

# **Bylaws of the Rotary Club of Livermore Valley**

## **Article I Definitions**

1. Board: The Board of Directors of this Club
2. Club: The Rotary Club of Livermore Valley
3. Director: A Member of this Club's Board of Directors
4. Member: A member, other than an honorary or emeritus Member, of this Club
5. RI: Rotary International
6. Year: The twelve-month period that begins on 1 July

## **Article 2 Board**

The governing body of this Club shall be the Board consisting of 13 Members of this Club:

- Elected Officers: President, President-elect (or president-nominee, if no successor has been elected), Treasurer and Secretary and Immediate Past President.
- Elected Directors: There shall be a total of eight Directors. Five of these Directors shall be responsible respectively for each of the five Avenues of Service: Community Service, International Service, Vocational Service, Club Service, and New Generations Service. This Club shall be active in each of the five Avenues of Service. In addition, there shall be three elected Directors supporting (1) Membership activities; (2) Fundraising; and (3) Public Image
- Appointed Director: There shall be one Director position as determined necessary by the President-elect.

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

**Section 1 - Qualifications of Officers & Directors** - All officers and directors must be members in good standing of the Rotary Club of Livermore Valley, California. Upon termination of an officer's or Board member's membership in the Club, an officer or Board member's position as an officer and/or Board Member of this Corporation shall automatically terminate.

**Section 2 – Nomination of the President Elect** - Prior to November 1st of each year, a nominating committee consisting of the current President, current President-elect, and

all available Past Presidents, chaired by the Immediate Past President, will select a President-elect for the following Rotary year. The President-elect nominated by the nominating committee will be subject to a confirmation vote as set forth in Section 3 below.

**Section 3 – Election of the President Elect** - At a regular Club meeting, the Chair of the Nominating Committee, the immediate past president, shall announce the nominating committee's selection and ask for any other nominations by Members of the Club, for President Nominee for the upcoming year. The nominations duly made shall be placed on a ballot, if necessary, in alphabetical order, and shall be voted for at a regular meeting. The President Nominee should be elected by December 31<sup>st</sup> or as soon thereafter as feasible.

**Section 4 - Nomination of Elected Officers and Directors** - The nominating committee will consist of the current club officers. The President Elect will be the chair of the nominating committee. At a regular meeting one month prior to the meeting for election of officers and directors which occurs prior to March 1st, the nominating committee shall ask for nominations by members of the club for officer and director positions. The nominating committee will present the slate of nominees to the members at a regular meeting a minimum of one week prior to the election of officers and directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both.

**Section 5 - Election of the Officers and Directors** - The nominations duly made shall be placed on a ballot in alphabetical order under each director role and shall be voted prior to March 1<sup>st</sup> at a club meeting. If a newly elected director is unable to fill the position between March 1 and the commencement of their role on July 1st, then the position is deemed vacant and the board position will be filled under section 7 guidance. If a new board position is created during this same period or during the year with a bylaw change, it will be deemed a vacant position and will be filled by the board under section 7 guidance.

**Section 6 – Appointed Director** – The President elect may appoint one director as needed. This appointment should occur prior to March 1<sup>st</sup>, however the president elect has the ability to appoint this position during the year as needed.

**Section 7** – A vacancy in the Board or any office shall be filled by action of the remaining Members of the Board.

**Section 8**– A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining Members of the Board.

**Article 4**  
**Duties of Officers**

**Section 1 – *President.*** It shall be the duty of the President to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertain to the office of President. During the March Board meeting, or as soon as possible thereafter, the President will facilitate the introduction of the incoming Board Members to the current Board Members in order to allow for a more orderly transition from one board to another.

**Section 2 – *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.

**Section 3 – *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.

**Section 4 – *Secretary.*** It shall be the duty of the Secretary to perform such duties as usually pertain to the office of Secretary, serve as a director, perform such duties as may be prescribed by the President or the Board, and other duties that may be required by Rotary International and by the District.

