

AMENDED AND RESTATED BYLAWS OF THE ROTARY CLUB OF DEL MAR (“Club”) April 2019

These Amended and Restated Bylaws of the Rotary Club of Del Mar supersede, amend and restate in their entirety the Bylaws of this Club dated June 2014 (“Previous Bylaws”). Pursuant to Article XIV of the Previous Bylaws, the Board of Directors has approved adoption of these Amended and Restated Bylaws at a regular meeting of the Board on March 19, 2019, and at the regular Club meeting on April 18, 2019, a quorum being present, the members present voted unanimously to adopt these Amended and Restated Bylaws.

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. Quorum: One-third of the Club membership; a majority of Directors for the Board.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

Article II -- Board of Directors

The governing body of this Club is the Board consisting at a minimum of the President, immediate Past President, President-Elect, Vice President (President-elect Nominee), Secretary and Treasurer. and Sergeant-at-Arms and other Directors for a total of twelve (12) members of this Club, elected to serve on the Board. Five of the Directors may be assigned by the President to roles and responsibilities such as Membership, Service Projects, The Rotary Foundation, and other responsibilities as deemed necessary by the President.

Article III -- Elections and Terms of Office

Section 1 -- At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the Club for President, President- Elect, Vice-President, Secretary, Treasurer, and any open Director positions(s). The nominations may be presented by a nominating committee, by members from the floor, or both. The nominating committee will consist of at least 5 members who have been appointed by the President and include some past presidents of the Club. 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.

Section 2 -- The candidate for each office or Board position receiving a majority of the votes shall be declared elected to that office or Board opening. The President-Elect 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 3 – The candidate who receives a majority of the votes for each office is declared elected to that office and Board opening. Together with the immediate Past President, this shall constitute the Board.

Section 4 -- A vacancy in the Board or any office shall be filled by action of the remaining members of the Board.

Section 5- A vacancy in the position of any officer-elect or director-elect shall be filled by the remaining members of the Board-elect.

Section 6 – The term of office for each officer and Director is one year, running coincident with the Rotary Year of July 1 through June 30 of the following year.

Article IV Duties of Officers and Board Directors

Section 1 – President. It shall be the duty of the President to preside at meetings of the Club and Board and to perform other duties as ordinarily pertains to the office of President and as contained in the current Club President's Manual.

Section 2 -- President-Elect. It shall be the duty of the President-Elect to prepare for their year in office and to serve as a member of the Board performing such other duties as written in the current Club President's Manual under the heading of President-Elect.

Section 3 -- Immediate Past President. It shall be the duty of the Immediate Past President to serve as a Board Director and as the Board representative on the Rotary Club of Del Mar Foundation Trust, also performing such other duties as required by the President.

Section 4 -- Vice-President (President-Elect nominee). It shall be the duty of the Vice-President to preside at meetings of the Club and Board in the absence of the President and to perform such other duties as required by the President.

Section 5 -- Secretary. It shall be the duty of the Secretary to help the Club function effectively; to maintain the records of membership including active, honorary, corporate and associate members; to record attendance at Club meetings and report weekly attendance and membership in the club reporting system such as Club Runner, ; to send out notices of meetings of the Club and Board; to record and preserve the minutes of Annual and Board meetings; to update the membership roster as necessary to include new active members as they are elected to membership; to record membership changes, such as terminations or address changes, and Club officer information f respond to web site inquires; to be thoroughly familiar with Rotary and Club Constitutions and Bylaws, noting Legislative changes annually; and to perform such other duties as contained in the Secretary's Manual.

Section 6 -- Treasurer. It shall be the duty of the Treasurer to have custody of all funds, ensuring that all collected funds and expenses are accurately documented; to manage and track incoming and outgoing funds including dues payments, donations, money raised from Club activities; to collect and submit dues and fees; to report on the state of the Club's finances at monthly Board meetings; manage the clubs filing to the State for the Club's raffle(s); ensure tax filings are made; to assist the Board in developing a budget; and to perform such other duties as contained in the Club Treasurer's Manual. 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. The Treasurer will supervise the Club Bookkeeper (if appropriate.)

