

# **BYLAWS OF THE ROTARY CLUB OF FOSTER CITY, CALIFORNIA**

## **Article I 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. Year: The twelve-month period that begins on 1 July.

## **Article II Board**

The governing body of this club shall be the Board, consisting of 11 members of this club, namely, the president, president-elect, secretary, treasurer and 6 directors elected in accordance with article 3, section 1 of these bylaws, and the immediate past president. The six directors who are not also officers shall be appointed by the president to preside over the five avenues of service or to other significant roles of leadership on the Board.

## **Article III Election of Directors and Officers**

**Section 1** – A nominating committee consisting of the 5 most recent past-presidents who remain as active members of the Club shall be appointed by board resolution. The senior member of the nominating committee shall serve as its chair. At the regular meeting one week prior to the annual meeting, the presiding officer shall ask for nominations for president-elect nominee, secretary, treasurer and three members of the board of directors for election of officers and directors for the upcoming fiscal year commencing the following July 1. Nominations will be presented by the nominating committee and shall be made with the advise and consent of the president-elect and the proposed president-elect nominee. Nominations shall also be open to the members from the floor. 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-elect nominee, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three candidates for director receiving a majority of the votes shall be declared elected as directors for a period of two years. The president-elect nominee elected in such balloting shall serve as a member of the board as president-elect 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 the year of service on the board as president-elect.

**Section 2** – The officers and directors so elected, together with the incoming president, the immediate past-president and the carried-over directors, shall constitute the board of directors.

**Section 3** – A vacancy in the board of directors or any office, with the exception of the president-elect, shall be filled by action of the remaining board members.

**Section 4** – If the office of president-elect becomes vacant, the nominating committee will offer a nomination and nominations will be open to the members from the floor. The office of president-elect will be filled by a vote of the members. A vacancy in the position of any other officer-elect or director-elect shall be filled by action of the remaining officers-elect and the directors-elect together with the carried-over directors.

**Section 5** – Two years' membership in the club, calculated as of the beginning of the fiscal year in which he or she is nominated, is required in order to be elected to the board of directors. Exceptions may be made with the approval of the President, the Board and, when the proposed member is a nominee in the annual election of club officers and directors, the club membership. At the time of nomination, it will be disclosed to club membership that the nominee does not meet the two-year requirement.

#### **Article IV Duties of Officers**

**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 pertain to the office of the president.

**Section 2** – *President-elect*. It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board and to preside in the absence of the president.

**Section 3** – *Vice President*. It shall be the duty of the immediate past president to act as vice president. The vice president shall serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board and to preside in the absence of the president or president-elect.

**Section 4** – *Secretary*. It shall be the duty of the secretary to keep the records of the membership, record the attendance at meetings, send out notices of meetings of the club and board, record and preserve the minutes of such meetings, make the required reports to RI, including semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary 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, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district secretary immediately following the last meeting of the month, collect and remit to RI subscriptions to THE ROTARIAN, and perform such other 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 same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain 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.

## **Article V Meetings**

**Section 1– Annual Meeting.** An annual meeting of this club shall be held on the second regular meeting day in December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 –** The regular weekly meetings of this club shall be held on Wednesday at 12:15 p.m. 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) 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 at this club or at 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 board shall be held no later than the 15<sup>th</sup> day of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon request of two (2) members of the board, due notice having been given.

**Section 5 –** A majority of the board members shall constitute a quorum of the board.

## **Article VI Fees and Dues**

**Section 1 –** The admission fee which is to be determined by the Board shall be paid before an applicant can qualify as a member.

**Section 2 –** The membership dues, which are supplemented by fines, shall be determined by the Board of Directors at the beginning of each year. The dues are payable semi-annually on the first day of July and of January, with the understanding that the cost of the Rotarian magazine subscription is included in the each semiannual payment. Fines will be levied during regular meetings to that amount determined by the Board.

## **Article VII 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.

*(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)*

## **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, World Community Service and New Generations. This club will be active in each of the five Avenues of Service.

## **Article XI Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the four 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. 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:

- A. The president, shall subject to the approval of the board, appoint standing committees in the following categories with each category supervised by a director:

(1) Club Administration

These committees should conduct activities associated with the effective operation of the club. These committees are responsible for functions such as:

- Meeting programs
- Fellowship
- Sunshine
- Club bulletin
- Other subjects as assigned by the president and Board.