**Section 5 – *Treasurer.*** It shall be the duty of the Treasurer to (i) have custody of all funds; (ii) accounting to the Club annually, and at any other time upon demand by the Board, as to all Club financial matters; (iii) to perform other duties as pertain to the office of Treasurer; (iv) serve as a director; and (v) perform such duties as may be prescribed by the President or the Board. 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, including the current tax return to be filed. In the event the Treasurer is performing the bookkeeping duties, the signatory authority will be transferred to either the secretary, past president, president or president-elect.

**Section 6 – *Sergeant-at-Arms.*** If assigned, 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.

**Section 7 -** The President-elect, President, and Immediate Past President shall work together to ensure continuity of leadership and succession planning.

**Article 5**  
**Duties of Directors**

**Section 1 – *Community Service Director.*** This Director shall devise and carry into effect plans to guide and assist the Members of this Club in discharging their responsibilities in

their community relationships and shall be responsible for the community service activities of the Club.

**Section 2 – *International Service Director.*** The International Service Director shall be responsible for the International Service activities of the Club and shall supervise and coordinate the work of all committees that may be appointed on particular phases of International Service.

**Section 3 – *Vocational Service Director.*** The Vocational Service Director shall be responsible for the Vocational Service activities of the Club and shall supervise and coordinate the work of all committees that may be appointed on particular phases of Vocational Service.

**Section 4 – *Club Service Director.*** The Club Service Director shall be responsible for the internal operations of the Club and shall supervise and coordinate the Work of any subcommittees that may be appointed on particular phases of Club service.

**Section 5 – *New Generations Service Director.*** The New Generations Service Director shall be responsible for all activities related to youth and young adults and shall supervise and coordinate the work of all committees that may be appointed on particular phases of New Generations Service.

**Section 6 – *Fundraising Director.*** The Fundraising Director shall develop and implement events to be used for fundraising and other purposes of the Club.

**Section 7 – *Membership Director.*** The Membership Director shall develop and implement a comprehensive plan for the recruitment and retention of Club Members.

**Section 8 – *Public Image Director.*** The Public Image Director shall develop and implement plans to provide the public with information about Rotary and to promote the Club’s service projects and activities.

## **Article 6**

### **Duties of Appointed Director**

The President-elect may appoint an additional Director with such duties and responsibilities as prescribed by the President-elect.

**Section 1 – *Appointed Director.*** The appointed Director shall develop plans and implement events to be used for duties and responsibilities as prescribed by the President-elect.

## **Article 7**

### **Meetings**

**Section 1 – *Club Assemblies.*** The Club shall, at least twice annually, hold a Club Assembly for the purpose of allowing the Club Officers and Directors to present programs and projects to the assembled Members and to allow the Club Members to provide input on Club activities and governance.

**Section 2 – *Weekly Club Meetings.*** The regular weekly meetings of this club shall be held on Tuesday at 8:15 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, a Member excused pursuant to the standard Rotary Club Constitution and Emeritus Members in good standing in this club must meet the attendance requirements as set forth in the Club Attendance Policy, or as otherwise provided in the Rotary Club Constitution, article 9, sections 1 and 2. A copy of the Club Attendance Policy and the Rotary Club Constitution are available from the Club Secretary.

**Section 3 – *Quorum.*** One-third of the Membership shall constitute a quorum at the annual and regular meetings of this Club. A majority of the officers and directors shall constitute a quorum of the Board. A quorum must be present for a vote to be taken.

**Section 4 – *Board Meetings.*** Regular meetings of the Board shall be held monthly at a time and place selected by the President. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of at least two (2) directors, due notice having been given.

**Section 5 – *Annual Meeting.*** The purpose of the Annual Meeting shall be to elect Officers and Directors to take office on 1 July of the following year, plus other Club business as determined by the President.

## **Article 8**

### **Fees and Dues**

**Section 1 –** The initiation fee shall be decided by the Board prior to the first day of July for the annual period of July to June. It shall be paid before the applicant can qualify as a Member, except as provided for in the standard Rotary Club Constitution, Article 11.

