

## **Bylaws of Del Norte Sunrise Rotary Club**

### **Article 1—Definitions**

1. Annual Meeting: A meeting to be held at approximately the same time each year in which officers of the Club and the Members of the Board of Directors are voted by the Membership-At-Large.
2. Board: The Board of Directors of the Club.
3. Bylaws: These bylaws.
4. Club: Del Norte Sunrise Rotary.
5. Director: A member of the Club's Board of Directors.
6. Member: A member, other than an honorary member, of the Club.
7. Membership: membership of a Member in the Club.
8. Membership-At-Large: all of the Members of the Club that are entitled to vote on matters affecting the Club, including at the Annual Meeting for the election of officers and Directors.
9. Officers: Members who are elected to fill the officer positions in the Club, which include: President (for the Year immediately following the end of the Year in which the Annual Meeting/Officer and Director elections occur), President-Elect (for the subsequent Year), Immediate Past President, Secretary, Chief Financial Officer and Sergeant-At-Arms.
10. RI: Rotary International.
11. Year: The twelve-month fiscal period required for the Club that begins each year on July 1<sup>st</sup> and goes until June 30<sup>th</sup> of the following year (e.g., July 1, 2012 – June 30, 2013).

### **Article 2—Board of Directors**

The governing body of the Club shall be the board consisting of eleven (11) members, including: the President, immediate past President, President-Elect, Secretary, Chief Financial Officer, Chairman of the RI Foundation Committee, Chairman of the Membership Committee and four (4) directors selected from the Membership-At-Large in accordance with Article 3 of these Bylaws.

### **Article 3—Election of Directors and Officers**

**Section 1.** Each Year, the Club will hold a regular meeting one month prior to the Annual Meeting, in which nominations for elections will occur. At that meeting, the presiding officer shall ask for nominations for: the next President-Elect, secretary, Chief Financial Officer, and incoming directors. The final two Board Members shall be selected as a result of their positions as Chairman of the RI Foundation Committee and the Membership Committee. Nominations may be presented by a nominating committee selected by the Board for the purpose of recommending Members to fill these positions and/or by any Members-At-Large from the floor. As it is anticipated that each of the Directors from the Membership-At-Large will serve on the Board for two (2) Years, it is the intention (though not the requirement) of the Board that two of the four Directors will be elected in odd Years and the other two remaining Directors will be elected in even Years so that each year, unless there is an unexpected vacancy, the Club will be voting

for 2 additional Directors-elect.

**Section 2.** 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, Secretary, Chief Financial Officer and Sergeant-At-Arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for Director-Elect receiving a majority of the votes shall be declared elected as directors for the following Year. The candidate who wins the vote for President-Elect shall be the President-Nominee, until the first day of July that follows the Annual Meeting in which their election has taken place. Starting on July 1<sup>st</sup> of that following Year, the President-Nominee shall take the title and office of President-Elect and shall serve as an Officer and Director during the Year prior to when they will serve as the President. Also starting on July 1<sup>st</sup> of that following Year, the then current President-Elect shall assume office as the President, and the remaining Officers and elected Directors shall serve in their respective offices and/or on the Board. Together with the Chairman of the RI Foundation Committee and the Chairman of the Membership Committee, the Officers and Directors elected at the Annual Meeting shall constitute the Board for the immediately following Year, beginning on July 1<sup>st</sup> after the Annual Meeting.

**Section 3.** Within one week after their election, the Directors-elect and those Directors that have already been voted to serve on the Board for the following Year shall meet and elect a Member to serve as the Club's Sergeant-At-Arms.

**Section 4.** A vacancy in the Board or any Office shall be filled by action of the remaining Directors until a vote can be taken by the Membership-At-Large at the next Annual Meeting. A vacancy in the position of any Officer-elect or Director-elect shall be filled by action of the remaining Directors-elect.

#### **Article 4—Duties of Officers**

##### **Section 1.**

**President.** It shall be the duty of the President to preside at meetings of the Club, serve as a Director, preside at meetings of the Board, and to perform such other duties as ordinarily pertain to the office of President.

