

## **Bylaws of the Rotary Club of Terra Linda (San Rafael, CA.)**

### **Article 1 Definitions**

1. Board: The board of directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A director on this club's Board which includes officers and at-large Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. A Writing: In addition to a paper document, a writing includes an email or a facsimile telecommunication that satisfies the requirements of California Corporations Code Section 20.
7. Year: The twelve-month period beginning 1 July.
8. Quorum: For a club meeting, the minimum number of Members who must be present when a vote is taken is one-third of the Members. For a Board meeting, the minimum number of Directors who must be present when a vote is taken is three. See Article 7, Section 3 concerning presence of a Director at a Board meeting.

### **Article 2 Name and Formation**

This organization is the Rotary Club of Terra Linda (San Rafael, CA.) and may also be referred to as the Rotary Club of Terra Linda or Terra Linda Rotary or RCTL or the Club. The club operated as an unincorporated association from its formation in 1964 until its incorporation on December 5, 1979 as a California nonprofit mutual benefit corporation and the Club has always been a member of RI.

### **Article 3 Purposes**

The purposes of this Club are to:

- (a) pursue the Object of Rotary;
- (b) carry out successful service projects based on the five Avenues of Service;
- (c) contribute to the advancement of Rotary by strengthening membership;
- (d) support The Rotary Foundation; and
- (e) develop leaders beyond the Club level.

## **Article 4 Locality of the Club**

The locality of this Club is San Rafael, California and the surrounding area.

## **Article 5 Object**

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First.* The development of acquaintance as an opportunity for service;
- Second.* High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third.* The application of the ideal of service in each Rotarian's personal, business, and community life;
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

## **Article 6 Five Avenues of Service**

Rotary's five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service, the first Avenue of Service, involves action a Member should take within this Club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering 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 and lending their vocational skills to Club-developed projects in order to address the issues and needs of society.
3. Community Service, the third Avenue of Service, comprises varied efforts that Members make, sometimes in conjunction with others, to improve the quality of life of those who live within this Club's locality or municipality.
4. International Service, the fourth Avenue of Service, comprises those activities that Members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all Club activities and projects designed to help people in other lands.
5. 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.

## **Article 7 Meetings**

### **Section 1 — Regular Meetings.**

- (a) *Day and Time.* This Club shall hold a regular meeting in its locality at 12:15 pm on the first, third and fifth Tuesdays of each month.
- (b) *Method of Meeting.* Attendance may be in person or by any other means authorized by the California Nonprofit Corporation Law (Corp Code Section 7510).
- (c) *Change of Meeting.* For good cause, the Board may change a regular meeting to any day between the preceding and following regular meetings, to a different time or to a different place.
- (d) *Cancellation.* The Board may cancel a regular meeting for these reasons:
  - (1) a holiday, or during a week that includes a holiday;
  - (2) in observance of the death of a member;
  - (3) an epidemic or a disaster that affects the whole community; or
  - (4) an armed conflict in the community.The Board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.
- (e) *Exceptions.* The Club must meet at least twice per month.

### **Section 2 — Annual Meeting.**

An annual meeting to elect officers and at-large Directors, present a mid-year report, including current Year income and expenses through at least October 31, and a financial report for the previous Year, shall be held before 31 December. The financial report for the previous Year shall be prepared by at least October 28 of the current Year (Corp Code Section 8321).

**Section 3 — Board Meetings.** Within 60 days after all Board meetings, written minutes should be available to all members. Directors may participate in a Board meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Board (Corp Code Sections 20, 21 and 7211). Participation in a Board meeting through use of conference telephone or electronic video screen communication pursuant to this Subsection constitutes

presence in person at that meeting as long as all Directors participating in the Board meeting are able to hear one another. Participation in a Board meeting through use of electronic transmission by and to the Board, other than conference telephone and electronic video screen communication, pursuant to this Subsection constitutes presence in person at that Board meeting if both of the following apply:

- (a) Each Director participating in the Board meeting can communicate with all of the other Directors concurrently; and
- (b) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

**Section 4—** *Voting.* Voting at Member and Board meetings may be by voice vote.

## **Article 8 Membership**

**Section 1 —** *General Qualifications.* This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

**Section 2 —** *Types.* This club shall have two types of membership, active and honorary.

**Section 3 —** *Active Members.* A person who possesses the qualifications in Article 8, Section 1 of the Bylaws may be elected as an active Member.

