

RESTATED BYLAWS OF THE ROTARY CLUB OF RANCHO SANTA FE
(Restated June, 2018)
An Unincorporated Nonprofit Association Under California Corporations Code sections
18020, and 18035

ARTICLE 1
ELECTION OF DIRECTORS AND OFFICERS

Section 1

No later than March 1st of each year The Club, through its Board of Directors, shall call a meeting of the club past presidents, who are Members in good standing of the club, to serve as the nominating committee to nominate upcoming president-elect and president-nominee. The club past presidents shall inform the club Board of their nominee recommendations. The club Board will then vote to present the nominations to the Club membership for affirmation and approval. Club Members are free to make nominations from the floor and, when made, will be added to the list of nominees to be voted on by the membership. Once elected, the president-elect shall identify his/her candidates to fill the following officers and board members to serve as the Board of Directors under his/her club presidency.

1. treasurer
2. secretary
3. ten (10) club members to serve as directors, at least 6 of which must have served as directors the immediate year preceding the new president's term.

In addition to the above, the Club board shall consist of the president, the immediate past president, the president-elect, the president-nominee (if one), and the chairman of the Rancho Santa Fe Rotary Foundation.

No later than June 1st of each year the president-elect (incoming president) shall present his/her Board Member and officer candidates, including the sergeant of arms, to the current Board to review and vote to present the nominees to the club membership for affirmation and approval. The nominees shall be presented to the club, no later than June 30th each year. Club Members are free to make nominations from the floor and, when made, will be added to the list of nominees to be voted on by the membership.

The president-elect, and president-nominee, after election and affirmation by a vote of the club, shall serve as members of the Board for the year commencing on the first day of July following the election, and shall assume the officer roles on the first day of July immediately following the year of service on the Board.

Section 2

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

Section 3

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 4

The election of the president-elect and the president-nominee shall take place no later than March 31st.

ARTICLE 2 BOARD OF DIRECTORS

The governing body of this club shall be the Board of Directors consisting of 17 members of this club, namely, ten directors elected in accordance with Article I, section 1 of these bylaws, the president, president-elect, president-nominee, secretary, treasurer, the immediate past president, and the chairman of the Rancho Santa Fe Rotary Foundation.

ARTICLE 3 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, including the creation of the club's calendar year operating budget to be presented for approval of the Board by January 31st of each year. The president shall also be responsible to ensure that members, who may be past due on their club dues are contacted by the president or a board member appointed by the president, to facilitate the resolution and collection of those amounts past due in the manner set forth in Article 13 section 2 (a.), 1-3 of the Rancho Santa Fe Rotary Constitution.

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, to preside at meetings of the club and Board in the absence of the president and to assist in the creation of the club's operating budget for presentation to the board.

Section 4 - *Secretary.*

It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, if requested by the Board, 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"), which shall be made to the general secretary of RI on the dates required and which shall include prorated reports to the general secretary on October 1st and April 1st of each active Member who has been elected to membership in the club since the start of the July or January semi-annual reporting period; the report of changes in membership, which shall be made to the general secretary of RI, as

required to determine the number of members at the end of June and January of each year, which shall be made to the district governor on the dates required, 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, if one is utilized, 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 monthly and at any other time upon demand by the Board, and to perform such other duties as ordinarily pertain to the office of treasurer including but not limited to participating with the president and the president-elect in formulating the club's annual operating budget to be approved by the Board by January 31st of each year. Upon retirement or vacating 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 4
MEETINGS**

Section 1 - Annual Meeting.

An annual meeting of the club shall be held between January 1st and March 31st each year, at which time the election of the president-elect and/or the president-nominee to serve for the ensuing year and the year after that, shall take place.

Section 2

The regular weekly meetings of the club shall be held on Wednesday at 12:00 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 are encouraged to participate in these meetings.

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 second Wednesday 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 5 MEMBERSHIP

Section 1 - *General Qualifications.*

This club shall be composed of adult persons (minimum age of 18) of good character and good business, professional and/or community reputation.

Section 2 - *Kinds.*

This club shall have the kinds/types of membership as the board, after presentation to the club, believes is in the best interest of the club. The proposed membership types shall be offered upon the majority favorable vote of the club Members.

Section 3 - *Active Membership.*

A person possessing the qualifications set forth in Article 5, section 2 of this Rotary Club of Rancho Santa Fe constitution may be elected to active membership in this club.

Section 4 - *Transferring or Former Rotarian.*

(a) *Potential Members.* A Member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club or has received the approval of the Boards of Directors of the proposed Members current club and this club. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. Potential members of this club who are current or former members of another club who have debts to the other club are ineligible for membership in this club. This club may require that a prospective member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving notification from the board of the previous club confirming the prospective member's prior membership in that club.