Section 7 -- Sergeant-at-Arms. The Sergeant-at-Arms shall be responsible for readiness of each Club meeting, its location and set-up; attendance at the front desk; maintenance of order at Club meetings; and shall advise Club officers of concerns noted at meetings; report attendance as well as financial information to the Secretary and Treasurer following each Club meeting; and shall perform such other duties as may be prescribed by the President or further delineated under the Club Service heading. (Article IX, Section 1 of these Bylaws)

Section 8 – Board Director. A Director shall attend Club and Board meetings and perform additional duties as assigned by the President which may include taking leadership of certain Standing Committees represented on the Board and reporting monthly to the Board on significant activities of those committees and sub-committees. Each Board Director is responsible for being familiar with the Rotary Constitution and Rotary Bylaws as well as the Constitution and Bylaws of the Rotary Club of Del Mar.

Article V Meetings

Section 1 -- Annual Meeting. An Annual meeting of this Club shall be held on the second Thursday of December, but no later than December 31 in each year, at which time the election of Directors and Officers to serve for the ensuing year shall take place.

Section 2 –Regular Weekly Meetings. The regular weekly meetings of this club shall be held on Thursdays at 12:00 noon. Reasonable notice of any changes in or canceling of the regular meeting shall be given to all Club members. All members in good standing in this Club as of the day of the regular meeting must be counted as present.

Section 3 -- Board meetings are held on the third Tuesday of each month. Special meetings of the Board may be called by the President whenever deemed necessary, or upon the request of two (2) Directors, due notice having been given. Due notice shall be mail or by e-mail.

Article VI Fees and Dues

Section 1 – Admission Fee. The admission fee as established by the Board shall be paid before the applicant can qualify as a member. Pro-rata membership dues of Rotary International, the District and the Club shall be paid along with the Admission fee.

Section 2 – Membership Dues. The Membership dues shall be payable quarterly on the first day of July, October, January and April. District per capita dues, annual Club per capita dues and any other Rotary, District or Club per capita assessment. Membership dues are payable within 30 days after billing and become delinquent 10 days thereafter.

Section 3 --The membership dues shall be determined each Rotary year by the Board and may be adjusted at any time by the sitting Board.

Article VII Method of Voting

Section 1 -- The business of this club shall be transacted by voice vote or show of hands except the election of officers and directors, which shall be by ballot. The Board may provide a ballot for a vote on a specific resolution.

Article VIII Committees – Types, Leadership, Function and Budgets

Section 1 – Permanent Committees. The Club shall maintain the following Permanent Committees, collectively known as the *Avenues of Service*, which are the philosophical and practical framework for the work of this Rotary Club:

- Club Service Committee
- Vocational Service Committee
- Community Service Committee
- International Service Committee
- Youth Services Committee

Section 2 – Club Standing Committees. The Club may maintain the following Standing Committees:

- Foundation Committee
- Public Relations Committee
- Membership Committee
- Program Committee

Section 3 - Temporary Subcommittees. The Board may also create temporary subcommittees to assist any of the permanent or special committees as deemed necessary. Any reference to a Committee herein shall be deemed to also refer to a subcommittee of the Club.

Section 4 – Functions of the Committees. The Club committees coordinate their efforts in order to achieve the annual and long-range goals of the Club. Each committee shall not take any action inconsistent with Club policies. Each committee shall report to the Board no less than monthly. This may be done through the Director charged with overseeing Service Projects or by written report.

Section 5 – Committee Budgets and Funding. Each Avenue of Service committee shall submit its proposed budget to the Board when requested by the President. The Board must approve the proposed budget of each committee prior to commitment to any expenditure except in unusual circumstances. Each committee shall transact its yearly operations consistent with its approved budget and shall not take any action inconsistent with its budget. Avenue of Service projects shall be funded by submitting a check request, approved by the responsible Board member, to the Treasurer for approved budget items. The President must approve any expenditure of \$1000 or more not on the approved budget.