**Section 4 —** *Prohibited Dual Memberships.* No Member shall simultaneously be an active and honorary Member in this club.

**Section 5 —** *Honorary Membership.* This club may elect honorary Members for terms set by the Board, who shall:

- (a) be exempt from paying dues;
- (b) not vote;
- (c) not hold any Club office;
- (d) not hold classifications; and
- (e) be entitled to attend all meetings and enjoy all other privileges in the Club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

## **Article 9 Club Membership Composition**

**Section 1 — *General Provisions.*** Each Member shall be classified in accordance with the Member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the Member's firm, company, or institution, the Member's principal and recognized business or professional activity, or the nature of the Member's community service activity. The Board may adjust a Member's classification if the Member changes positions, professions, or occupations.

**Section 2 — *Diverse Club Membership.*** This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity.

## **Article 10 Attendance**

**Section 1 — *General Provisions.*** Although attendance is not required, each Member is encouraged to attend this Club's regular meetings, and engage in this Club's service projects, events, and other activities. An exception is the meeting for induction of the new president and Board which a Member will be charged for if unable to attend. As an RI guideline to foster Rotary ideals and good fellowship, Members are encouraged to do the following:

- (a) Be present in person for at least 60 percent of a regular Club meeting as often as possible;
- (b) Attend the regular meeting of another club, a provisional club, or a satellite of another club;
- (c) Attend a Board meeting;
- (d) Attend a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship;
- (e) Attend a district conference, a district training assembly and an RI convention.

**Section 2-*Rule of 85 Allowing Flexible Attendance.*** If the sum of a Member's age and years of membership in one or more clubs is 85 years or more and the Member has been a Rotarian for at least 20 years, the Member may request to be excused from attendance by writing the Club secretary and obtaining Board approval.

## **Article 11 Directors and Officers and Committees**

**Section 1 — *Governing Body.*** The governing body of this Club is the Board, consisting of, at a minimum, the president, president-elect, secretary and treasurer. An additional up to six elected at-large Directors may serve on the Board from time to time for terms of up to two years. At the September Board meeting, the Board shall determine the number of at-large Directors and their terms of office, for not to exceed two years, so that the nominating committee can propose a slate for election by the Members.

**Section 2 — *Authority.*** The Board has general control over all officers and committees and, for good cause, may declare any office vacant.

**Section 3 — *Board Action Final.*** In all Club matters, the decision of the Board is final, subject only to an appeal to the Club. However, when the Board decides to terminate membership, the Member, according to Article 13, Section 6, may appeal to the Club, request mediation, or request arbitration. An appeal to reverse a Board decision requires a two-thirds vote of the Members present at a regular meeting specified by the Board, provided that a quorum is present, and the secretary has given notice of the appeal to each Member at least five days before the meeting. The Club's action on an appeal is final.

**Section 4 — *Officers.*** The club officers shall be a president, a president-elect, a secretary, and a treasurer. Each officer and Director shall be a Member in good standing of this Club.

**Section 5 — *Election of Officers.***

(a) *Terms of Officers other than President.* Each officer shall be elected as provided in the Bylaws. Except for the president, each officer takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and qualified. The secretary and treasurer normally serve for at least two years. The president may appoint an Ombudsman who shall serve as a nonvoting member of the Board and shall not be counted in determining a quorum for Board meetings. Except for the president and president-elect positions, the Board may fill any officer or Director position vacated before expiration of its term.

