

ROTARY eCLUB OF SILICON VALLEY

<https://www.siliconvalleyrotary.com>

Club Bylaws

**Rotary International
District 5170
Club 86428
Chartered 2015**

BYLAWS
Of the
Rotary eClub of Silicon Valley

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Article 1 - Definitions

1. **Board** shall mean the Board of Directors of this Club as defined in Article 2.
2. **Director** shall mean the members of this Club's Board of Directors as defined in Articles 2, 3, and 4.
3. **Member** shall mean a member, other than an honorary member, of this Club as defined in Article 10.
4. **Quorum** shall mean one-fifth of the club membership; a majority of directors for Board meetings.
5. **RI** shall mean Rotary International.
6. **Year** shall mean the twelve-month period that begins on 1 July.
7. **Foundation** shall mean The Rotary Foundation of Rotary International.
8. **Club** shall mean the Rotary eClub of Silicon Valley.
9. **Policies and Procedures** describe duties and requirements not assigned in these Bylaws. They may be found in the Club Operating Policies Manual, a copy of which is available from the Club Secretary.

Article 2 - Board

The governing body of the club is its board of directors, which consists of the following seven positions:

- 2.1 *Officers*: President, President-Elect, Immediate Past President, Secretary, and Treasurer.
- 2.2 *Directors at Large*: There shall be two (2) elected Directors at Large, each serving for a term of two (2) years, with one of them elected each alternate year.
- 2.3 *Eligibility*: No Rotarian shall hold more than one of these positions simultaneously.

Article 3 - Election of Officers and Other Directors

- 3.1 **Call for Election** – At least one week prior to elections, the President-Elect shall notify all members that nominations are open for the next term Officers and Directors: President, Secretary or Treasurer depending on the year, and one Director at Large. No club member shall be nominated for more than one open position.
- 3.2 **Eligibility** – To be eligible for election, all candidates must be members in good standing, and meet the qualification requirements as set out in the Constitution.
- 3.3 **Candidates** – At the option of the **President-Elect**, candidates may be proposed by a Nominating Committee composed of the three most immediate **Past Presidents** in good standing who are available. Candidates may be nominated by individual members of the club. In selecting a candidate, consideration shall be given to the suitability of the candidate to fit the requirements of the position and to the ability of the candidate to work with the President-Elect. Nominations shall be forwarded to the **President-Elect**

via an online form as specified by a Club Policy. Nominations close 7 days after the announcement.

- 3.4 **Election** – After the board validates the list of nominations, the **President-Elect** shall issue an electronic ballot with the names of eligible candidates that have accepted their nomination. Members in good standing may cast their vote by completing and submitting the electronic ballot to the **President-Elect** within 7 days. The **President-Elect** and one **Past President** appointed by the **President**, acting as the Election Monitors, shall count the votes after the voting period. This process shall be completed, and the results of the election posted by end of day US Pacific Standard Time no later than 31 December.
- 3.5 Each candidate who receives a majority of the votes for **President, Secretary, Treasurer, or Director-at-Large** is declared elected to that position. In the event of a tie vote, the **President-Elect** shall have an additional casting vote. The result of the election shall be final.
- 3.6 **Taking Office** – On 1 July following the election, the person elected President joins the Board as the **President-Elect**, the person elected **Secretary** or **Treasurer** takes that office, depending on which officer was elected for that year. The member elected **Director-at-Large** joins the Board.
- 3.7 If any officer-elect or director-elect vacates their position before taking office, the remaining members of the board-elect will nominate a replacement and the current board will approve the replacement.

3.8 Terms of Office for Members of the Board

- a. The person just elected to become **President** is not a member of the **Board** but is entitled to attend its meetings until 1 July of the year following the election, when this person joins the Board as **President-Elect** and serves a term of one (1) year in that position.
- b. **Secretary and Treasurer** – The **Secretary** and **Treasurer** each serve for a term of two (2) years, with one of the officers being elected each year. These two officers may be re-elected for a maximum of three (3) two-year terms. The Board may change the maximum number of terms, as recorded in a club policy.
- c. **Directors at Large** – The Board includes two (2) **Directors at Large**. Each serves for a term of two (2) years, with one being elected each year. They are not eligible for re-election.
- d. **Immediate Past President** – The President just leaving office remains a member of the Board for the first year following the term as **President**, with the title of **Immediate Past President**.
- e. When a vacancy on the **Board** occurs, a majority of the **Board of Directors** shall appoint a club member to fill the vacancy. Members chosen to be appointed to a vacant **Board** position must satisfy the eligibility requirements of the position to be filled.

