

Bylaws of the Rotary Club of Albuquerque Del Norte

Approved on December 18, 2019

Article 1 – Definition

1. Board: The board of directors of this club will be the officers and eight (8) directors
2. Director: A member of this club’s board of directors
3. Member: A member, other than an honorary member, of this club
4. RI: Rotary International
5. Year: The twelve-month period that begins on 1 July
6. Satellite: Group of Albuquerque Del Norte members who meet at different locations/days/times than the Host Club meetings.

Article 2 – Board

The governing body of this club shall be the board consisting of seventeen (17) members of this club, namely, eight (8) directors and the Satellite chair, elected in accordance with article 3, section 1, and article 20, section 4, of these bylaws, and the president, president-elect, president-nominee (vice president), board secretary, treasurer, the immediate past president. The positions of sergeant-at-arms and the liaison to the Satellite are appointed as non-voting board members.

Article 3 – Election of Directors and Officers

Section 1 – The president and president-elect shall meet prior to the October board meeting to select a nominating committee for the year. Potential members are to be approached about their willingness to serve. Willing nominees shall then be confirmed by the board at the October meeting.

The nominating committee will have five (5) members: president-elect, immediate past president, one member with less than five years membership, one member with between five and ten year’s membership, and one member with more than ten years membership. The three members should not be current members of the board. The names of the members of the nominating committee shall be published in the club newsletter with a request that members contact a committee member within the next thirty (30) days to nominate a fellow Rotarian and/or express their own interest in serving on the board. The nominating committee shall meet, under the leadership of the president-elect, during the month of October. The committee will seek a nomination for president-nominee (vice-president), secretary, treasurer, and directors whose terms will expire. The nominations duly made shall be placed on a ballot under each office, with space for write-in candidates, and shall be emailed out to all members and voted on at the annual meeting.

The candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and shall take office for the year commencing on the first day of July next following the election, they shall become president-elect on July 1 one year later, and they shall assume office as president on July 1 one year after that. There shall be eight (8) directors, who shall serve two-year staggered terms; four (4) directors designated as class I directors, who shall serve through June 30th of each even numbered year, and four

(4) directors designated as Class II directors, who shall serve through June 30th of each odd numbered years.

Class I Directors: Club Services
Community Services
Vocational Services
Program Services

Class II Directors: Rotary International Foundation
Membership
New Generations
Public Image

Section 2 - The officers and directors, so elected, together with the immediate past president shall constitute the board of directors.

Section 3 – A vacancy in the board of directors 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 of directors-elect, with the approval of the sitting board.

Section 5 – Qualifications for the office of president-nominee are for the members nominated for the office to have served as a director or as an officer on the Del Norte board of directors, or individuals who have served on other Rotary Club’s board of directors, with the approval/voting process of the Del Norte Rotary Club’s membership. A candidate for president must be a member of this club for at least one year before being nominated, pursuant to article 11 of the standard Rotary club constitution. If the president-nominee is a Satellite member, he/she will be required to transfer to the host club upon assuming the office of president-nominee and remain a host club member until the completion of his/her term as president.

Section 6 – All nominees for membership on the board must be in good standing with the club. A member is in good standing when he/she is current on all fees and dues.

Article 4 – Executive Secretary

In addition to the officers otherwise provided for, an Executive Secretary may be appointed by the board of directors. The Executive Secretary shall be supervised by the president, perform the duties which may be delegated to him or her by the president or the board and generally perform the active and routine work of the club to include keeping the records of membership; record the attendance at meetings; send out notice of meetings of the club, board and committees; make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including 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 semiannual reporting period; the report of changes in membership, which shall be made to the General Secretary of Rotary International; 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 official magazine subscriptions; and other duties as determined by the president and approved by the board. The duties of the Executive Secretary will be prescribed in an independent contractor agreement approved by the board and the terms of the agreement will be approved by the board.

The Executive Secretary shall be bonded at the club's expense for the faithful performance of the duties of such office and for the safe custody of funds and records entrusted to him or her.

Article 5 – 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 pertains to the office of president. The president shall select a Sergeant-at-Arms to serve during the term of the President.

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

Section 3 – President-Nominee (Vice President): It shall be the duty of the president-nominee (vice president) to preside at the meetings of the club and board in the absence of the president and president-elect, and to perform other duties as ordinarily pertain to the office. The president-nominee, or their designee, is responsible for managing the major annual fundraising event for the club.

Section 4 – Board Secretary: It shall be the duty of the board secretary to record and preserve the minutes of such meetings; and perform such other duties as usually pertain to secretarial needs.

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 quarterly to the board, or more frequently at the request of the board, and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all forms, books of accounts, and any other club property. Receipts for all expenses must be provided to the treasurer by all members.

