

BYLAWS OF THE ROTARY CLUB OF SAN BERNARDINO

ARTICLE 1 DEFINITIONS

1. Club: The Rotary Club of San Bernardino.
2. Board: The Board of Directors of the club.
3. Director: A member of the club's Board of Directors.
4. Member: A member, other than an honorary member, of the club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on July 1.
7. Annual Meeting: The meeting of members in December of each year for election of officers and directors.

ARTICLE 2 BOARD

The governing body of the club shall be the board consisting of 9 members, namely, the president, president-elect, secretary, treasurer, immediate past president, and the 4 directors elected in accordance with Article 3 of these bylaws.

ARTICLE 3 ELECTION OF DIRECTORS AND OFFICERS

Section 1 – Nominating Committee. At least two months prior to the annual meeting, the president, with approval of the board, shall appoint a 3 person nominating committee comprised of club members. If possible, the immediate past president shall serve as chairperson. Immediately thereafter, the president shall: (1) establish a date for a nominating meeting to take place within 4 weeks and (2) give notice to all members of this club of the names of the members of the nominating committee. The nominating committee shall canvass the membership of the club for nominees for the positions of president-elect, secretary, treasurer, and 2 directors.

Section 2 – Nominating Meeting. At the nominating meeting the nominations of the nominating committee shall be announced, and the presiding officer shall ask the members for further nominations for president-elect, secretary, treasurer, and 2 directors. If as to any or all of the above positions there is only one nominee, the presiding officer may entertain a motion to elect such nominated persons to the office for which nominated and such person(s) may be approved by unanimous voice vote of the members. As to any position as to which there are multiple candidates or a unanimous voice vote approval is not obtained, the balloting procedure described in Section 3 shall be followed.

Section 3 – Election. Subject to the preceding sentences, the nominations duly made shall be placed on a ballot and shall be voted for at the annual meeting. The candidates for president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 2 candidates for director receiving the highest number of votes shall be declared elected as directors.

Section 4 – Term of Office. The candidate for president-elect so elected shall be referred to as the president-nominee immediately upon his/her election and for the year commencing on the first day of July next following the election shall serve as a director. Subject to meeting the qualifications for serving as president set forth in paragraph (c) of Section 5 of Article 10 of the club's constitution, such president-elect shall assume office as president on 1 July of the following year and serve as president for

one year and until a successor president assumes office. The secretary and treasurer shall serve for one year and until their successors assume office. The 2 directors newly elected shall serve for two years and until their successors assume office.

Section 5 – *Composition of the Board.* The officers and directors, so elected, together with the immediate past president shall constitute the board.

Section 6 – *Board Vacancy.* A vacancy in the board or any office shall be filled by action of the remaining members of the board.

Section 7 – *Officer-Elect or Director-Elect Vacancy.* 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 ADMINISTRATION

Section 1 – *President.* It shall be the duty of the president to preside at meetings of the club and the board, assure that all club obligations are accomplished, and to perform other duties as usually pertain to the office of president.

Section 2 – *President-elect.* It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president, to serve as a director, and to perform such other duties as may be prescribed by the president or the Board.

Section 3 – *Secretary.* It shall be the duty of the secretary to record and preserve the minutes of all meetings of the board, meetings of committees, and meetings at which actions are taken; give special attention to the Club's Constitution, bylaws, and the club obligations set forth below; and perform other duties as usually pertain to the office of secretary. Minutes of meetings shall also be posted on the club's website. Upon retirement from office, the secretary shall turn over to the incoming secretary or to the president all of their minutes and membership and attendance records and reports.

Section 4 – *Treasurer.* It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club annually and at any other time upon demand by the Board; give special attention to all legal filing requirements related to financial matters; and to perform other duties as usually pertain to the office of treasurer. The annual accountings shall be posted on the club's website. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, and any other club property.

Section 5 – *President-nominee.* President-nominee is a designation of status, not an office. It is expected that the president-nominee, whether or not a director, will attend meetings of the board, become familiar with the club leadership plan, be aware of the operations of the club, provide input as to club appointments and projects which are expected to last more than one year, and begin preparing for the role of president.

Section 6 – *Club Obligations.* The club shall keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; report as required to RI, including the semiannual reports of membership on January 1 and July 1 of each year, which shall include per capita dues for all members and prorated 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; and collect and remit RI official magazine subscriptions.