**Immediate Past President.** It shall be the duty of the Immediate Past President to serve as a Director and to perform such other duties as may be prescribed by the President or the Board. It shall be the duty of Immediate Past President to preside at meetings of the Club and the Board at the request of the President in their absence.

**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. It shall be the duty of the President-Elect to preside at meetings of the Club and the Board at the request of the President in their absence.

**Secretary.** It shall be the duty of the Secretary to keep Membership records; record attendance at meetings; send out notices of the Club, the Board, and Committee 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, which shall include per capita dues for all Members and dues for active Members who have 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 duties as usually pertain to the office of Secretary.

**Chief Financial Officer.** It shall be the duty of the Chief Financial Officer to have custody of all funds, accounting for it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertains to the office of Chief Financial Officer. Upon retirement from office, the Chief Financial Officer shall turn over to the incoming Chief Financial Officer or to the President all funds, books of accounts, or any other Club property.

**Sergeant-at-Arms.** The duties of the Sergeant-At-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board, provided that, the Sergeant-At-Arms shall not, by virtue of election to that office, serve on the Board.

## **Article 5—Meetings**

**Section 1. Annual Meeting.** The Annual Meeting of the Club shall be held on the 1<sup>st</sup> week of the month of November in 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 the Club shall be held on Wednesday at 7:00 a.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 pursuant to the standard Rotary club constitution) in good standing in the 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 the Club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

**Section 3.** One-third of the Membership shall constitute a quorum at the Annual Meeting and regular meetings of the Club.

**Section 4.** Regular meetings of the Board shall be held on the third Wednesday evening of each month. 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. The Secretary shall take minutes of all Board meetings – regular and/or special.

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

#### **Article 6—Fees and Dues**

**Section 1.** There shall be no fee to apply to Membership.

**Section 2.** The dues for annual Membership shall be set by the Board and communicated to new prospective Members prior to joining, as well as to existing Members on a yearly basis. Annual Dues shall be payable on the first day of January or upon admission into Membership of the Club. The annual Membership fee will be pro-rated for Members who are admitted after January. A portion of the annual dues shall be applied to each Member's subscription to the RI official magazine. In addition to annual dues, the President shall suggest an amount of voluntary fines to be payable over the year by the Members, which shall be administered throughout the course of the year by the President and generally will include fines for among, other things, Members' and their spouses' birthdays and anniversaries. Fines shall be used to assist with the continued financing of the Club's various charitable activities.

#### **Article 7—Method of Voting**

The business of the Club shall be transacted by vocal assent of the Membership-At-Large or by recommendation of the Board, except that the election of Officers and Directors shall be by ballot, and the Board may determine that other specific resolutions be considered by ballot rather than vote by vocal assent.

#### **Article 8—Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are 1) Club Service, 2) Vocational Service, 3) Community Service, 4) International Service, and 5) New Generations Service.

#### **Article 9—Committees**

Club committees are charged with carrying out the annual and long-range strategic goals of the Club. 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:

**Membership.** This committee should develop and implement a comprehensive plan for the recruitment and retention of Members, with a focus on seeking diversity across job classification and demographic spectrums.

**Public Relations.** This committee should develop and implement plans to provide the public with information about Rotary and promote the Club's service projects and activities.

**Community Service.** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of the Club's community.

**International Service.** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of communities in other countries, as well as coordinate with other clubs in other various districts, as ongoing reorganization of Rotary International's approach to international service continues to move towards the consolidation of international service projects.

**Rotary Foundation.** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

**Dictionary.** This committee should develop and implement plans, including fund raising activities, to provide to every third grade student in Del Norte County with a dictionary each year.

**New Generations.** This committee should develop and implement plans, including fund raising activities, to support the Club's continued participation in Rotary International's Youth Exchange Program, as well as with additional New Generations programs for youth and young adult programs, such as Interact, Rotaract, and Rotary Youth Leadership Awards (RYLA).