(b) *Current or Former Members.* This club shall provide a statement whether money is owed to this club when requested by another club with respect to a current or former Member of this club being considered for membership in the other club.

Section 5 - *Dual Membership.*

(a) A person wishing to hold active membership in this club and another club at the same

time shall obtain the approval of both club board's in order to have membership in each club.

(b) No person shall simultaneously be a Member and an honorary member in this club.

Section 6 -Honorary Membership.

(a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one club.

(b) *Rights and Privileges.* Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such Members shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 - Holders of Public Office.

Members who are elected or appointed to public office for a specified period may continue as members in this club.

Section 8 - Rotary International Employment.

This club may retain in its membership any Member employed by RI.

**ARTICLE 6
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. Currently the membership fee is \$200.00.

Section 2

The membership dues shall be \$345.00 per quarter, payable quarterly beginning on the first day of July, with the understanding that the annual subscription cost to THE ROTARIAN magazine is included in this amount which shall be paid by the Club for each member's subscription.

ARTICLE 7
DURATION OF MEMBERSHIP

Section 1 - *Period.*

Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 - *Automatic Termination.*

(a) *Membership Qualifications.* Membership shall automatically terminate when a Member no longer meets the membership qualifications, including keeping current on club membership dues, except that:

(1) the Board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the Member to visit and become known to a Rotary Club in the new community if the Member continues to meet all conditions of club membership;

(2) the Board may allow a Member moving from the locality of this club or the surrounding area to retain membership if the Member continues to meet all conditions of club membership.

(3) the Board may grant a Member the opportunity to pay past due membership dues under a personal "Dues Repayment Plan", including a reduction of the amount owed, when the Member's inability to pay is temporary, the member has the desire to pay the past due amounts and there is a high likelihood that with some reasonable time, will actually be able to repay the past due amounts.

(b) *How to Rejoin.* When the membership of a Member has terminated as provided in sub-section (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, and if approved, a second admission fee shall not be required.

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

(a) *Process.* Any Member failing to pay dues within thirty (30) days after the prescribed time shall be notified of the past due amount, in writing, by the president or a Board member designated by the president at the Member's last known e-mail address. If the dues are not paid on or before fifteen (15) days of the date of notification, membership may be terminated, subject to the discretion of the Board exercising the Board's discretionary right to grant a "Dues Repayment Plan" as set forth in Article 13 section 2, a, (3) in the club's constitution..

(b) *Reinstatement.* The Board may reinstate the former Member to membership upon the former Member's petition and payment of all indebtedness, or a lower amount as may be determined at the discretion of the Board.

Section 4 - Termination - Other Causes.

(a) *Good Cause.* The Board may terminate the membership of any Member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the Board Members, at a meeting called for that purpose. The guiding principles for this meeting shall be Rotarian Four-Way Test; and the high ethical standards that one should hold as a Rotary Club Member.

(b) *Notice.* Prior to taking any action under subsection (a) of this section, the Member shall be given at least fifteen (15) days' written notice of such pending action and an opportunity to submit a written answer to the Board. The Member shall have the right to appear before the Board to state the Member's case. Notice shall be by personal delivery, e-mail or by registered letter to the Member's last known address.

Section 5 - Right to Appeal, Mediate or Arbitrate Termination.

(a) *Notice.* Within seven (7) days after the date of the Board's decision to terminate membership, the secretary shall give written notice of the decision to the Member. Within fifteen (15) days after the date of the notice, the Member may give written notice or e-mail notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 16.

(b) *Date for Hearing of Appeal.* In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least ten (10) days' written notice of the meeting and its special business shall be given to every member. Only Members, (no guests) shall be present when the appeal is heard.

(c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in Article 17 of the constitution.

(d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

(f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the Member may appeal to the club or arbitrate as provided in sub-section (a) of this section.

Section 6 - Board Action Final.

Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 7 - Resignation.

The resignation of any Member from this club shall be in writing, e-mail is considered sufficient, addressed to the president and/or secretary. The resignation shall be accepted by the Board. If the Member has indebtedness to this club, the club may pursue the collection of the indebtedness through the appropriate legal means.

Section 8 - Forfeiture of Property Interest.

Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the Member may have acquired any right to them upon joining the club.

Section 9 - Temporary Suspension.