ARTICLE 5 MEETINGS

Section 1 – Annual Meeting. An annual meeting of the members of this club shall be held on the day of the week of regular meetings not later than the 31st day of December in each year as specifically set by the board after consideration of the recommendation of the president, at which time the election of officers and directors to serve for the ensuing year shall take place. Minutes of the annual meeting shall be posted on the club's website.

Section 2 – Regular Meetings of Members. The regular meetings of this club shall be held twice each month at a specific time and place determined by the board and ratified by the members. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

Section 3 – Member's Attendance. All members (except members excused by the board) in good standing in this club on the day of regular and annual meetings 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 meeting, either at this club or at any other Rotary club, or as otherwise provided in the club constitution, Article 9, sections 1 and 2.

Section 4 – Quorum of Members. One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 5 – 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 and for paying for meals for a specified length of time.

(Note: Such leave of absence does operate to prevent a forfeiture of membership and 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.)

Section 6 – Board Meetings. Regular meetings of the board shall be held at least once every month at such time and place as the board may set. 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.

Section 7 – Quorum of Directors. One third of the directors shall constitute a quorum of the board.

ARTICLE 6 FEES AND DUES

Section 1 – Admission Fee. The admission fee 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 – Dues. The annual membership dues shall be determined by the board payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Section 3 – Establishment of Fees and Dues. The board may determine and fix the admission fee and the dues from time to time. However, any increase in the dues shall be submitted to the general membership for ratification within one month after adoption by the board and shall become effective only after approval by a majority of the members present at a meeting with a quorum present and of

which a notice of the proposed dues increase shall have been mailed or emailed to each member at least 10 days before the meeting.

ARTICLE 7 METHOD OF VOTING

The business of this club shall be transacted by voice vote except the election of officers and directors, which shall be by ballot (except if there is only one nominee for an office or directorship). The board may determine that a specific resolution be considered by ballot rather than by voice vote.

ARTICLE 8 FIVE AVENUES OF SERVICE

The five avenues of service are the philosophical and practical framework for the work of this Rotary club. They are club service, vocational service, community service, new generation service, and international service. This club will be active in each of the five avenues of service.

ARTICLE 9 COMMITTEES

Section 1 – Purpose and Membership. Club committees are charged with carrying out the annual and long-range goals of the club based on the five avenues of service. The president-elect, president, president-nominee, 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 two years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies and appointing committee chairs, and conducting planning meetings at least three months prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

Section 2 – Standing Committees. Standing committees should be appointed as follows:

- *Membership* – This committee should develop and implement a comprehensive plan for the recruitment and education of new members and their retention.
- *Club Public Relations* – This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities such as media relations, club website, and promotional activities and should oversee any public relations sub-committees.
- *Program* – This committee is responsible for arranging programs for meetings.
- *Club Administration* – This committee should conduct activities associated with the effective operation of the club such setting up the meeting room for club meetings and preparing and disseminating the club bulletin, and should oversee all administrative sub-committees.
- *Service Projects* – This committee should develop and implement educational, humanitarian, and vocational projects that support the club's five avenues of service, address the needs of the local community and communities in other countries, and should oversee all service sub-committees.
- *Rotary Foundation* – This committee should develop and implement plans to support The

Rotary Foundation through both financial contributions and program participation.

- *New Generations* – This committee should develop plans and implement Rotary Life/Interact, RYLA, Rotaract, Youth Exchange, and other programs supporting youth and younger members.

Section 3 – *Ad Hoc Committees.* Additional ad hoc committees may be appointed as needed.

Section 4 – *Committee Function.*

- a. The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
- b. 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.
- c. 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 the board on all committee activities.

Section 5 – *Committee Duties.*

- a. The duties of all 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. The service projects committee will consider the avenues of vocational service, community service, new generations, and international service when developing plans for the year.
- b. 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 10 FINANCES

Section 1 – *Budget.* Prior to the beginning of each fiscal year, the president-elect shall draft a club budget and a foundation budget of estimated income and expenses in consultation with the president and treasurer. The board shall amend the draft budgets, as necessary, and pass the final budgets no later than the June board meeting. The club and foundation budgets shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The club's budget shall deal with club operations, and the club's charitable/service operations shall be conducted through the San Bernardino Rotary Foundation.

