

**RESTATED BYLAWS OF THE ROTARY CLUB OF RANCHO SANTA FE**  
**(Restated September 16, 2011)**  
**(An Unincorporated Nonprofit Association Under California Corporations Code sections**  
**18020, and 18035)**

**ARTICLE I**  
**ELECTION OF DIRECTORS AND OFFICERS**

**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 Rotary Club of Rancho Santa Fe (the "Club") for president, president-elect, secretary, treasurer, and ten members of the board of directors (the "Board"). The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the Board may determine. If it is determined to have a nominating committee, such committee shall be appointed by the Board. The use of a nominating committee shall be in the sole discretion of the Board. 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. The candidates for president, secretary, treasurer receiving a majority of the votes shall be declared elected to their respective offices. The ten candidates for director receiving a majority of the votes shall be declared elected as directors. The president elected 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 2**

The officers and directors, so elected, together with the immediate past president shall constitute the Board. Within one month after their election, the president-elect shall nominate and the Board shall elect some member of the Club to act as sergeant-at-arms.

**Section 3**

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

**Section 4**

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

## **Section 5**

The election of officers and directors shall take place no later than 31 December.

## **ARTICLE II BOARD OF DIRECTORS**

The governing body of this Club shall be the Board consisting of 15 members of this Club, namely, ten directors elected in accordance with article I, section 1 of these bylaws, the president, president-elect, secretary, treasurer, and the immediate past president.

## **ARTICLE III DUTIES OF OFFICERS**

### **Section 1 - *President.***

It shall be the duty of the president to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertain to the office of president.

### **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 member of the Board and to perform such other duties as may be prescribed by the president or the Board and to preside at meetings of the Club and Board in the absence of the president.

### **Section 4 - *Secretary.***

It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club, Board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International ("RI"), including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year; and which shall include prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period; the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the Club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit to RI subscriptions to THE ROTARIAN; and perform such other duties as usually pertain to the office of secretary. The Club may employ an administrative assistant to assist the secretary in these duties. The compensation for the administrative assistant shall be determined by the Board.

**Section 5 - Treasurer.**

It shall be the duty of the treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board, and to perform such other duties as ordinarily pertain to the office of treasurer. 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.

**Section 6 - Sergeant-at-Arms.**

The duties of the sergeant-at-arms shall be such as are ordinarily prescribed for such office and such other duties as may be prescribed by the president or the Board.

**ARTICLE IV  
MEETINGS**

**Section 1 - Annual Meeting.**

An annual meeting of the Club shall be held on the second meeting of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2**

The regular weekly meetings of the Club shall be held on Mondays at 12:15 p.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 (or member excused by the Board, pursuant to article VIII, section 2(b) of the standard Rotary Club Constitution) in good standing in the Club, on the day of the regular meeting, 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 regular meeting, either at the Club or at any other Rotary Club, or as otherwise provided in the standard Rotary Club Constitution, article VIII, section 1.

**Section 3**

One-third of the membership shall constitute a quorum at the annual and regular meetings of the Club.

**Section 4**

Regular meetings of the Board shall be held on the third Friday of each month. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

**Section 5**

A majority of the Board members shall constitute a quorum of the Board.

**ARTICLE V  
FEES AND DUES**

**Section 1**

An admission fee shall be paid before the applicant can become a member. The amount of admission shall be determined by the Board.

**Section 2**

The membership dues shall be \$380.00 per annum, or other sum required by RI (not including contributions to Rotary International Foundation or meals), payable quarterly beginning on the first day of July, with the understanding that twelve dollars (US\$12.00) shall be applied to each member's subscription to THE ROTARIAN magazine.

**ARTICLE VI  
METHOD OF VOTING**

The business of this Club shall ordinarily be transacted by viva voce vote. The Board may, however, determine that the election of officers and directors and specific resolutions be considered by ballot rather than by viva voce vote. In lieu of a Board meeting, a Board resolution may be passed by unanimous written consent and such consents may be transmitted to the president via email or facsimile transmission.

**ARTICLE VII  
COMMITTEES**

Club committees are charged with carrying out the annual and long-range strategic goals of the Club. The president, president-elect, and immediate past president shall work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees shall be appointed as follows:

**Bulletin Committee:**

This committee shall endeavor, through the publishing of a weekly Club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its members, and of the worldwide Rotary program.

**Demotion Dinner Committee:**

The president-elect and the two most immediate past presidents shall chair this committee. This committee shall be in charge of the annual Demotion Dinner for the outgoing president. This event shall be held in the last week of June.

**Fall Festival Committee:**

This committee shall be in charge of the annual Rotary Fall Festival event held during Rancho Days.

**Grants Committee:**

This committee shall be in charge of the grant application process regarding Club funds. The Board shall have final approval of all grants approved by this committee.

**Membership Committee:**

This committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

**Programs Committee:**

This committee shall prepare and arrange the programs for the regular and special meetings of the Club.

**Website Committee:**

This committee shall establish and maintain a Club website.

Additional ad hoc committees may be appointed as needed. These additional ad hoc committees may include, but are not limited to, the First Responder's Annual Dinner, Rotarians At Work Day, and other service projects.

(a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact such 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 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 VIII  
DUTIES OF COMMITTEES**

Each year, the duties of all committees shall be established and reviewed by the president for such year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service.

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 responsibility of the chair of each committee to prepare these goals and action plans. It shall be the primary responsibility of the president-elect to oversee preparation of such mandates, goals and plans, and to present them to the Board for approval, in advance of the commencement of such year.

**ARTICLE IX  
LEAVE OF ABSENCE**

Upon written application to the Board by a member, setting forth good and sufficient cause, leave of absence may be granted excusing such member from attending the meetings of the Club for a specified length of time.

Such leave of absence prevents a forfeiture of membership for non-attendance, but it does not 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 article VIII, section 2(b) of the standard Rotary Club constitution is not computed in the attendance record of the Club.)

**ARTICLE X  
FINANCES**

**Section 1**

The treasurer shall deposit all funds of the Club in some bank to be named by the Board. The persons authorized to sign checks and to deal with bank matters shall be the president, treasurer, club member, or a director given signature authority by the Board.

**Section 2**

All bills shall be paid by the treasurer when approved by one of the following: (a) the president, (b) the Board, or (3) by two officers.

**Section 3**

A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions.

#### **Section 4**

The fiscal year of this Club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods as set by the Board.

#### **Section 5**

At the beginning of each fiscal year, the president shall prepare or cause to be prepared a budget of estimated income and estimated 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.

### **ARTICLE XI 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 either the chair of the membership committee or the Club secretary. 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 article.

#### **Section 2**

The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer of its decision.

#### **Section 3**

If the decision of the Board is favorable, 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 4**

If no written objection to the proposal, stating reasons, is received by the Board from any member (other than an honorary member) of the Club within ten (10) 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 honorary membership) shall be considered to be elected to membership.

## **Section 6**

Following the election, the president shall arrange for the induction of the new member; the Club secretary shall report the new member to RI; and the Rotary membership committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

## **ARTICLE XII 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 XIII ORDER OF CLUB MEETINGS**

To include the following:

Meeting called to order.

Pledge of Allegiance.

Prayer (or silence).

Introduction of visiting Rotarians.

Announcements.

Address or other program features.

Rotary Pledge (4 Way Test).

Adjournment.

## **ARTICLE XIV 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 to each member at least ten (10) days before such meeting. In the alternative, these bylaws may be amended by the Board, a quorum being present, by a two-thirds vote of all directors present. No amendment of these bylaws may be made which is not consistent with the Standard Rotary Club Constitution and Bylaws of RI.