that this day may be changed by arrangement one month in advance for good cause.

(b) Special meetings. Special meetings of the board shall be called by the president or upon the request of two (2) members of the board, due notice of any such meeting having been given at least two (2) days in advance to each member of the board. Waiver of notice shall be deemed the equivalent of notice.

(c) Telephone meetings. With 24 hours' prior notice, a regular or special meeting of the board may be held by telephone among all attendees, and one or more directors may attend a meeting by telephone when necessary. Votes for a telephone meeting or attendance by telephone shall be sent by

electronic mail (or deposited in the corporation office in writing) within 24 hours of the close of the meeting.

(d) Notice. All notices for meetings shall be sent by electronic mail.

(e) Quorum. A majority of the board members shall constitute a quorum of the board.

(f) Action Without a Meeting. Action by the board may be taken without a meeting if all members of the board individually or collectively consent in writing or by electronic mail to this action before the action is taken. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

#### **ARTICLE IV ELECTION OF PRESIDENT-ELECT AND DIRECTORS**

Section 1. Election, Generally. At the annual meeting on the second Thursday in December each year, the members of the club shall elect a president-elect and as many members of the board for the next fiscal year as there are vacancies to be filled due to the expiration of the term of a director or other cause.

Section 2. Nominating Committee—Purpose

Each year a nominating committee shall be established to present to the club for election a nominee for president-elect and nominees for the board. The nominating committee shall be in office until June 30 of each calendar year and shall fill any vacancies among the slate of proposed officers and directors that may occur between the time of nomination and/or election and the taking of office on July 1 of that year.

Section 3. Composition of Nominating Committee

The nominating committee shall consist of the three (3) most recent club members to serve as club president who are available to serve on the nominating committee (past presidents) and seven (7) elected members. The past president who has been out of office the longest shall serve as chairman of the nominating committee.

Section 4. Eligibility for Service as an Elected Member of Nominating Committee

(a) Minimum Membership Requirement. No member shall be eligible to serve on the nominating committee who has not been a member of

theis club for at least four (4) years. An incumbent officer or director may not serve on the nominating committee.

(b) Service limit. No member may serve as an elected member on a nominating committee more than twice in any four (4) year period.

#### Section 5. Election of Nominating Committee Members

(a) Eligibility List. The Executive Director or designee shall send to all club members an alphabetical list of all those members who are eligible to be elected to the nomiating committee. The list shall be sent no later than the first week in October.

(b) Nominations. At least twelve (12) eligible members shall be nominated as elected members of the nominating committee from the floor during the second Thursday regular meeting in October.

(c) Election of Nominating Committee. Seven (7) members shall be elected by ballot at the fourth regular Thursday meeting in October. Each club member present at such meeting may cast up to seven (7) votes and may cumulate the votes. The seven (7) receiving the highest number of votes shall be elected to the nominating committee. Anyone elected who declines to serve shall be replaced by the one receiving the next highest number of votes. In case of a tie vote, selection shall be made by lot.

#### Section 6. Operation of the Nominating Committee.

(a) Meeting. The nominating committee committee shall be convened each year by the chairman of the committee (see Section 3 above) promptly following election of the seven (7) elected members. The nominating committee shall determine its own rules of procedure by majority vote.

(b) Nominations. The nominating committee shall select (1) nominee for the office of president-elect and as many nominees for the board as there are vacancies to be filled due to expiration of the term or other cause from a group composed of members who meet the following requirements. No person who serves on the nominating committee shall be eligible for the office of president-elect or director.

(i) Mandatory Requirements. No member shall be nominated for, nor be eligible to serve as president-elect unless he or she is in good standing and has previously served as a director of the club. The incumbent president is not eligible for re- election. No member shall be eligible for election or re-election to the board if then a member of it. No member shall be eligible to serve as a director who has not been a member of the club for at least four (4) years.

(ii) Advisory Criteria. Any nominee for president-elect should, by past service, be familiar with the club committee organization and all club activities, be prepared to attend district conferences and assemblies and to give the time necessary to properly administer the office. Any nominee for the board should, by past service, be familiar with the objectives of Rotary, the administration of the club, have the necessary time to carry out the duties of director, have served as chairman of one or more club committees, have a good attendance record and well rounded acquaintanceship within the club. The policies expressed in this section are advisory and do not limit or restrict the nominating committee or those who may make nominations from the floor in their choice of nominees for office.

(c) Report. The nominating committee shall publish a report of its nominees for office to the members at least two (2) weeks prior to the annual meeting.

#### Section 7. Election of President-Elect and Board.

Following publication of the report of the nominating committee, additional nominations may be made from the floor at any weekly meeting or at the annual meeting. Such nominations shall be made without remark other than to place the name in nomination. After nominations are closed, the membership shall proceed to elect the president-elect and directors in turn. Ballots shall be used if there is a contest. Should no nominee for president-elect receive a majority of the votes cast, the members shall proceed to ballot upon the two candidates receiving the highest number of votes, and upon further ballot, the nominee receiving the majority of the votes cast shall be declared elected. Nominees receiving the highest number of votes for director shall be elected. Re-balloting shall be ordered by the president to resolve any contest resulting in a tie.