Section 2 – *Deposits.* The treasurer shall deposit all club funds in a bank or savings and loan, named by the board. Any funds received by the club which are for charitable/service activities shall be immediately transferred to the San Bernardino Rotary Foundation.

Section 3 – Expenses. All bills shall be paid by the treasurer or other authorized officer only when approved by one other officers or directors.

Section 4 – Review. A thorough audit or review of all financial transactions by a certified public accountant or other qualified person shall be made once each year. All audits or reviews shall also be posted to the portion of the club’s website accessible to club members.

Section 5 – Bond. Officers having charge or control of club funds shall give bond if 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 – Collection of Dues. The fiscal year of this club shall extend from July 1 to June 30, and for the collection of members’ dues shall be divided into two (2) semiannual periods extending from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

ARTICLE 11 METHOD OF ELECTING MEMBERS

Section 1 – Prospective Member. The name of a prospective member, proposed by an active member of the club, shall be submitted on a membership application form to the club secretary who shall present it to the membership chair, the club officers, and directors. 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 – Membership Requirements. The membership committee shall ensure that the prospect meets all the classification and membership requirements of the standard Rotary Club Constitution and send by mail, FAX, or e-mail a report of their conclusions to each director about the prospect.

Section 3 – Board Review. Within 2 weeks of dissemination of the membership committee’s report on the prospect:

- The board shall act on approval of the prospect for membership (if there is such a meeting within said 2 weeks), or
- Each director shall send to the president by mail, FAX, or e-mail his/her approval or disapproval of the proposal.

In either case, the president shall confirm whether the prospect has been approved and the club secretary shall then immediately notify the proposer of the action of the board at a meeting or the actions by the directors.

Section 4 – Notice to Members. Upon approval of the prospective member by either of the methods described in Section 3 above, (1) the club secretary shall notify by mail, e-mail, or FAX all members of the proposed member and provide them access to his or her application information, and (2) 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 his or her name and proposed classification to be published to the club.

Section 5 – Election to Membership. If no written objection to the proposal, stating reasons, is received by the president or secretary from any member of the Club within seven (7) days following transmittal of the information about the prospective member to the members, 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 president or secretary, the board 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 – Induction. 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 and the president will assign a member as mentor to assist with the new member's assimilation to the club as well as assign the new member to a club committee or project.

Section 7 – Honorary, Associate, and Family Memberships. The club may elect, in accordance with the club constitution, honorary, associate &/or family members proposed by the board.

ARTICLE 12 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.

ARTICLE 13 HONORS AND AWARDS

Annually, the board shall consider and may bestow any or all of the following or other honors or awards:

- a. *Rotarian of the Year.* The president may recommend to the board the member who in his or her estimation has best exemplified "service above self" during the president's term in office. The award is to be announced at the demotion party.
- b. *Rookie of the Year.* The president may recommend to the board the member who during his or her first 6 to 18 months in the club has in the president's estimation best exemplified "service above self" during the president's term in office, as compared to other new members. The award is to be announced at the demotion party.
- c. *Life Member.* Upon receipt of a nomination petition signed by five or more members, the board shall consider bestowing the title of "Life Member." No more than one Life Member may be named each year, except that one additional Life Member may be awarded posthumously per year. Recognition as a Life Member is the highest honor of the club and is therefore intended for those members who have performed decades of dedicated service, have significantly contributed to all avenues of service, and who have earned the widespread respect and esteem of their fellow Rotarians. A member so honored must continue to pay dues and meal costs and to fulfill other obligations of membership in the club, if applicable. The award is to be announced at the demotion party.

ARTICLE 14 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 mailed or e-mailed 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.

CERTIFICATE

I certify that I am the duly elected and acting secretary of the Rotary Club of San Bernardino and that the above bylaws consisting of eight (8) pages are the bylaws of this organization as duly amended and approved at the meeting of the members thereof duly held on June 3, 2025.

EXECUTED ON June ___, 2025 in San Bernardino, California.

Lindsey Cobaugh, Secretary

Approved:

Dr. Bill Orr, President

EXECUTED ON JUNE 10, 2025 – SIGNATURES ON FILE