**Section 2 –** The annual Membership dues shall be decided by the Board prior to the first day of July and payable annually, monthly or quarterly, or at such other times as the Board may prescribe for the upcoming year, with the understanding that a portion of each semiannual payment shall be applied to each Member's subscription to the RI official magazine.

## Article 9

### Method of Voting

The business of this Club shall be transacted by *viva voce*<sup>1</sup> vote except the election of officers and directors, which may be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

## Article 10

### Committees

**Section 1 – General Committees.** Each Director is authorized to form committees to carry out the annual and long-range goals of their service to the Club. It is recommended that committee chairs have previous experience as a Member of the committee. Each Director shall supervise and coordinate the work of all committees that may be appointed on particular phases of their service to the Club and to Rotary.

**Section 2 - Ad Hoc Committees.** Ad hoc committees may be formed as needed. The duties of all ad-hoc committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall reference appropriate RI materials.

**Section 3 – General Rules.** 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.

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 delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board.

Each committee 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 their Director and to the Board on all committee activities.

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<sup>1</sup> *Viva voce vote is defined as when club voting is conducted by vocal assent.*

## **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 a specified length of time not to exceed 12 months.<sup>2</sup>

## **Article 12**

### **Finances**

**Section 1** – Prior to the beginning of each fiscal year, the Treasurer 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.

**Section 2** – The Treasurer shall deposit all Club funds in a bank, named by the Board.

**Section 3** – All bills shall be paid by either debit card or by checks signed by one Member holding the following positions: Treasurer, Secretary, President, President-elect, or Past-president.

**Section 4** – When requested by the Board, the Treasurer shall obtain an independent review of the Club's financial activities.

**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 payment of Members' dues to Rotary International and District shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June on the basis of the Membership of the Club on those dates. The collection of per capita dues shall be made monthly, quarterly or annually (Note: Magazine subscriptions for Members joining during a semi-annual period payable on invoice from the Treasurer.)

**Section 7** – The minimum amount of the operational reserve held in the bank account will be determined by the operational reserves policy. The operational reserve amount will be calculated prior to the first day of July for the annual year of July to June or when requested by the board.

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<sup>2</sup> 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 the Standard Rotary Club Constitution is not computed in the attendance record 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 Club Secretary. A transferring or former Member of another Club may be proposed to active membership by a current Club Member. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** – On notification from the Secretary of a Membership proposal, the President shall consider and report to the Board on the eligibility of the proposed Member from the standpoint of classification and shall appoint a person or committee investigate and report to the Board on the eligibility of the proposed Member from the standpoint of character, business, reputation, and general eligibility.

**Section 3** – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Club Secretary, of its decision.

**Section 4** – If the decision of the Board is favorable, the name of the proposed Member and the Member's classification shall be published two times in the Club's Newsletter. If no objections are received by any Board Member or from any Member of the Club within seven (7) days following the last publication of the name of the proposed Member, the proposed Member will be deemed approved by the Board and upon payment of the prescribed admission fee and completion of other admission requirements as prescribed from time to time, shall be considered to be elected to Membership. If any objection has been received by any Member of the Board, the Board shall consider the same at any regular or special meeting of the Board and shall vote on the proposed Member. Unless three or more negative votes are cast by the Members of the Board in attendance at such regular or special meeting, the proposed Member, on payment of the prescribed admission fee and completion of other admission requirements as prescribed from time to time, shall be considered to be elected to Membership, which Membership will be deemed tentative subject to the new Member attending Club orientation.

**Section 5** – Following acceptance by the Board, the proposer, together with one or more Members of the Club's Orientation Committee, shall inform the prospective Member of the purposes of Rotary and of the privileges and responsibilities of Membership in the Club. Following the Member's election to Membership as herein provided, the Club Secretary shall report his/her name to the General Secretary of Rotary International.