Notwithstanding any provision of these Bylaws, if in the opinion of the Board:

(a) credible accusations have been made that a Member has refused or neglected to comply with these Bylaws, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the club; and

(b) those accusations, if proved, constitute good cause for terminating the membership of the Member; and

(c) it is desirable that no action should be taken in respect of the membership of the Member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and

(d) that in the best interests of the club and without any vote being taken as to his or her membership, the Member's membership should be temporarily suspended and the Member should be excluded from attendance at meetings and other activities of this club and from any office or position the Member holds within the club. For the purposes of this clause, the Member shall be excused from fulfilling any leadership responsibilities they may have; the Board may, by a vote of not less than two-thirds of the Board, temporarily suspend the Member as aforesaid for such period and on such further conditions as the Board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

ARTICLE 8 METHOD OF VOTING

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

ARTICLE 9 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 and during his/her year in office. Standing committees shall be appointed as follows:

Demotion Dinner Committee:

The president-elect and the Social Committee chairman 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.

Taste of Rancho Santa Fe Committee:

This committee shall be in charge of the annual Taste of Rancho Santa Fe event held in the fall of each year.

Spring Concert Committee:

This committee shall be in charge of the Spring Concert event held in the spring of each year.

Membership Committee:

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

Community Outreach Committee:

This committee shall identify and plan for community outreach projects for presentation to the board for approval, and to create a budget for each project to present to Rancho Santa Fe Foundation for approval of the funds to fund the project event.

Programs Committee:

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

Social Committee:

This committee shall plan and arrange the club's member socials, including the demotion dinner.

Website Committee:

This committee shall establish and maintain a club website.

Social Media Committee:

This committee shall develop and implement a consistent and comprehensive plan to post Rancho Santa Fe Rotary information and events on the major social media sites.

International Outreach Committee

This committee shall identify and plan for international outreach projects for presentation to the Board for approval, and to create a budget for each project to present to Rancho Santa Fe Foundation for approval of the funds to fund the project event provided funds are available.

Additional ad hoc committees may be appointed as needed. These additional ad hoc committees may include, but are not limited to, Rotarians at Work Day, and other club 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 and/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 10
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 11 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 no to exceed one year.

Such leave of absence prevents a forfeiture of membership for non-payment of dues. A member requesting a leave of absence will be required to pay the annual cost of the Rotary District and Rotary International Dues to be on an official Leave of Absence, unless the Board approves otherwise.

ARTICLE 12 FINANCES

Section 1

The treasurer shall deposit all funds of the club in a Federally Insured Bank to be named by the Board. The persons authorized to sign checks and to deal with bank matters shall be the president, treasurer, and an additional club Member, or a director given signature authority by the Board.

Section 2

The treasurer shall pay all budgeted bills that have been approved by the Board for events and club operations up to \$1000.00. Payments shall be made by check or on some occasions by debit card. Bills received for services and/or items that were not Board approved for events or club operations, or a bill exceeding \$1000.00, the treasurer shall get the additional approval of one of the following: (a) the president, or another Board member designated by the Board, (b) the Board, or (3) by two current Board members, other than the president or secretary designated by the Board to have joint approval authority. Notwithstanding the required approval process identified above, the treasure shall have the right to pay any bill up to, but not exceeding \$250.00. The president or the secretary is authorized to pay bills in the absence of the treasure under the same criteria as set forth immediately above.

Section 3

The Board has the authority to approve a thorough audit by a certified public accountant or other qualified person if the board determines such audit of all the club's financial transactions is in the best interest of the club.

Section 4

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 (4) quarterly periods as set by the board.

Section 5

At the beginning of each calendar year, the president, the president-elect and the treasurer shall prepare or cause to be prepared an operating budget of estimated income and estimated expenditures for the upcoming calendar year, which, having been approved and agreed to by the board, shall stand as the limit of expenditures for the respective purposes for the upcoming calendar year unless otherwise modified by action of the Board. The budget shall be created and presented to be approved by the Board no later than January 31st of each year.

ARTICLE 13 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 membership proposal within 30 days of its submission, and shall notify the membership application 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 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 who has no right to vote on any club business) 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 14 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 15 AGENDA OF CLUB MEETINGS

To include the following:

Meeting called to order.

Pledge of Allegiance.

Prayer, Moment of Silence, or the sharing of an Inspirational Thought

Introduction of visiting Guests of Club Members and visiting Rotarians

Rotarian's Announcements.

Guest program presentations or club business meeting.

Rotary Pledge (4 Way Test).

Adjournment.

ARTICLE 16 AMENDMENTS / RESTATEMENTS

These Bylaws may be amended and / or restated 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. In the alternative, these bylaws may be amended and / or restated by the Board, provided that notice of the proposed amendments and/ or restatement is mailed or e-mailed to Board Members at least five (5) days before an e-mail vote taken. A quorum needs to vote, and passage of the amendments and/or restated Bylaws must have a two-thirds vote of all Directors who cast their vote. No amendment of these Bylaws may be made which is not consistent with the Rancho Santa Fe Rotary Club Constitution and Bylaws of RI.