(b) *Term of President.* A president-elect shall be elected, as provided in the Bylaws, at least 18 months but not more than two years before the day of taking office as president. The president-elect takes that office on 1 July in the year before taking office as president. The president takes office on 1 July and serves for a period of one

year. When a successor is not elected, the current president's term is extended for up to one year.

(c) *Qualifications of President.* A candidate for president must have served at some time as a Director for at least one year before being nominated. The president-elect shall attend the PETS seminar and the training assembly unless excused by the governor-elect. If excused, the president-elect shall send a Club representative. If the president-elect does not attend the PETS seminar and the training assembly and has not been excused by the governor-elect or, if excused, does not send a Club representative to these meetings, the president-elect shall not serve as Club president. The current president then shall continue to serve until the election of a successor who has attended a PETS seminar and training assembly or training deemed sufficient by the governor-elect.

(d) *Nomination and Election.* At least a week in advance and for a date after the first regular Member meeting in October, the immediate past president shall call and chair a meeting of all past presidents and the current president and president-elect to recommend a slate of officers and Directors whose terms shall begin on 1 July following their election. The chair shall vote only to break a tie and shall report the committee's recommendations to the president by the first regular Club meeting in November. Nominations shall include a president-elect, secretary, treasurer and should include the at large Directors for the Director positions and terms of office for the at-large Directors as set by the Board at the September Board meeting. The report of the nominating committee shall be published to the Members at least a week prior to the election. In addition to the recommended slate, any Member may nominate any other Member for any officer or Director position to be voted upon, provided that, only Members who have served at least one year as Director may be nominated to serve as president-elect. At the election, the candidates receiving a majority of votes for their respective positions shall be declared elected.

#### **Section 6 —Duties of Officers**

- (a) The president presides at Club and Board meetings.
- (b) The immediate past president chairs both the nominating committee and the debunking committee.
- (c) The president-elect attends PETS, serves as a Director and chairs Board meetings when the president is absent.

(d) The secretary serves as a Director, performs the normal duties of a corporate secretary, keeps membership and attendance records updated, takes the minutes of Board and Club meetings and supervises the storage of Club official records.

(e) The treasurer serves as a Director, collects and oversees all Club funds.

**Section 7- Committees.** This club should have the following committees:

- (a) Club Service;
- (b) Membership;
- (c) Public Image;
- (d) Rotary Foundation;
- (e) Community Service;
- (f) International Service;
- (g) Youth Service;
- (h) Vocational Service;
- (i) Programs; and
- (j) Scholarships.

The Board or the president may appoint additional committees as needed.

**Section 8-Finances**

(a) The Board shall appoint a qualified individual(s) to conduct a Club financial review during the Rotary year with the scope of the review to be determined by the Board.

(b) Officers having control of Club funds shall be bonded, as may be required by the Board, for the safe custody of Club funds with the bond cost to be borne by the Club. Each year the Board shall review the bonding requirement and may dispense with that requirement for good cause such as excess bond cost or unavailability of coverage or other reason.

**Article 12 Dues**

Every member shall pay dues, semi-annually or annually, as prescribed by the Board.

**Article 13 Duration of Membership**

**Section 1 — Period.** Membership shall continue during the existence of this Club unless terminated as provided below.

**Section 2 — Automatic Termination.**



(a) *Exceptions.* Membership shall automatically terminate when a Member no longer meets the membership qualifications, except that when a Member moves from the locality of this Club or the surrounding area, but continues to meet all conditions of club membership, the board may:

- (1) allow a Member to remain in this club; or
- (2) grant a special leave of absence, not to exceed one year, to enable the Member to visit and become known to a club in the new community.

(b) *Rejoining.* When a Member in good standing has their membership terminated as described in Subsection (a), that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.

(c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the Board, unless extended. The Board may revoke an honorary membership at any time.