Section 6 – Sergeant-at-Arms: The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the

president. The Sergeant-at Arms will be selected by the president and serves as a non-voting member of the board for a one year term.

Section 7 – Satellite Chair: It shall be the duty of the Satellite Chair to preside at Satellite meetings and to perform such other duties as prescribed by the president or as pertain to the operation of the Satellite in accordance with article 20 of these bylaws.

Article 6 – Club Assemblies/Meetings

Section 1 – Semi-Annual Club Assemblies: The newly installed club president will convene a club assembly in July to review and vote on the proposed annual budget. Bylaw changes shall be reviewed as deemed necessary by the president, and voted on by the board, and by the members. The club will also hold a club assembly in December to elect officer and directors for the upcoming fiscal year.

Section 2 - The regular weekly meeting of this club shall be held on Wednesday at 12:00/noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club at least one week in advance. All members, excepting honorary members (or member excused by the board of directors of the club, pursuant to article 8 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 this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 10. When absences exceed the specified amount, and the requirements of attendance stated in the Constitution are not met, it shall be the decision of the board to retain or remove such members from the rolls.

Section 3 – One third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular meetings of the board shall be held on the third Tuesday of each month, or as set by the president with the approval of the board. 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 voting board members shall constitute a quorum of the board.

Article 7 – Fees and Dues

Section 1 – The club will charge all fees and dues to a debit/credit card account provided by all club members. Members may make a request to the board in writing to be billed manually. Members will notify the Executive Secretary when their credit card account is renewed with a new renewal date or the account number is changed. The Executive Secretary will inform the members prior to assessing the fees/dues.

Section 2 – The application fee shall be \$100 for new Host club members and \$50 for new Satellite members), to be paid before the applicant can qualify as a member.

Section 3 – The membership dues shall be set by the board and approved by the membership, payable quarterly, on the first day of January, first day of April, first day of July, and the first day of October with the understanding that a portion of each quarterly payment shall be applied to each member’s subscription to the RI official magazine.

Section 4 – Each member of the club will be assessed dues of \$25.00 per annum for the Rotary Del Norte Foundation, payable on July 1.

Section 5 – Each member of the club will be assessed \$100.00 for the Every Rotarian/Every Year (EREY) Program, payable at \$25.00 each quarter, pending their approval.

Section 6 – Members may be exempt from eating and paying for the weekly meal charge due to a medical necessity upon approval of the board. Requests for this exemption must be made in writing and, if approved, it shall be renewed periodically as requested by the board. A service fee will be charged per meeting for such exempted members, to help cover the overhead fee charged by the hotel.

Article 8 – Method of Voting

The club shall send out an email ballot to all members two weeks in advance of the December annual meeting, listing the nominees. The members will vote on the nominees at the annual meeting. If any member is not able to attend the annual meeting, they should return the email ballot to the president by the day before the annual meeting. If there are no floor nominations, the vote may be by *viva voce*. If there are additional nominees from the floor and the election of an officer or director is contested, the club will conduct an anonymous vote of those in attendance by paper ballot.

Article 9 – Committees

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-nominee, president 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 three years to ensure consistency. The president-elect is responsible for appointing committee chairs and conducting planning meetings prior to the start of their year in office.

Section 1

- (a) The nominating committee shall, subject to the approval of the board, nominate directors to be voted on by the members for the following standing committees:
- Club Service Committee
 - Program Service Committee
 - Vocational Service Committee

Community Service Committee
Rotary International Foundation Committee
Membership Committee
New Generations Committee
Public Image Committee

- (b) The president may, subject to the approval of the board, also appoint such other committees as they deem necessary.
- (c) The Club Service Committee, Program Service Committee, Vocational Service Committee, Community Services Committee, Rotary International Foundation Committee, Membership Committee, Public Image Committee and New Generations Committee shall each be chaired by the director elected to each position, for the term of their directorship, and have not less than two (2) other members.
- (d) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (e) Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board.
- (f) Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2 – Club Service Committee

The Chairman of the Club Service Committee shall be responsible for all local Club Services activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Services.

Section 3 – Program Services Committee

The chairperson will be responsible for arranging informative and entertaining speakers/programs and for coordinating all programs with the guest presenter, the Sergeant-at Arms and the Executive Secretary.

Section 4 – Community Service Committee

The chairman of the Community Service Committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community services.

Section 5 – Membership Committee

The chair of the Membership Committee shall be responsible overseeing and coordinating the work of the committees appointed to all membership functions. The Membership Committee should develop and implement a comprehensive plan for the recruitment and retention of members.

Section 6 – Vocational Service Committee

The chairman of the Vocational Service Committee shall be responsible for all vocational service activities and shall supervise and coordinate the work of all committees appointed on particular phases of vocational service.

