



## Bylaws of the Rotary Club of Cupertino, California, USA

**Revised September 11, 2019**

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## **Article I - Election of Directors and Officers**

**Section 1** - At a regular meeting six (6) weeks prior to the annual meeting for election of officers and directors, the chair of the nominating committee or designee shall announce the members of the nominating committee for the next term of office and also announce that members may offer candidates to the committee.

The nominating committee shall consist of eight (8) voting members. The voting members shall be the president, the president-elect, the immediate past-president and the five (5) most recent past presidents still active in the club. The senior past president shall serve as chair of the nominating committee. The nominating committee will select and submit to the members for election at the second regular meeting of September, a slate of candidates for election for the positions of president, president-elect, secretary, chief financial officer, fund development officer, and strategic development officer.

The president and president-elect shall serve one (1) year terms. The secretary, chief financial officer, fund development officer, and strategic development officer shall serve consistent with the bylaws of either a one (1) year or a two (2) year term based on Article II Section 5. The at-large directors shall serve three (3) year terms. The election of officers and at-large directors will be held at the annual meeting, the fourth regular meeting of September.

**Section 2** - A vacancy on the board of at-large directors, or any officer, or any at-large director-elect, or officer-elect shall be filled by action of the remaining members of the board, except as provided for in Section 3. Appointments of at-large directors shall be for the unexpired term of the retiring at-large director.

**Section 3** - A vacancy in the position of president or president-elect shall be referred to the nominating committee for the selection of a nominee to be elected by the members. The nominating committee shall put forward a nominee to the members within four (4) weeks of the creation of a vacancy in the position of president or president-elect. A majority vote of the members present at the meeting at which the nominee is put forward, shall be sufficient to elect the nominee to fill the position for which he or she is nominated, provided a quorum is present.

## **Article II - Board of Directors**

**Section 1** - The governing body of this club shall be the board of directors elected by the membership to manage the financial affairs and set the strategic and operational policies for the club.

**Section 2** - The board of directors will consist of the president, immediate past president, president-elect, secretary, chief financial officer, fund development officer, strategic development officer, six (6) at-large directors, and the CREF president.

**Section 3** - Officer and at-large director terms begin on July 1st following their election. The president and president-elect are elected for a one (1) year term. The secretary, chief financial officer, fund development officer, and strategic development officer are elected for a one (1) year or a two (2) year term based on Article II Section 5. At-large directors are elected for a three (3) year term.

**Section 4** - An at-large director shall not be eligible for re-election to the board as an at-large director for a

period of two (2) years after such at-large director's term on the board has expired. An at-large director may, however, be eligible for election if they were appointed to fill the remaining portion of the term of a director that vacated their position, as long as their total consecutive years of service will not exceed four (4) years.

**Section 5** - The secretary, chief financial officer, fund development officer, and strategic development officer are each elected to two (2) year terms and may be re-elected to serve one additional consecutive one (1) year term, but no more than three (3) consecutive years of office. These terms may be extended for a fourth year, providing the nominating committee determines the one (1) year additional term is necessary.

**Section 6** - There may be a standing committee called the executive committee which will serve at the pleasure of the board. The executive committee will be comprised of the president, president-elect, president-elect nominee, chief financial officer, and strategic development officer.

### **Article III - Duties of Officers**

**Section 1 - President.** It shall be the duty of the president to preside at meetings of the club, cabinet, and board, and to perform such other duties as ordinarily pertain to this office. The president shall, with the approval of the board of directors, establish such committees each year as deemed necessary to address the core mission of the Rotary Club of Cupertino. The president shall appoint a chair and co-chair for each committee.

**Section 2 - President-Elect.** It shall be the duty of the president-elect to perform such duties as may be prescribed by the president or the board. The president-elect shall attend the Rotary District's President-Elect Training Seminar during his/her term.

**Section 3 - Immediate Past President.** It shall be the duty of the immediate past president to perform such duties as may be prescribed by the president or the board.

**Section 4 - Secretary.** It shall be the duty of the secretary to send out notices of meetings of the club board, record and preserve the minutes of such meetings, keep records of membership, make required reports to Rotary International, and perform such other duties as usually pertain to this office.