**Section 3** — *Termination Non-payment of Dues.*

(a) *Process.* Any Member who fails to pay dues within 30 days after they are due should be notified in writing by the secretary. If the dues are not paid within 60 days after the notification, the Board may terminate membership, at its discretion.

(b) *Reinstatement.* The Board may reinstate the former member to membership if the former member requests and pays all debts to this Club.

**Section 4** — *Termination Non-Attendance.*

(a) *Attendance Percentages.* A Member should:

(1) attend or make up at least 50 percent of regular Club meetings; engage in Club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both; and

(2) attend at least 30 percent of this Club's regular meetings or engage in Club projects, events, and other activities in each half of the year (assistant governors, as defined by the RI board of directors, shall be excused from this requirement).

A Member who fails to attend as required may be terminated unless the Board consents to the non-attendance for good cause.

(b) *Consecutive Absences.* Non-attendance may be considered a request to terminate membership in this Club, if a Member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the Board for good and sufficient reason.

After the Board notifies the Member, the Board, by a majority vote, may terminate the Member's membership.

**Section 5 — Termination — Other Causes.**

(a) *Good Cause.* The Board may terminate the membership of any Member who ceases to have the qualifications for club membership or for any good cause by a vote of at least two-thirds of the Board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be Article 8, Section 1; the Four-Way Test; and the high ethical standards of a Rotarian.

(b) *Notice.* Before the Board acts under Subsection (a) of this Section, the Member shall be given at least 10 days' written notice and an opportunity to respond in writing to the Board. Notice shall be delivered in person or by certified mail to the Member's last known address. The Member has the right to appear before the Board to state the Member's case.

**Section 6 — Right to Appeal, Mediate, or Arbitrate Termination.**

(a) *Notice.* Within seven days after the Board's decision to terminate or suspend membership, the secretary shall notify the Member in writing. Within 14 days after the notice, the Member may give written notice to the secretary of an appeal to the Club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in Article 17.

(b) *Appeal.* In the event of an appeal, the Board shall set a date for the hearing at a regular Club meeting held within 21 days after receipt of the notice of appeal. At least five days' written notice of the meeting and its special business shall be given to every Member. Only Members shall be present when the appeal is heard. The action of the Club is final and binding on all parties and shall not be subject to arbitration.

**Section 7 — Board Action Final.** Board action shall be final if no appeal to this Club is taken and no arbitration is requested.

**Section 8 — Resignation.** A Member's resignation from this Club shall be in writing, addressed to the president or secretary. The Board shall accept the resignation unless the Member owes debt to this Club.

**Section 9 — Forfeiture of Property Interest.** Any person whose Club membership is terminated in any manner shall forfeit all interest in any funds or other property of this Club if, under local laws, the Member acquired any right to them upon joining the Club.

**Section 10 — Temporary Suspension.** Notwithstanding any provision of these Bylaws,

if in the opinion of the Board

- (a) credible accusations are made that a Member has refused or neglected to comply with these Bylaws , or is guilty of conduct unbecoming a Member or harmful to the Club; and
  - (b) those accusations, if proved, constitute good cause for terminating the membership of the Member; and
  - (c) no action should be taken on the membership of the Member, pending the outcome of a matter or an event that the Board believes should properly occur first; and
  - (d) it is in the best interests of the Club to temporarily suspend the Member without a vote on the Member's membership and to exclude the Member from attendance at meetings and other Club activities and from any Club office or position;
- the Board may, by at least a two-thirds vote, temporarily suspend the Member for a reasonable period up to 90 days and with any other conditions the Board sets. A suspended Member may appeal the suspension or may request mediation or arbitration as provided in Section 6 of this Article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the Board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

## **Article 14 Community, National, and International Affairs**

**Section 1** — *Proper Subjects*. Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a Club meeting. However, this Club shall not express an opinion on any pending controversial public measure.

**Section 2** — *No Endorsements*. This Club shall not endorse or recommend any candidate for public office and shall not discuss at any Club meeting the merits or demerits of any such candidate.