**Section 6** – The Member shall be inducted as a new Member at a regular meeting of the Club immediately following the new Member's attendance at orientation.

**Section 7 – *Honorary Members.*** This type of Membership is the highest distinction this club can confer and is exercised only in exceptional cases to recognize an individual for unusual service and contributions to Rotary and society. An honorary Member is elected until such



membership is revoked by the Board. Honorary Members do not vote, cannot propose new Members to the club, do not hold office, and are exempt from attendance requirements and club dues.

The name of a proposed candidate for Honorary Membership shall be submitted to the Board of Directors in writing and the election may be held at any regular or special meeting of the Board. Unless three or more negative votes are cast by the Members of the Board in attendance at the regular or special meeting, the proposed Member shall be considered duly elected.

**Section 8 – *Emeritus*.** Emeritus Status may be awarded to those Rotarians who were long-term exemplary Members of the Club and who, for various reasons, can no longer actively participate in regular meetings/events. This status is to be considered an honor for service and gives the recipient a continuation of belonging to the Club. The name of a proposed candidate for Emeritus status shall be submitted to the Board of Directors in writing and the election shall be determined by the Board. This status remains in effect until revoked by the Board. Emeritus Members do not vote, cannot propose new Members to the club, may not hold office and are exempt from attendance requirements and club dues.

## **Article 14**

### **Method of Termination**

**Section 1 - *Directors*.** All Directors shall attend meetings of the Board If a director's conduct or habits are such as to reflect discredit upon Rotary International or the Rotary Club of Livermore Valley or if other good cause exists, the Director may be removed from office by an affirmative vote of a majority of the Members of the Board of Directors at any regular meeting of the Board or at any special meeting called for that purpose. No such vote upon removal of a Director shall be taken until the Director has been advised of the reasons therefore and has had opportunity to submit to the Board of Directors a statement relative thereto, either oral or written. If the Director affected is present at the meeting, the Director shall leave the place where the meeting is being held after his/her statement has been submitted and prior to the vote upon the matter of his/her removal.

**Section 2 - *Members*.** If a Member's conduct or habits are such as to reflect discredit upon Rotary International or the Rotary Club of Livermore Valley or if other good cause exists, the Member's Membership may be terminated by an affirmative vote of a majority of the Members of the Board of Directors at any regular meeting of the Board or at any special meeting called for that purpose. No such vote upon removal of a Member shall be taken until the Member has been advised of the reasons therefore and has had opportunity to submit to the Board of Directors a statement relative thereto, either oral or written. If the Member affected is present at the meeting, the Member shall leave the place where the meeting is being held after his/her statement has been submitted and prior to the vote upon the matter of his/her removal.

**Article 15**  
**Resolutions**

The Board shall not pass a resolution to commit the Club on any matter unless it has received the issue in writing at least seventy-two (72) hours prior to the Board meeting at which a vote shall take place. In an emergency, the Board can overrule this article by a two-thirds vote. Any resolutions or motions, if offered at a Club meeting, shall be referred to the Board for consideration before being presented for a vote of the Club.

**Article 16**  
**Order of Business for a General Meeting**

The following is the general order of business at a club meeting. It may be changed at the discretion of the President to fit present circumstances.

- Meeting Called to Order
- Pledge of Allegiance
- Song
- Non-Religious, Non-Political Thought of 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 Feature
- Adjournment

**Article 17**  
**Interpretation and Amendments**

**Section 1 – Interpretation.** Any question about the meaning or interpretation of any provision of these Bylaws will be resolved by adherence first to the Club's Constitution, then to Rotary International's Manual of Procedure, and then by the decision of the Club's Board of Directors. If there is a conflict between the Bylaws and the Constitution, the Constitution will prevail and these Bylaws will be amended accordingly.

**Section 2 – 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 written or e-mail notice of such proposed amendment shall have been sent to each Member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not consistent with the standard Rotary Club Constitution and with the Constitution and Bylaws of Rotary International.