Section 6 – Leadership and Membership of Club Committees. All committees of the Club are vital to the successful operation of the Club, and as such require excellent and consistent leadership.

a. Each Avenue of Service committee shall have a chairperson.

b. The chairperson of each Avenue of Service shall form a committee to develop and implement all activities and projects within their Avenue of Service; 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 committee activities. With Board approval, a committee of one person may be allowed.

- c. Sharing of leadership in each committee is to be encouraged, but not required. However, it is one of the best training grounds for future leaders of our Club.
- d. The President shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon, but shall not have any control over the committee unless she/he is the Chairperson or co-chair of such committee.

Section 7 – Special Chairpersons. The President may appoint Special Chairpersons to various functions that are vital to the Club in addition to or in lieu of a committee.

Section 8 – Restriction on Grants. Unless approved by the Board, Avenue of Service committees shall not take action on a major expenditure or involvement of the Club in a major project, including District and Global Grants.,

Article IX Duties of Committees, Roles and Responsibilities

Section 1 – Club Service Committee. Club Service, the First Avenue of Service, involves action a member should take within the Club to help it function successfully. Club Services may perform the following functions:

- a. Prepare and arrange programs of regular and special meeting of the club
- b. Promote fellowship through organized Rotary events, social activities and other functions as directed by the President.

Section 2 – Vocational Service Committee. Vocational Service, the official Second Avenue of Service, is responsible for implementing vocational projects to promote high ethical standards in businesses and professions, recognize the worthiness of all dignified occupations, and foster the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles. Vocational Service is the way Rotary fosters and supports the application of the ideal of service in the pursuit of all vocations. Inherent in the Vocational Service ideal are:

- a. Adherence to and promotion of the highest ethical standards in all occupations;
- b. Recognition of the worthiness to society of all useful occupations
- c. Contribution of one's vocational talents to the problems and needs of society.

Activities of the Vocational Service Committee are intended to strengthen the emphasis on vocation and classification in new member recruitment, emphasize vocation in Club activities, create stronger emphasis on business networking with integrity as a means of attracting and mentoring the new and younger members, as well as emphasize the connection between the four-way test in business and professions.

Section 3 – Community Service Committee. Community Service, the Third Avenue of Service, undertakes projects and activities for Club participation that will improve life within this Club's locality. Consequently, this committee encourages and fosters the application of the ideal of service to the personal, business and community life of every Rotarian. As Rotarians, we all recognize that Community Service is an opportunity for every Rotarian to exemplify "Service Above Self."

Section 4 – International Service Committee. International Service, the Fourth Avenue of Service, develops and implements educational, humanitarian and vocational projects that address the needs of its community and communities in other countries for the purpose of advancing international understanding, goodwill, and peace. By fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems,

and through correspondence, volunteerism and cooperation in all Club activities and projects designed to help people in other lands, members serve Rotary on a global basis.,

Section 5 – Youth Service Committee. Youth Service, the Fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership, development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding. Members of this committee take responsible roles in guiding Youth Service programs in our community schools, that may include Interact, Rotaract, Rotary Youth Leadership Awards (RYLA), LEAD, the 4-Way Speech Contest, Model UN and Rotary Youth Exchange and scholarships for deserving students.

Section 6 – Club Standing Committees of the Board. Club committees are charged with carrying out the current and annual long-range goals of the Club. Separate from, and in addition to the Avenue of Service Committees identified in Sections 1 through 5 of this Article IX, there shall be at least three committees each chaired by a Board Director or assigned by the President.

a. Membership: The Board member responsible for membership shall assemble a membership committee to develop and implement a comprehensive plan for the recruitment and retention of members in accordance with District goals; educate Club members on the importance of recruitment and retention of members; conduct an annual classification survey to achieve a balanced and diversified membership; develop a membership action plan to improve member satisfaction that involves surveying members and initiating changes in response to their feedback to ensure that the Club remains relevant to its members. Typical activities include recruiting potential members, greeting and maintaining communication with potential members, assembling prospective and new member packets, managing the new member application and induction process, following new members through the “Red Badge” process, hosting fireside chats to introduce prospective and new members to Rotary and our Club leaders and activities.