**Section 3** — *Non-Political*.

- (a) *Resolutions and Opinions*. This Club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature.
- (b) *Appeals*. This Club shall not direct appeals to clubs, peoples, or governments, or

circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

**Section 4 — *Recognizing Rotary's Beginning.*** The week of the anniversary of Rotary's founding, 23 February, is World Understanding and Peace Week. During that week, or as close to that week as the Board shall determine,

this Club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

### **Article 15 Rotary Magazines**

**Section 1 — *Mandatory Subscription.*** Unless this Club is excused by the RI board of directors, each Member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the Board for the payment of per capita dues for the duration of membership in this Club.

**Section 2 — *Subscription Collection.*** The subscription fee shall be collected by this Club from each Member in advance and remitted to RI or to the office of a regional publication as determined by the RI board of directors.

### **Article 16 Acceptance of Object and Compliance with Constitution and Bylaws**

By paying dues, a Member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the Bylaws. On these conditions alone is a Member entitled to the privileges of this club. Each Member shall be subject to the terms of the Bylaws whether or not the Member has received copies of them.

### **Article 17 Arbitration and Mediation**

**Section 1 — *Disputes.*** Any dispute between any current or former Member(s) and this Club, any Club officer, or the Board, except a decision of the Board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

**Section 2 — *Date for Mediation or Arbitration.*** Within 21 days after receipt of the request, the Board shall, in consultation with the disputants, set a date for the mediation or arbitration.

**Section 3 — Mediation.** The procedure for mediation shall be

- (a) recognized by an appropriate authority with national or state jurisdiction; or
- (b) recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or
- (c) recommended in documented guidelines determined by the RI board or TRF Trustees.

Only Rotarians may be mediators. The Club may ask the governor or the governor's representative to appoint a mediator with appropriate mediation skills and experience.

(a) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded, and copies given to each party, the mediator or mediators, and the Board. A summary statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the president or secretary, may call for further mediation if a party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in Section 1 of this Article.

**Section 4 — Arbitration.** In the event of a request for arbitration, each disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire.

**Section 5 — Decision of Arbitrators or Umpire.** The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

### **Article 18 Conformity**

The Bylaws establish common Club practices, which must not conflict with the California Nonprofit Corporation Law, the RI Constitution and Bylaws, the Standard Rotary Club Constitution and Bylaws, and the Rotary Code of Policies.

### **Article 19 Amendments**

**Section 1 — Manner of Amending Bylaws Subject to Article 18, Section 2,** an amendment specifying or changing a fixed number of Directors or the maximum or minimum number of Directors or changing from a fixed to a variable Board or vice

versa may only be adopted by approval of the Members. Any other amendments of the Bylaws may be approved by the Board or the Members. Notice of any proposed amendments of the Bylaws shall comply with the requirements of the California Nonprofit Corporation Law. A written notice of the meeting to amend Bylaws given by first class mail, not less than 10 nor more than 90 days before the date of the meeting, to each Member who is entitled to vote thereat satisfies the notice requirement. Approval of any amendment of the Bylaws shall require a quorum and the vote of at least a majority of the Members present at a Member meeting or the Directors present at a Board meeting.

**Section 2** — *Amending Bylaws Article 2 and Article 4.* Article 2, Name, and Article 4, Locality of the Club, may be amended at any regular Club meeting, if a quorum is present, by at least a two-thirds vote of all voting Members. Notice of the proposed amendment shall be given to each Member and the governor at least 21 days before the meeting. The amendment shall be submitted to the RI board of directors and becomes effective only when approved. The governor may offer an opinion to the RI board of directors about the proposed amendment.

Dated: February 4, 2020

Approved by the Board on: February 6, 2020

Required Approval by the Members per Article 19, Section 1, first sentence was on:

Certified on \_\_\_\_\_ 2020 by Richard R. Kuhn, Secretary, RCTL