(2) Vocational Service

These committees should develop and implement vocational projects. These committees may include:

- Student of the month
- Employee of the month
- Executive assistants' day
- Other subjects as assigned by the president and Board.

(3) Community Service

These committees should develop and implement educational and humanitarian projects that address the needs of the community. These committees may include:

- Interact
- Rotaract
- Scholarships
- Halloween Safe Streets
- Other subjects as assigned by the president and the Board.

(4) World Community Service

These committees should develop and implement educational and humanitarian projects that address the needs of communities in other countries. These committees include:

- Foundation giving
- Other subjects as assigned by the president and the Board.

(5) Membership

These committees should develop and implement a comprehensive plan for the recruitment and retention of members. These committees include:

- Membership Development
- Classifications
- Attendance
- Cog Club
- Other subjects as assigned by the president and the Board.

(6) Public Relations

These committees should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities. These committees include:

- Advertising
- Public relations
- Other subjects as assigned by the president and the Board.

(7) Fundraising

These committees should develop and implement plans to provide fundraising activities for the club to undertake to provide funding for the Club's charitable giving

in the subsequent year. These committees will be supervised by the president-elect. These activities may include:

Art & Wine Festival  
Spaghetti Feed  
Ribfest  
Other events as determined by the Board.

- B. The president shall, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service, world community service, new generations, membership, public relations and fundraising as deemed necessary.
- C. The club service committees, vocational service committees, community service committees, world community service committees, new generations committees, membership committees, public relations and fundraising committees shall each consist of a chair, who shall be named by the president and not less than two (2) other members.
- D. The president shall be an ex-officio member of all committees. The associated director shall also be an ex-officio member of the committees in the assigned category. Both the president and associated director shall have all the privileges of membership thereon.
- E. Each committee shall transact such business as is designated to it in the 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 to the board and approved by the board.
- F. The president may appoint one or more committees dealing with various aspects of youth activities which depending on their respective responsibilities, may be, under any, or all, of the vocational service, community service, new generations or world community service committees. Where feasible and practicable in the appointment of such committees there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

## **Article XII 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 period 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 absences authorized under the following exemptions and approved by the board: (1) absence cause by protracted ill health or impairment or by a stay of more than two weeks in a country in which Rotary clubs do not exist; (2) in the case of intended absence in a country in which there are no Rotary clubs, the member shall inform the secretary of this club before starting the journey or if that is impossible, in writing from that country.

### **Article XIII Finance**

**Section 1** – At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

**Section 2** – The treasurer shall deposit all funds of the club in some bank to be named by the board.

**Section 3** – All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. A financial review by a qualified person shall be made once each year of all the club’s financial transactions. The signatures of two board members are required on all checks over \$2,000, or any other amount as determined by the Board of Directors.

**Section 4** – Officers 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, cost of bond to be borne by the club.

**Section 5**– The fiscal year of this club shall extend from July 1 through June 30, and for the collection of members’ dues shall be divided into two (2) semiannual periods extending from July 1 through December 31, and from January 1 through June 30. The payment of per capita dues and magazine subscription to RI shall be made by the Treasurer on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

### **Article XIV Method of Electing Members (For All Kinds of Membership)**

**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 Membership Director. The proposal, for the time being, shall be kept confidential, except as otherwise provided in this procedure.

**Section 2** – The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

**Section 3** – The board shall approve or disapprove the proposal within 30 days of the submission, and shall notify the proposer, through the Membership Director, 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 information about the prospective member, that person, upon payment of the admission fee and pro-rata dues for the balance of the half year of their admission (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee and pro-rata dues (if not honorary membership), shall be considered to be elected to membership. A new member is also subject to pro rata fines for the balance of the first half year of membership.

**Section 6** – Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist the assimilation of the new member.

**Section 7** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

#### **Article XV Resolutions**

No resolution or motion to commit this 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.

#### **Article XVI Order of Business**

Meeting called to order

Pledge of Allegiance

Thought for the day

Introduction of visiting Rotarians

Introduction of guests

Correspondence and announcements

Committee reports if any

Any unfinished business



Any new business

Address or other program features

Adjournment

### **Article XVII Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten 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 RI.