Article 4 - Duties of the Board

- 4.1 *President*. It shall be the duty of the President to preside at meetings of the Club and the Board, to perform other duties as ordinarily pertains to the office of President and those duties prescribed in formal club policies or by the Board. The President may appoint club members in good standing as advisors to the Board as circumstances warrant. These advisors may attend Board meetings but are not members of the Board.
- 4.2 *Immediate Past President*. It shall be the duty of the Immediate Past President to serve as a director, to perform such other duties as may be prescribed by the President or the Board and those duties prescribed in formal club policies.
- 4.3 *President-elect*. It shall be the duty of the President-Elect to serve as a director, to perform such other duties as may be prescribed by the President or the Board and those duties prescribed in formal club policies. The President-Elect shall preside at club and Board meetings in the absence of the President
- 4.4 *Secretary*. It shall be the duty of the Secretary to perform such duties as usually pertain to the office of Secretary, serve as a Director, perform such duties as may be prescribed by the President and the Board, perform those duties prescribed in formal club policies and other duties that may be required by Rotary International and by the District.
- 4.5 *Treasurer*. It shall be the duties of the Treasurer to have control of all funds, accounting for the fund to the Club periodically and no less than annually and at any other time upon demand by the Board, to perform other duties as pertains to the office of Treasurer and those duties prescribed in formal club policies. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President control of all funds, books and records or any other club property.
- 4.6 *Director-at-Large*. It shall be the duty of the Directors-at-Large to serve as a Director, to perform such other duties as may be prescribed by the President or the Board and those duties prescribed in formal club policies.
- 4.7 *Board* members may perform additional duties as assigned by the President or the Board.
- 4.8 *The President-Elect, President, and Immediate Past President* shall work together to ensure continuity of leadership and succession planning.
- 4.9 *Policies*: With the guidance of the President, the Board shall maintain a Club Operating Policies Manual to contain all special policies and requirements established by the Board. These policies are to include duties not otherwise defined in these Bylaws, as well as the details of Articles that may change with time.

Note: Duties not assigned in these Bylaws shall be defined in the Club Operating Policies, a copy of which is available from the Club Secretary.

Article 5 - Meetings

5.1 *Annual Meeting* – The purpose of the Annual Meeting shall be to elect Officers and Directors to take office on 1 July of the following year, except for the person elected to become President, who shall assume the office of President-Elect at that time. This meeting is also held to conduct other Club business as determined by the President. This meeting shall be held in November or December via online means, with the election being completed no later than 31 December.

5.2 *Regular Weekly Meetings* - The regular weekly meetings of this club generally become available on Monday at such time as the interactive activity for the week is posted on the club's website. These meetings shall include information for all Rotarians with an interest in this club and when available, specific activities by clubs across District 5170. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

5.3 *Special Meetings* - Special meetings of this club shall be held if called by a majority of a quorum of the board, or upon the request of one tenth of the membership, due notice having been given to all club members at least five (5) days prior to the meeting. One-fifth of the membership shall constitute a quorum for the purpose of considering motions and voting at meetings of this club. A member shall be considered to be present at a meeting if physically present or if in constant communication with other attendees via phone or video conference.

5.4 *Board Meetings* - Board meetings are held during the first fourteen (14) days of each month as designated by the President. Special meetings of the Board are called, with a minimum of three (3) days' notice, by the President, upon the request of two directors, or upon the request of one-tenth of the club membership.

5.5 The provisions of the Bylaws and Constitution of the Club shall be carried out according to accepted standards of procedure, such as is described in Robert's and Rosenberg's Rules of Order. Additional guidance is available in Robert's Rules for Electronic Meetings. Copies of these rules are available from the publisher or in some cases, online.

