

Bylaws of the Rotary Club of San Lorenzo Valley

Article 1 Definitions

1. Board: The Board of Directors of this club
2. President Elect: Serves as President the following year
3. President Designee: Serves as President Elect in the following year
4. Director: A member of this club's Board of Directors.
5. Member: A member, other than an honorary member, of this club.
6. Quorum: Fifty percent plus one for the club membership, and for the Board
7. RI: Rotary International
8. Year: The 12-month period that begins on 1 July.

Article 2 Board

The governing body of this club is the "Board" consisting at a minimum of seven members which will include the president, immediate past president, president-elect, secretary, treasurer, and two board members at-large. Additional Board members will be elected to serve on the Board should one individual be filling more than one officer position.

Article 3 Elections and Terms of Office

- Section 1 During the month of November, the Immediate Past President will convene meetings of the Nominating Committee as necessary, which will consist of all Past Presidents of SLV Rotary, the current President, and the current President-Elect. The Nominating Committee will prepare a slate of willing candidates for president, president-elect, secretary, treasurer, and the two board members at-large to serve the following Rotary year. The outgoing president will become the immediate past president and serve on the Board.
- This slate of candidates will be presented to the Board for approval at the December Board meeting. The election will be held at the Annual Meeting scheduled at a regular meeting after the December Board meeting, and no later than 31 December, to elect the officers and board members who will serve for the next Rotary year.
- The President will open the floor for additional nominations at the Annual Meeting. Voting will be paper ballot or by email vote.
- Section 2 The candidate who receives a majority of the votes for each office is declared elected to that office.
- Section 3 If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 4 If any officer-elect or board member-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 Terms of office for each role are as follows:

President	One (1) year, with no term limits
Immediate Past President	One (1) year
President elect	One (1) year
Board members at large	One (1) year, with no term limits
Treasurer	One (1) year, with no term limits
Secretary	One (1) year, with no term limits

Article 4 Duties of the Board

Section 1 President. The president shall preside at club and Board meetings.

Section 2 Immediate Past President. The immediate past president shall preside at club and Board meetings in the absence of the president.

Section 3 President-elect. The president-elect shall prepare for their year in office and serve as a board member.

Section 4 Board members at-large. The Board members at-large shall attend club and Board meetings.

Section 5 Secretary. The secretary shall keep membership and attendance records, and minutes for Board meetings and Club Assemblies.

Section 6 Treasurer. The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 7 All Board members are voting members and may perform additional duties as assigned.

Article 5 Meetings

Section 1 Annual Meeting. An annual meeting of this club shall be held at a regular meeting following the December Board meeting, and no later than 31 December, to elect the officers and board members who will serve for the next Rotary year.

Section 2 The club shall meet in-person or virtually four (4) times a month on a weekly basis. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 Board meetings shall be held once a month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two board members.

Article 6 Initiation Fees and Dues

The initiation fee, as established by RI and/or the club, shall be paid before the applicant can be inducted as a member.

- Section 1 Individual membership. The initiation fee is one hundred dollars (\$100) per person.
- Section 2 Family membership. A family initiation fee of one hundred dollars (\$100) will be assessed for family members enrolling concurrently.
- Section 3 Non-Profit membership. A non-profit membership would have one primary member (voting) and up to three alternate members (non-voting) from a non-profit organization. The initiation fee would be one hundred dollars (\$100). The primary member can be replaced annually with no additional initiation fee.
- Section 4 Corporate membership. A corporate membership would have one primary member (voting) and not to exceed three alternate members (non-voting) from a for-profit business. The initiation-fee would be one hundred dollars (\$100). The primary member can be replaced with no additional initiation fee.
- Section 5 **Dues**
Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian, district per capita dues, area per capita dues, club annual dues, and any other Rotary or district per capita assessment.

Club dues are based on an annual cycle beginning on July 1st and are set by the Board and effective upon written notice to the membership. Membership dues shall be payable in accordance with the policies of the club as established by the Board. All dues shall be paid within thirty (30) days of billing.