**Section 5 - Chief Financial Officer.** It shall be the duty of the chief financial officer to oversee all financial matters of the club, oversee all event treasurers, oversee financial reporting of club operations, prepare reports regarding the club's charitable accounts prior to each board of directors meeting, and other duties as usually pertain to this office. The chief financial officer shall oversee the preparation and filing of required federal and state tax or other forms and reports.

**Section 6 - Strategic Development Officer.** The role of the strategic development officer is to provide long range vision and planning for the club. The SDO will collaborate with the president to set board meeting agendas. The SDO will assist the board in the implementation and updating of a strategic plan. The SDO will work with the current president, the president-elect, and the president-elect nominee to provide continuity across Rotary club fiscal years.

**Section 7 - Fund Development Officer.** The fund development officer will chair the fund development committee, which will lead the long-term fundraising strategy and advise the yearly fund development

of the Cupertino Rotary Club, striving to optimize income opportunities and minimize expenses.

**Section 8 - At-Large Director.** The at-large directors will be actively engaged in the club. They will serve on a club committee (AOS, Admin, Club Service, etc.) and/or fundraiser committee and act as a liaison between the members and the board of directors.

## **Article IV - Meetings**

**Section 1 - Annual Meeting.** The annual meeting of the club shall be held each year on the fourth Wednesday of September.

**Section 2 - Regular Meetings.** Regular meetings of the club shall be held on Wednesdays at 12:00 noon. Notice of changes or cancellation of any regular meeting shall be given to all members of the club. A meeting attendance record shall be kept for all members. Except for honorary members and members on leave of absence, all members are encouraged to be present for at least fifty percent (50%) of regular meetings. For these purposes, attendance at a regular meeting of the club, or meeting of another Rotary club, or participation in or attendance at designated club activities and committee meetings shall count for purposes of the fifty percent attendance goal.

**Section 3 - Meeting Quorum.** One third (33.3%) of the membership eligible to vote shall constitute a quorum at the annual and regular meetings of this club.

**Section 4 - BoD Regular Meetings.** Regular meetings of the board shall be held at a time and day to be determined by each board. The time and place of the meetings will be posted on the club's website. Special meetings of the board shall be called by the president or upon request of two (2) members of the board, with written notice being provided no less than 72 hours in advance, except in the event of emergencies. Written minutes shall be recorded and kept of all board meetings and posted on the club's website. All meetings are open to the membership.

**Section 5 - Board Quorum.** A majority of the board members shall constitute a quorum of the board including any member attending by phone/video.

**Section 6 – Board of Director Special Meetings.** Properly noticed special meetings of the board of directors may be held electronically or by teleconference.

## **Article V - Fees and Dues**

**Section 1 -** An initiation fee shall be set annually by the board and shall be paid by all applicants before the applicant is admitted as a member.

**Section 2 -** Membership dues shall be set by the board and shall be payable annually at the beginning of the fiscal year on a date set by the board of directors.

**Section 3 -** Honorary members shall not be required to pay fees or dues.

## **Article VI - Method of Voting**

**Section 1** - Except at a special meeting of the board of directors held either electronically or by teleconference, the business of this club shall be transacted by voice vote, except that any contested election of officers and directors shall be by ballot.

**Section 2** - Active members are eligible to vote; honorary members are not eligible to vote.

## **Article VII Finances**

**Section 1** - The president, with the concurrence of the chief financial officer, shall select a club treasurer.

**Section 2** - It shall be the duty of the treasurer to have custody of all club funds, accounting annually to the club and upon demand by the board, and to perform such other duties as pertain to this office. The treasurer shall deposit all funds of the club in an insured financial institution named by the board. All funds and records shall be turned over to the club at the end of the term of office.

**Section 3** - All bills shall be paid by check with vouchers authorized by the responsible officer, director or committee chair. Check signing authority shall be limited to the following officers; president, immediate past president, president-elect, chief financial officer, and secretary. Only one signature of the five (5) authorized will be required for amounts under \$1,000. Any two (2) signatures of the five (5) authorized are required for checks of \$1,000 or more.

**Section 4** - The fiscal year of this club shall be from July 1st to June 30th.

**Section 5** - Each year, the board shall approve an income and expense budget. The budget may be amended by action of the board upon material changes in actual income or expense.