5.6 *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 for a specified length of time not to exceed 12 months

Possible reasons for issuing a Leave of Absence include but are not limited to:

- Long-term health issues for the member or in their family
- Temporary job assignment
- Training sessions
- Military service Training
- Extended jury duty

The President may excuse a Member from attending a specific meeting of the Club for health (member or family) or business reasons, where attending a makeup meeting is not possible or very difficult. An excused absence can be made for only one meeting at a time and is limited to 5 such absences per year except in exceptional circumstances.

(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 the Standard Rotary Club Constitution is not computed in the attendance record of the Club. A leave of absence does not relieve a member of any financial obligations to the club, including payment of dues and facility fees.)

Article 6 - Fees and Dues

- 6.1 The admission fee and pro rata dues for the current period, as established by Rotary International and/or the Board, shall be paid before the applicant can become a member.
- 6.2 Membership dues shall consist of Rotary International per capita dues, subscription fees to *Rotary* or a Rotary regional magazine, district per capita dues, club per capita dues, and any other Rotary or district per capita assessment. Club per capita dues shall be in the amount of, and payable in accordance with the policies of the club, as established by the Board and recorded in the Financial Policy. The Board may establish other fees as needed for the successful operation of the club.
- 6.3 Honorary members shall not be subject to any membership dues or fees.

Article 7 - Method of Voting

- 7.1 *Membership Voting* - For matters requiring a vote by the members of the club, the procedure to be used will be ballots transmitted by electronic means, as described in a club policy. The voting record shall be kept by the President-Elect.
- 7.2 *Board Voting* - For matters requiring a vote by the Board of Directors, votes will be cast by voice vote or by show of hands by members in attendance at any regular or special meeting of the Board. For matters presented for a Board vote at times other than during a Board meeting, the procedure to be used will be referred to as "Email Voting".
- 7.3 *Email Voting*: A motion may be made by any member of the Board when that member transmits that motion by email to all other Board members. The motion, if seconded in like manner by any other member of the Board, there shall be a minimum 24-hour period during which comments may be made or an objection may be raised by any Board member. This first 24-hour period may be waived if 1) the motion specifies that the 24-hour comment period is to be waived, 2) no Board member subsequently objects to the waiver, and 3) the Board vote is unanimous in passing the motion. Such a waiver is allowed only if all three conditions are met. If a Board member objects to the waiver, the motion continues to be considered during the 24-hour comment period. An objection to the consideration of the motion by email vote shall be considered raised when any Board member transmits his/her objection by email to all other Board members. If such an objection is raised, the matter shall be automatically postponed until the next regular or special meeting of the Board and then shall be brought for consideration under Old Business. However, if no objection is raised, then no sooner than 24 hours after the

motion was seconded the presiding officer may call for a vote whereupon members of the Board shall be allowed 24 hours to send their votes by replying all and including the Secretary. At the end of the 24 hours or when all Board members have cast votes, whichever occurs sooner, the Secretary shall send an email to all Board members reporting the vote tally. The motion shall fail if a majority of the Board opposes it or if a quorum of the Board did not cast votes. In the minutes of the next regular or special Board meeting, the Secretary shall, under New Business, list any Email Vote voted on since the previous Board meeting noting that it was an Email Vote, and record all details in the same fashion as any other motion made, seconded, and passed or failed.

Article 8 - Committees

8.1 *General Rules* - 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 appoint committee chairs, appoint committee members to fill vacancies, and 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. Committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The President, and President-Elect should work together to ensure continuity of leadership and succession planning. Committee members shall serve for at least three years to promote consistency.

8.2 *Standing committees* - The Club's Standing Committees are as follows:

- a. *Membership*. This committee develops and implements a comprehensive plan for the recruitment and retention of members, including orientation to Rotary in general and eClubs in particular. This committee addresses components of the Club and Vocational Avenues of Service.
- b. *Public Relations*. This committee develops and implements plans to provide the public with information about Rotary and to promote the club's service projects and activities. This committee addresses components of the Club Avenues of Service.
- c. *Club Administration*. This committee conducts activities associated with the effective operation of the club, including the eClub's technology needs, and the meeting of reporting requirements for District 5170 and Rotary International. This committee addresses components of the Club Avenues of Service.
- d. *Service Projects*. This committee develops and proposes educational, humanitarian, and vocational projects that address the needs of its community and communities around the world. This committee addresses components of the Community, International, and Youth Avenues of Service.
- e. *The Rotary Foundation*. This committee develops and implements plans to support The Rotary Foundation through both financial contributions and program participation. This committee addresses components of the Community, International, and Youth Avenues of Service.