**Scholarship.** This committee should develop and implement plans, including fund raising activities, to provide annual scholarships to worthy high school students who are graduating and plan to continue their education either in college or a vocational school.

**Fellowship Committee.** This committee should develop and implement activities designed to enhance the fellowship of the Membership, as well as fellowship with neighboring clubs, such as the Crescent City Noon Club, as well as clubs in Brookings-Harbor and Gold Beach, Oregon.

**Web/Bulletin/Facebook.** This committee should keep the Club's internal and public communications active and up to date, through the use of tools on the internet, such as the Club's weekly newsletter, Facebook and/or such other media vehicles that the Club may determine to be in its best interest to disseminate the Club's news.

**Weekly Program.** This committee should develop and implement plans for the Club's special interest programs, which form a part of each weekly Club meeting.

**Additional ad hoc committees may be appointed as needed.**

The President shall be *ex officio* a member of all committees and, as such, shall have all

the privileges of membership thereon. 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. 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 10—Duties of Committees**

The duties of all committees shall be established and reviewed by the President for their year. In declaring the duties of each, the President shall reference appropriate RI materials and the Avenues of 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 of the year as noted above.

### **Article 11—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 no longer than twelve months.

*(Note: Such leave of absence operates 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 the Standard Rotary Club Constitution is not computed in the attendance record of the Club.)*

### **Article 12—Finances**

**Section 1.** Prior to the beginning of each fiscal year, the Board shall prepare 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 budget shall cover at least Club operations and charitable/service operations.

**Section 2.** The Chief Financial Officer shall deposit all Club funds a bank, to be named by the Board. The Club funds shall be divided into two separate parts: Club operations and service projects.

**Section 3.** All bills or expenses of the Club shall be approved by the Board either as part of the Club's annual budgetary approval process and/or subsequently approved by separate vote of the Board. All checks authorized for payment by the Board shall require the signature of the Chief Financial Officer and the counter-signature of a second

approved Board Member, or in the absence of the Chief Financial Officer, by two approved Board Members with current counter-signature authority.

**Section 4.** Each year, a thorough review of all financial transactions conducted by the Club for the previous year, as well as an audit of the Club's financial records for the previous year, shall be conducted by one or more qualified Members who shall be designated by the Board and excluding the Club's President and Chief Financial Officer for the year at issue.

**Section 5.** Officers having charge or control of Club funds may but need not be required to give bond for the safe custody of the funds of the Club, the cost of bond to be borne by the Club. The determination of the requirement of a bond shall be at the discretion of the Board.

**Section 6.** The fiscal year of this Club shall extend from 1 July to 30 June, and the collection of Members' dues shall for the same period, subject to being pro-rated; provided that, the actual time for collection of such dues will be on or before January of each year or when the Members join the Club, as provided more fully in Article 6 [Fees and Dues], Section 2. The payment by the Club of per capita dues and RI official magazine subscriptions shall be made on 1 July of each year on the basis of the Membership of the Club.

### **Article 13—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 chair of the Membership committee. 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 provided in this procedure.

**Section 2.** The Board shall ensure 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 general Membership, through the chair of the Membership committee or another Director, of its decision. If the decision of the Board is to approve the prospective Member, the Board shall request that any objections to Membership be provided by the Membership-At-Large in writing.

**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 their 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 (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 (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. The President will assign an existing 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; or, in the alternative, the Membership committee may implement one or more processes or programs whereby the Club effectively engages new Members into the Membership-At-Large and into Club activities.

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

#### **Article 14—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 15—Order of Business**

The President shall generally proceed with the following order of business for Club meetings, but may alter the order of business for special occasions: meeting called to order; introduction of visitors; correspondence, announcements, and Rotary information; Committee reports if any; any unfinished business; any new business; address or other program features; adjournment.

#### **Article 16—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 amendment shall have been transmitted (either my hand delivery, U.S. mail or email) to each Member 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 standard Rotary club constitution and with the constitution and Bylaws of RI.