Members who do not pay dues within 30 days of the due date, will be notified in writing by the Treasurer, and the Board will be notified of any delinquency in dues payment. Should a member be terminated by the Board due to an extended delinquency in dues payments, reinstatement to the club is at the discretion of the Board; a second initiation fee shall not be required.

- Individual membership – The member will pay the individual dues rate.
- Family membership – Each family member will pay the individual dues rate.
- Non-profit membership – The non-profit membership organization will pay the individual dues rate.

- Corporate membership – The corporate membership will pay twice the individual dues rate.

Members that join in the first half of a billing quarter will pay the full quarter dues. Members that join in the second half of a quarter billing cycle, will start paying dues the following quarter. Dues will not be pro-rated.

Article 7 Method of Voting

The business of this club may be conducted by email vote, voice vote or show of hands except for the election of officers and board members which is conducted by paper ballot or email vote. The Board may provide a ballot for a vote on a specific resolution. Even though any club business may be conducted or voted on by email, this provision in no way is intended to discourage or limit the face to face discussion of any issue before the Club.

Article 8 Committees

Section 1 Club committees coordinate their efforts in order to achieve the club's annual goals. The following are suggested committees:

- Club Administration (the Board)
- Membership
- Program/Speakers
- Rotary Foundation
- Community Service
- Youth Service

Section 2 Additional committees may be appointed as needed.

Section 3 The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5 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 9 Finances

Section 1 Prior to each fiscal year, the Treasurer shall prepare an annual budget of estimated income and expenditures to be presented to, and approved by, the Board.

Section 2 The treasurer shall deposit club funds in financial institution(s) designated by the Board.

- Section 3 Bills are paid by the treasurer or another authorized officer when approved by the President or two other officers or board members, if the expense is less than \$500. A second authorized signature is needed on all checks over \$500.
- Section 4 A thorough annual review of all financial transactions shall be completed by a qualified person who is not the Treasurer.
- Section 5 An annual financial statement of the club shall be provided to club members.
- Section 6 The fiscal year is from 1 July to 30 June.

Article 10 Method of Electing Members

- Section 1 A member/proposer shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.
- Section 2 The Board shall ensure that the candidate meets all of Rotary's membership requirements (including adult persons of good character and good business or professional reputation).
 -For Family memberships, each candidate would need to be approved by the Board.
 -For Non-profit and Corporate membership candidates, the primary candidate and any alternates would need to be approved by the Board. In addition, any candidate to replace a primary or alternate member would need to be approved by the Board.
- Section 3 The Board shall approve or reject the candidate's membership within ten (10) days and shall notify the proposer of its decision.
- Section 4 If the decision of the Board is favorable, the prospective member is invited to participate in the new member procedure including an informational Rotary Club orientation (Fireside Chat) to be educated about Rotary and membership requirements. The prospective member will be asked to sign the membership proposal form and to allow their name and proposed classification to be conveyed to the club in a 7-day letter.
- For Family memberships, each candidate would be required to participate in the new member procedure.
 - For Non-profit and Corporate membership candidates, the primary candidate and any alternates would be required to participate in the new member procedure. In addition, any candidate to replace a primary or alternate member would be required to participate in the new member procedure.

Section 5 If no member of the club submits a written objection including reasons for the objection, to the Board within seven (7) days after the club is notified of the prospective member, that person, upon payment of the initiation fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after initiation fee payment.

Section 6 The club may elect honorary members proposed by the Board. Honorary membership is used to recognize people who have distinguished themselves by meritorious service and embody Rotary ideals, or those considered Friends of Rotary for their support of Rotary causes.
Honorary members are exempt from paying RI dues, have no vote in Rotary matters, are not eligible to hold any club office and are not included in a club's membership numbers in Rotary's database. Active members are called Rotarians, while honorary members are called honorary Rotarians.

Article 11 Resolutions

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall first be sent to the Board for discussion. If approved by the Board the item will be placed on an agenda for discussion and action.

Article-12 Amendments

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