- f. *Meetings and Programs.* This committee develops and implements plans for maintaining high-quality meetings and programs. This committee addresses components of all five Avenues of Service.
- g. *Youth Services.* This committee is responsible for all club activities related to youth and young adults. It shall also supervise and coordinate the work of all subcommittees that may be appointed on particular phases of youth service and shall perform such other duties as may be prescribed by the Board.

Extended descriptions of these committees are described in club policies.

- 8.3 *Ad Hoc Committees* - Ad hoc committees may be formed by the President or the Board as needed. The duties of all ad-hoc committees shall be established and reviewed by the President for their year. In declaring the duties of each, the President shall reference to appropriate Rotary International materials.
- 8.4 The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon. Each committee shall transact its business as delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board
- 8.5 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 Board and working in concert with other committees. Except where special authority is given by the Board, such committees shall not take action until approved by the Board.
- 8.6 Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and provide timely reports as requested by the committee's Director-at-Large for reporting to the Board.

Article 9 - Finances

- 9.1 The fiscal year of this Club shall extend from 1 July to 30 June of the following calendar year. Membership dues for Rotary International and District 5170 shall be paid by the Club on either an annual or semi-annual basis, as required by Rotary International. The Club's Finance Policy shall establish the mechanism for collecting these dues. The collection of other club membership dues and/or fees shall also be stated in the Club Finance Policy
- 9.2 Prior to each fiscal year, the President-Elect shall prepare an annual budget of estimated income and expenditures, which, having been approved by the Board-Elect, shall stand as the limit of, and authorization for, expenditures for the respective purposes unless otherwise ordered by action of the Board or the club.
- 9.3 The Treasurer shall deposit club funds in financial institution(s) designated by the Board.
- 9.4 The persons authorized to disburse funds to pay for obligations of the club shall be established by the Board of Directors in the Club's Finance Policy

- 9.5 Payments for less than one thousand dollars shall be authorized by the Treasurer. Payments for amounts exceeding one thousand dollars must be signed by the Treasurer with written confirmation of the President and the Secretary.
- 9.6 Officers having charge or control of Club funds shall give bond as required by the Board for the safe control of the funds of the Club, cost of such bond to be borne by the Club
- 9.7 A thorough review of the club's financial transactions made during the fiscal year shall be completed by a committee of two members, neither of whom is the Treasurer, and appointed for that purpose by the President. The committee shall report the results of their review to the Board not later than during the regular Board meeting held during August. If deemed prudent by the Board, a further review by a certified public accountant, or other qualified person, shall be made of the club's financial transactions.
- 9.8 An annual financial statement of the club shall be provided to club members not later than August 31.

Article 10 - Members

- 10.1 *General Qualifications.* As described in the Club Constitution, this Club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.
- 10.2 *Type of Membership.* There are two standard types of membership as described in the Club Constitution and repeated below. Other types of membership available in the Rotary eClub of Silicon Valley shall be described in a Club policy approved by the Board. A decision is made when a person applies to join the Club, as to which type of membership shall apply. A change in membership type for current members requires Board approval.
- 10.3 Active Membership. A person possessing the qualifications set forth in Article 5, Section 2 of the Rotary International constitution may be elected to active membership in this club. These members pay dues and are members of the club and of Rotary.
- 10.4 Honorary Membership. This type of membership is the highest distinction this club can confer and is exercised only in exceptional cases to recognize an individual for unusual service and contributions to Rotary and society. No individual may simultaneously be both a member and an honorary member of the club. An honorary member is elected for one year only. Honorary members do not vote, cannot propose new members to the club, do not hold office and are exempt from attendance requirements and club and Rotary dues.