#### Section 8. Fiscal Year Term of Office.

The president and all officers shall serve for the fiscal year beginning July 1. The president-elect shall succeed to the office of president on July 1, following the expiration of his or her term as president-elect.

### **ARTICLE V RESIGNATION AND VACANCY—OFFICERS AND DIRECTORS**

Section 1. Resignation. To resign, an officer or director shall submit a written statement of resignation, dated and signed by the resigning officer or director, to the president at the club office. The statement of resignation shall specify an effective date and shall be provided with as much prior notice as is reasonably possible. If no effective date is specified, or as otherwise necessary, the board

may determine the effective date, which shall supersede the effective date in the resignation statement, if any.

Section 2. Vacancy. Where an office (officer or director) becomes vacant, whether originally filled by election or appointment, the board may appoint a successor or authorize an election to fill the vacancy.

## **ARTICLE VI COMMITTEES**

The president, with the approval of the board, shall, at the commencement of his or her term, establish such committees as are appropriate to carry out the Five Avenues of Service of Rotary and the administration and activities of the club, name the chair and, if desired, co-chair or vice-chair of each, define the duties and responsibilities of each committee and publish this information to the club. The president also shall appoint each member of the board to be liaison between the board and at least one committee and to assist and advise the committee. The president and president-elect shall be ex-officio members of all committees. Except where specific authority is given by these bylaws or the board, committee action shall be subject to prior approval of the board.

## **ARTICLE VII FEES AND DUES**

Section 1. The application fee (including any amount to be forwarded to Rotary International) shall be set at the discretion of the board. Under circumstances determined to be equitable by the board, application fees may be waived or reduced.

Section 2. Membership dues shall be an amount determined by the board, payable as determined by the board, the cost of a subscription to the Rotarian Magazine and The Live Oak being included.

## **ARTICLE VIII FINANCES**

Section 1. The treasurer shall deposit all funds of the club in a bank or banks to be named by the board.

Section 2. Withdrawals from the club's bank accounts shall be made only by check signed by any two (2) of the following: president, president-elect, treasurer, secretary, Executive Director or any club member specifically designated by the board. All expenditures shall be approved or ratified by the board. At the conclusion of each fiscal year, a compilation of all the club's financial transactions shall be made by a certified public accountant who is not currently serving as a director or officer.

Section 3. Officers and employees having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, the premium of the bond to be borne by the club.

Section 4. The fiscal year of the club shall extend from July 1 through June 30.

Section 5. Prior to the beginning of each fiscal year the finance and administration committee, or the treasurer, shall prepare a budget of estimated income and estimated expenditures for the year, which shall be subject to the board's review, modification, approval and adoption. Once adopted by the board, it shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Section 6. The club may indemnify its agents (as defined in Section 7237 of the Corporations Code). The club will purchase directors and officers insurance subject to annual approval by the board at its annual July meeting.

## **ARTICLE IX ELECTION OF MEMBERS**

Section 1. One or more members in good standing may propose a person for membership. A completed proposal/application form, signed by the member(s) making the proposal as well as the person being proposed for membership, shall be submitted to the secretary. The secretary shall forward the form to such club officer or other person as the president shall have designated. That person shall:

- (a) Determine an appropriate classification for the proposed member; and
- (b) Cause the proposed member's name, address, business affiliation, if any, and classification to be published in the Live Oak.

Section 2. The application procedure is deemed complete upon the last of the following to occur: (a) the club's receipt of the completed proposal/application form, (b) the club's receipt of all appropriate application fees, and (c) the passage of five days following publication.

Section 3. Within five (5) days of publication, any club member may object to the election by sending his or her reasons in writing to the board.

Section 4. Any objections to a proposed member shall be referred to the board for review and consideration. Following such referral, the board shall ballot on the proposed member, and if not more than three (3) negative votes are cast, the proposed member is qualified for membership.

Section 5. Should a proposed member be rejected for any reason, he or she shall be promptly notified of such fact by the secretary.

Section 6. Membership is complete after all of the following have occurred: (a) completion of the application procedure mentioned in Section 2, (b) the board's review and consideration of any objections to membership, and determination that the proposed member is qualified for membership pursuant to Section 4, and (c) the proposed member's induction to membership at a regular weekly meeting of the club.

Section 7. The board shall have the right at any time prior to the induction of a proposed member, in its discretion, and without regard to whether it has received an objection to a proposed member, to postpone or reject the induction of any proposed member to membership in the club.

Section 8. Members are expected to attend or make up 40% of the club's regular meetings each Rotary year. If a member fails to attend as required, the member's membership may be subject to termination by the board.

## **ARTICLE X LEAVES OF ABSENCE**

Upon written application to the board, setting forth good and sufficient cause, leave of absence of not more than six (6) months may be granted excusing a member from attending the meetings of the club for a specified length of time.

Such leave of absence operates to prevent a forfeiture of membership but it does not excuse the member from the payment of club dues, or give the club credit for the member's attendance. Unless the member makes up absences, as provided in Article 12, Section 1(a) of the club constitution, the excused member must be recorded as absent.

## **ARTICLE XI RESOLUTIONS, AMENDMENTS**

Section 1. No resolution or motion to commit the club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Section 2. These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been published at least ten (10) days before such meeting. 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 Rotary International.