b. Public Relations: This committee shall develop and implement plans to provide the public the Club members with information about Rotary and to promote the Club’s service projects and activities. It supports membership by developing and maintaining a positive image of the Club within the community and improves retention of existing members through positive Club public relations. Typical activities include entering current Club news on the Club webpage, releasing a weekly newsletter (if appropriate) and in social media; providing timely articles to local media that will promote membership in the Club; working with the event chair for each fundraising activity, participating in event committees, and encouraging public relations efforts from all Club members.

c. The Rotary Foundation: This committee carries out the Club’s goals for support of The Rotary Foundation (TRF). It shall assess the current state of the Club’s Foundation efforts and help set current goals, developing an action plan to achieve these goals by educating Club members about the Foundation, encouraging and facilitating participation in Foundation grants and activities to ensure full Club participation in The Rotary Foundation. Typical activities include encouraging Paul Harris Fellow status by all Club members, making presentations regarding Foundation activities and encouraging participation in Foundation events at the District level. The Rotary Foundation chairperson shall ensure proper stewardship of Foundation Grant funds.

d. Programs. This committee schedules weekly meeting program speakers in coordination with President.

Article X Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, leave of absence (LOA) may be granted excusing a member from attending the meetings of the Club for a specified length of time. As part of their application for LOA, members will bring their account current with the Club. Further discussion regarding LOA can be found in the Rotary Club Constitution.

Article XI Finances

Section 1 – Approved Depository. The Treasurer shall deposit all funds of the Club in a federally insured financial institution designated by the Board

Section 2 – Fiscal Year. The fiscal year of this Club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four quarterly payments extending from July 1 to September 30, from October 1 to December 31, January 1 to March 31, and April 1 to June 30. The payment of per capita dues to RI and to the District shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

Section 3 – Budget. At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and 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 4 – Bill Payments. All bills shall be paid only by checks signed by the Treasurer or another authorized officer. Checks over \$5000 must first have specific authorization by the Board. Written requests for expenditures of \$1,000 or more, if not specified in the approved budget, must be approved by the Board and a check request form must be signed by the President. Requests for expenditures from the Avenues of Service Committees are to be received in writing or on a check request form and must be verified with the Committee Chairperson if not shown on the approved Committee budget.

Section 5 – Account Reviews. Audit procedures by a certified public accountant or other qualified person shall be made at the Board's discretion as needed. This review is to be determined upon presentation of the year-end financial statement. An annual financial statement of the Club shall be provided to Club members.

Article XII Method of Electing Members

Section 1 – Prospective member. The name of a prospective member shall be submitted to the Board using the Club's application form found on the Club webpage. A transferring or former member of another club may be proposed to active membership.

Section 2 – Qualification of Prospective Members. The Board shall ensure that the proposed member meets membership requirements of the Rotary Club Constitution.

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

Section 4 – Education of Prospective Member. If the decision of the Board is favorable, the prospective member shall be invited to meet with the Membership Director and shall be informed on the purpose 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. The proposed member should have attended a minimum of three meetings prior to the notification being published to the Club.

Section 5 – Objections and Publication regarding Prospective Member. If no written objection to the proposed member, 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 a transferring Rotarian or previous member of this Club), shall be considered to be elected to membership.

Section 6 – Induction of Prospective Member. Following the election and provided the prospective member has paid the required application fee and pro-rated Club dues and fees, the President shall arrange for the member's induction. The Club Secretary shall then report the new member information on Club Runner for reporting to RI and the Membership Director or President will assign a member to assist with the new member's assimilation into the Club.

Section 7 – Honorary members. The Club may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the Board. Such election shall be for one year, renewable only upon annual Board action.

Article XIII 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 XIV Club Policies

The Board may from time to time and as often as necessary, adopt and amend written policies ("Club Policies") to provide additional detail on the implementation of any Club functions as specified in these Bylaws, provided that such Club Policies are not inconsistent with these Bylaws.

Article XV Amendments

These Bylaws may be amended at any regular Board meeting. Changing the Club bylaws requires that written notice be sent to each member at least ten (10) days before such meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change(s). Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.