**Section 6** - The club shall carry general liability and director's and officer's liability insurance coverage to protect club assets and to limit the liability of individual board members and others having custody of funds or property.

**Section 7** - A finance committee, chaired by the chief financial officer, and consisting of the president, president-elect, CREF treasurer, and additional club member(s) appointed by the CFO as needed shall be a standing committee of the club. Duties will include budget preparation, monthly review of financial reports prior to board meetings, review of applicable financial statements by December 31st of the current year and other duties appropriate for this committee.

**Section 8** - The club board of directors may request that CREF, a 501(c)(3) organization, sponsor club fundraising events, with CREF being the recipient of the funds and paying fundraising expenses from these funds. The club will advise CREF as to the desired distribution of the net proceeds of these fundraising projects. CREF, in making its distributions, will be guided by its legal and fiduciary responsibilities and by IRS requirements. Both the club and CREF anticipate that CREF will follow the advice of the club, but both organizations understand that CREF has no legal obligation to follow such advice. However, CREF has adopted a policy which states that if the advice of the club cannot be followed, it will seek additional advice from the club as to distributions.

## **Article VIII – Membership**

### **Section 1 - Active Members.**

- a) A member candidate shall be proposed for membership by an active member (sponsor). A completed application shall be submitted to the membership committee chair for distribution to the membership committee prior to consideration by the board.
- b) The membership committee will establish necessary procedures to ensure that the prospective member is eligible for membership and then make a recommendation to the board of directors who will vote on the application.
- c) If approved by the board, the candidate's name will be emailed to the membership and if no written objection, stating reasons, is received within seven (7) days and upon payment of prescribed initiation fees, the candidate shall be considered elected to membership.
- d) If an objection to membership is filed with the club president or membership chair, the board at a special or regular meeting will act upon the application by majority vote.

**Section 2 - Honorary Membership.** Honorary member candidates shall be proposed by a member and approved annually by the board.

**Section 3 - Leave of Absence.** Upon request and approval by the board, a leave of absence may be granted to a member for cause for a specified period of time.

**Section 4 - Nondiscrimination Policy.** No person, otherwise qualified for membership, shall be denied admission or full and equal participation in this club, solely on the basis of such person's disability, sex, sexual preference, race, color, religion, culture, ancestry, or national origin.

**Section 5 - Termination.** Membership may be terminated at any time for non-payment of the annual membership dues or for behavior that the board of directors determines is detrimental to the mission and reputation of the Rotary Club of Cupertino.

## **Article IX - Resolutions**

Any resolution or motion to commit the club on any matter shall first be considered by the board. Resolutions or motions to commit the club offered at a club meeting shall be referred to the board without discussion.

## **Article X - Acceptance of Object and Compliance with Articles and Bylaws**

A member, by payment of the initiation fee, thereby accepts the principals of Rotary as expressed by the club constitution and agrees to comply by the articles and bylaws of this club, and on these conditions alone is entitled to the privileges of the club.

## **Article XI - Arbitration**

Should any dispute arise between any member or members, or a former member or members, and the club, or any officer or director, and the club, relative to membership, the expulsion of any member from the club, to club property, to any alleged breach of the club articles or bylaws, or on any other account whatsoever involving \$5,000 or less, which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may be appointed as umpire or as arbitrators. The decision by the umpire shall be final and binding on all parties, and the decision may be incorporated in the judgment.

## **Article XII- Dedication of Assets**

The properties and assets of the club are irrevocably dedicated to the promotion of social welfare. No part of the club's assets, upon dissolution of the club, may inure to the benefit of any private person or any club member. Upon dissolution, all assets remaining after payment of liabilities shall be distributed to a non-profit organization dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

## **Article XIII - Endowment Separate**

The Rotary Club of Cupertino shall be legally separate and completely independent from the Cupertino Rotary Endowment Foundation (CREF) a California non-profit public benefit corporation (the "Endowment").

## **Article XIV- Amendments**

These bylaws may be amended at any regular membership meeting at which a quorum is present, by a two-thirds (2/3) vote of members present, provided that notice of such proposal shall have been given to the membership at least ten (10) days prior to such meeting. No amendments can be made which are not in harmony with the club's articles of incorporation and with the constitution and bylaws of Rotary International.

Approved and Adopted September 11, 2019

*Dana Stern*  
Secretary