Section 7 – Rotary International Foundation Committee

The chairman of the Rotary International Foundation Committee shall be responsible for all international service programs and shall supervise and coordinate the work of all committees appointed on particular phases of international service.

Section 8 – New Generations Committee

The chairman of the New Generations Committee shall be responsible for all youth service activities and shall supervise and coordinate the work of all committees appointed on particular phases of youth service.

Section 9 – Public Image Committee

The chair of the Public Image Committee shall be responsible for all Social Media; Internet, Advertising which may include but are not limited to: Facebook and Twitter Pages; Quick Response (QR); LinkedIn and the Del Norte Rotary Club’s website.

Article 11 – Duties of Committees

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 make reference to appropriate RI materials. The board will consider all committees when developing plans for the year.

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 12 – 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 meeting of the club for a specified length of time, not to exceed six (6) months without re-approval of the board.

Section 1 – Leave of Absence Policy

Members in good standing and current with financial obligations may request a leave of absence to attend to personal or work situations that may interfere with Rotary obligations. Leave of absence requests are to be written or emailed and addressed to the Executive Secretary. The board will evaluate and discuss requests at its monthly board meeting. Leaves of absence shall be for not less than thirty (30) days and no longer than six (6) months. A leave of absence can extend for an additional period of time upon approval of the board.

Section 2 – Military Orders

In the event of a leave of absence due to being placed on active duty military orders, the member shall not be responsible for dues for the duration of the leave of absence.

(NOTE: Such leave of absence does operate to prevent a forfeiture of membership; 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 article 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article 13- Finances

Section 1 – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 - The treasurer shall deposit all club funds in a bank, named by the board.

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

Section 4 – A thorough review of all financial transactions by a qualified person, appointed by the president, shall be made once a year.

Section 5 – Officers having charge or control of club funds shall give bond as 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 – 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 four (4) quarterly periods, payable on the first day of January, first day of April, first day of July, and the first day of October. 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.

Section 7 – Within ninety (90) days of the end of each fiscal year, the Treasurer shall prepare a financial statement for the club, including balance sheet and income statement as of the fiscal year end, and present a verbal financial report of the financial condition of the club to the membership at a general membership meeting.

Section 8 – Within sixty (60) days of the completion of any fund-raising activity, the committee will give the board of directors a complete, written financial report of said activity.

Article 14 – 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 the executive 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 procedure. The proposal should include a personal/business bio, which should be sent to all board members by the executive secretary prior to voting on the proposal.

Section 2 – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the executive secretary, of its decision.

Section 4 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and the privileges and responsibility of membership, including the costs associated with membership, and expectations of involvement in one or more club committees, 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 – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the ~~admission~~ application 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 application fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 - Following the election, the executive secretary shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the executive secretary will report the new member information to RI and the president or designee will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 15 – Foundation

Section 1 – There shall be a Foundation of the Rotary Club of Albuquerque Del Norte to be established and operated in accordance with the provisions of their bylaws. All club members are members of the Rotary Del Norte Foundation.

Section 2 – Gifts or bequests of money or property or income received by the Rotary Club of Albuquerque Del Norte designated as gifts to the Foundation, as authorized by the board, shall become the property of the Rotary Del Norte Foundation.

Article 16 – 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 without discussion.

Article 17 – Order of Business

The following items may be included in the order of business at regular club meetings.

Meeting call to order

Introduction of visitor

Correspondence, announcements and Rotary Information

Committee reports, if any

Any unfinished business

Any new business

Address or other programs features

Adjournment

Article 18 – Amendments

These bylaws may be amended at any regular meeting of the club, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been published to each member at least ten (10) days before such meetings. 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. Voting will be done by written ballot.

Article 19 – Indemnification of Members, Officers and Directors

Provided the finances of Rotary Club of Albuquerque Del Norte (“the Club”) permits and that such insurance is offered by Rotary International at reasonable rates, the club shall provide Director and Officer (D & O) coverage for the benefit of its directors and officers.

Members of the Club serving as officers and directors of the Club may, in the discretion of the board of directors of the Club, with such relief to be applied on a nondiscriminatory basis, be indemnified by the Club against claims, damages, penalties, fines, liability and losses incurred by reason of a Member serving or having served as an Officer or Director of the Club. Such indemnification may extend to, but shall not necessary be limited to, costs and attorneys’ fees, actually and reasonably incurred in connection with the defense of any claim, suit, or proceeding, whether criminal or civil, to which such person is made party by reason of such person serving, or having served, as an Officer or Director of the Club together with any amounts paid by such person to satisfy a judgment or to compromise or settle a claim. No Officer or Director of the Club shall, however, be indemnified for such person’s gross negligence or intentional acts giving rise to a claim against such persons or if such person shall be found by the board

of director of the Club to have breached the duties required of such person under these Bylaws as an Officer's or Director of the Club. Advance indemnification may be allowed to provide for an Officer's or Director's defense to any action, suit or proceeding brought against such person, with the understanding that, if such person's actions are found to be grossly negligent or intentional or a breach of such person's duties as an Officer or Director of the Club, such person shall be required to refund to the club any amounts so advanced. Indemnification shall not be give, in any event, for an amount in excess of the amount for which an Officer or Director of the club shall be out of pocket in any action against such person. Indemnification shall not, however, prevent any Officer or Director of the Club from pursuing any other remedy, either in equity or law, to which such officer or Director may be otherwise entitled.