The name of a proposed candidate for Honorary Membership shall be submitted to the Board of Directors in writing and the election may be held at any regular or special meeting of the Board. Unless the members of the Board cast two or more negative votes in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Article 11 - Method of Electing Members

- 11.1 *Prospective Member.* The name of a prospective member proposed by an active member of the club shall be submitted to the Board in writing through the Club Secretary. The club's standard Membership Application Form shall be used for this purpose.
- 11.2 The Board shall ensure that the prospective member meets the classification and membership requirements of the club and Rotary International Constitutions.
- 11.3 The Board shall approve or reject the application of the prospective member within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.
- 11.4 If the decision of the Board is favorable, the prospective member shall be informed of the purpose of Rotary and the privileges and responsibilities of membership, and in a manner determined by the Board in a club policy shall show facility with the use of the website, following which the prospective member shall be requested to sign the membership proposal form and to permit their name and proposed classification to be published to the club via the Secretary emailing information about the prospective member to each active member.
- 11.5 If no written objection to the proposal, stating reasons, is received by the Secretary from any active member of the club within seven (7) days following the publication of information about the prospective member, that person, upon payment of the admission fee and pro rata membership dues, shall be considered to be elected to active membership.
- 11.6 If any written objection to the prospective member is received by the Secretary or President, the application is referred to the Board for resolution.
- 11.7 Any member of the club may nominate someone to be an Honorary Member of the club. The Board shall decide whether to accept or deny the request. A person may not be a member and an honorary member of this club.
- 11.8 *Affiliations.* The Club may provide special groups of people with a formal association with the Club to provide them with an avenue to participate in Club activities. The Board shall establish policies covering the benefits and limitations of these types of groups.

Article 12 - Termination of Membership

- 12.1 *Directors.* All Directors shall attend meetings of the Board. If any Director misses three regularly scheduled meetings in any six-month period, said Director is automatically terminated as a Director of the Board. If a Director's conduct or habits are such as to reflect discredit upon Rotary or the Club or if other good cause exists, the Director may be removed from office by an affirmative vote of a majority of the Members of the Board at any regular meeting of the Board or at any special meeting called for that purpose. No such vote upon removal of a Director shall be taken until the Director has been advised of the reasons therefore and has had opportunity to submit to the Board

a statement relative thereto, either oral or written. If the Director affected is present at the meeting, the Director shall leave the place where the meeting is being held after his/her statement has been submitted and prior to the vote upon the matter of his/her removal.

- 12.2 *Members. Members.* Termination of members is explained in detail in the club Constitution, Article 7, Sections 5, 6 and 7.

Article 13 - Resolutions

The Board shall not approve a resolution to commit the Club on any matter unless written notice is provided to Officers and Directors at least one week prior to the Board meeting at which a vote shall take place. In an emergency, the Board can overrule this section by a 2/3 majority vote. If the Board should use this overrule provision, it shall so notify the membership at the next regular club meeting. 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 14 - Interpretation and Amendments

- 14.1 *Interpretation.* Any question about the meaning or interpretation of any provision of these Bylaws will be resolved by adherence first to the Club's Constitution, then to RI's Manual of Procedure, and then by the decision of the Board. If there is a conflict between the Bylaws and the Constitution, the Constitution will prevail and these Bylaws will be amended accordingly
- 14.2 These Bylaws may be amended only by the club. Amending the club bylaws requires that the proposed amendment be submitted to the Secretary by two members, whereupon the Secretary shall cause the proposal to be posted prominently on the club's website and, at the same time, send emails to notify each member of the proposal. After the proposed amendment has been posted for fourteen (14) days, the Secretary shall request an email vote from each member. Each member shall have 72 hours to send an email vote to the Secretary. The amendment will be considered ratified if approved by at least two-thirds of the membership. At the end of the 72 hours, or when two-thirds of the membership has voted in favor of ratification, whichever occurs first, the Secretary shall report to the club whether the amendment has been ratified or rejected. No amendment or addition to these bylaws can be made which is not consistent with the Standard Rotary Club Constitution and with the Constitution and Bylaws of RI.

Amended and approved at a Club Meeting held on .

CERTIFICATE OF SECRETARY

of

Rotary eClub of Silicon Valley

I hereby certify that I am the duly appointed and acting Secretary of the Rotary eClub of Silicon Valley and that the foregoing Bylaws, as amended by the Club members on _____ comprising twelve (12) pages, constitute the Restated Bylaws of said corporation as duly adopted by the members thereof.

Dated:

Secretary