Article 20 - Satellite

Section 1- Name. The Rotary Club of Albuquerque Del Norte Satellite will be referred to and recognized as Satellite. The Rotary Club of Albuquerque Del Norte shall be referred to as the Host Club.

Section 2 - Statement of Purpose. The purpose of the Satellite is to provide an alternative time and meeting place for qualified professionals and individuals in our community who would like to be Rotarians, but cannot attend the current weekly meetings of the Host Club due to financial, career or family considerations. The members of the Satellite will be regular members of the Rotary Club of Albuquerque Del Norte and enjoy all the rights and privileges of the membership. Both the Satellite and the Host Club may expect support and participation in activities and events from the joint members.

Section 3 - Working Relationship.

- (a) The Satellite will operate under the Constitution, Bylaws and Rules of the Host Club, as amended here.
- (b) The Satellite may enact its own By-laws and Rules that are not in direct conflict with these By-laws and Rules of the Host Club.
- (c) The Host Club remains the sole contact for any direct official business and contact with Rotary International. The Satellite does not have an identity apart from the Host Club with Rotary International.
- (d) Satellite members are assigned Rotary International Member Numbers and have access to 'My Rotary' and are encouraged to take advantage of the features of that site, as well as to participate in all training: Red Badge, PETS, Rotary Leadership Institute, District 5520 Conference and any other activity that will enhance knowledge or further Rotary objectives.
- (e) **Satellite Reporting Procedure.** The Satellite shall, submit to the president and board of the Host Club a monthly report on membership, activities and programs, for inclusion in the Host Club's reports for its annual general meeting and such other reports as may, from time to time, be required by the Host Club.
- (f) The Satellite shall coordinate its events and projects with the Host Club through its communication with the board to ensure no scheduling conflicts occur.
- (g) The Satellite members shall contribute to the Rotary Foundation and Del Norte Foundation in the same fashion as other members of the Host Club.

- (h) The Satellite members are encouraged to participate in all Club Assemblies that identify club goals and objectives for the year and to provide their own Satellite anticipated goals and objectives at the same time. The Satellite members are expected to participate in at least one regular meeting of the Host Club each quarter.

Section 4 - Operations.

- (a) The Del Norte Rotary Board of Directors shall appoint at least one Host Club member to serve as Liaison to the Satellite and they are expected to attend meetings of the Satellite on a regular basis and attend meetings of the board of directors as a non-voting member.
- (b) The Satellite shall elect a Chairperson to serve as a voting member on the board of directors and will attend monthly board meetings. The election of the Chairperson shall occur in December of each year.
- (c) The Satellite will set its own goals at each of the levels of Rotary service—community, club, vocational, new generations and Rotary Foundation.
- (d) Satellite shall meet or hold activities a minimum of twice a month, as decided by the Satellite membership. 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 this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution.
- (e) The Satellite shall submit attendance data from membership meetings, committee meetings, service projects, fundraisers and any other Rotary functions to the Host Club Executive Secretary immediately following the event so that attendance may be properly credited.

Section 5 - Finances.

- (a) Membership dues shall be determined, set, and collected by the Host Club with the aid of the Satellite Chairperson and will cover the same obligations as those for Host Club members.
- (b) Administration, club financials, membership reports, semi-annual reports, etc. are the responsibility of the Host Club and are derived from the Satellite reports.
- (c) The Satellite shall not have a Treasurer or bank account separate from the Host Club, but the Host Club Treasurer shall maintain a separate accounting of Satellite funds. Receipts must be provided to Host Club Treasurer for all expenses.

Section 6 - Dissolution.

- (a) As constituted, the membership of the Satellite is tied to Rotary International through membership in the Host Club. That relationship will change only upon the Satellite determination to request the Host Club to sponsor the Satellite as a new independent Rotary Club.
- (b) The Del Norte Rotary Board of Directors must approve the request for the Satellite to become a new independent Rotary Club and the Satellite must comply with all rules and regulations concerning chartering a new club from Rotary International.
- (c) Upon the Satellite achieving status as an independent club, the funds raised independently and maintained by the Host Club for the Satellite shall be turned over, in whole, to the new club for it to administer according to the rules of the new club.