**Bylaws of the Rotary Club of Penn Valley**

**Article 1 Definitions**

1. Board: The club’s board of directors

2. Director: A member of the club’s board of directors

3. Member: A member of the club, other than an honorary member

4. Honorary Member: A non-voting member of the club who has been honored by the Club’s Board of Directors, who has no attendance, administrative or financial obligation during the term of this membership (usually annual)

5. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club’s members for club decisions and a majority of the directors for club board decisions

6. RI: Rotary International

7. Year: The Rotary Year is the12-month period beginning on 1 July

**Article 2 Board**

The governing body of this club is its board of directors, consisting of the president, immediate past president, president-elect, vice president, secretary, treasurer and sergeant-at arms.

**Article 3 Elections and Terms of Office**

Section 1 —Annual elections shall be conducted at an annual meeting of the club, as described in Article 5, Section 1.

Section 2 - At least one month before elections, the president shall appoint a nominating committee consisting of the president, immediate past president, president-elect and other members and/or past presidents.

Section 3 – At the time of the election, nominations for the offices of president-nominee, vice president, secretary, treasurer and sergeant-at-arms will be presented. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 4 – The candidate for president-nominee elected in such balloting shall take the title of president-elect on the next 1 July following election as president-nominee and shall assume office as president on 1 July of the following year.

Section 5 —The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 6 — If **any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.**

Section 7 — **If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.**

Section 8 —The terms of office for each role are one year.

**Article 4 Duties of the Officers**

Section 1 — The president presides at club and board meetings.

Section 2 —The immediate past president serves as a director on the club board.

Section 3 —The president-elect prepares for his or her year in office and serves as a director.

Section 4 —The vice president presides at club and board meetings when the president is absent.

Section 5 —The secretary keeps membership and attendance records.

Section 6 —The treasurer oversees all funds and provides an annual accounting of them.

Section 7 —The sergeant-at-arms is responsible for the physical assets of the club.

**Article 5 Meetings**

Section 1 —An annual meeting of this club is held no later than 31 December to elect the board, which will serve for the next Rotary year.

Section 2 —The regular meeting of this club is on Tuesdays at 12:15 PM. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 —Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

Section 4 – Board meetings, including board votes, may take place in person, electronically or by electronic mail. The secretary shall keep minutes of all meetings, which shall be approved at a subsequent regular meeting.

**Article 6 Dues and Initiation Fees**

**Section 1 – Annual club dues are** $150**, with the exception of certain classes of members as described in Article 11. Members may pay club dues annually or in two equal payments each half of the fiscal year**. New members’ dues may be pro-rated to the month of induction. Annual club dues include **RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.**

**Section 2 – A one-time Initiation fee for new members is $100 with the exception of certain classes of members described in Article 11. Initiation fees are not payable by members rejoining the club or by members transferring directly and in good standing from another Rotary club. Initiation fees may not pro-rated.**

**Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which may be conducted by ballot. The board may, at its option, also provide a ballot for a vote on some resolutions.

**Article 8 Committees**

Section 1 — Club committees coordinate their efforts to achieve the club’s annual and long-term goals. The following standing committee shall be established:

* Club Administration
* Membership
* Public Relations
* The Rotary Foundation
* Service, which shall include Community, Vocational and International Service and fundraising
* Youth Service

Section 2 —Additional committees and/or subcommittees may be established by the president as needed on an annual basis.

Section 3 -- The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 4 — Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports on all committee activities to the board at its regular meetings.

**Article 9 Finances**

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board.

Section 3 — Bills are paid by the treasurer or other authorized officer as budgeted or when approved by the president.

Section 4 — A qualified person (i.e. licensed public accountant or CPA) conducts a thorough annual review of all financial transactions.

Section 5 —Club members will receive an annual financial statement of the club.

Section 6 — The fiscal year is from 1 July to 30 June.

**Article 10 Method of Electing Members**

Section 1 — A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

Section 2 — The board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the decision of the board is favorable, the proposal is circulated to the club membership. If no member of the club submits an objection including reasons for the objection within seven days after notification is given, the candidate is considered to be elected to membership. If an objection is filed with the board, the board shall vote on the matter at its next meeting, either scheduled or by special arrangement. If approved despite the objections, the proposed member is considered to be elected to membership.

Section 4 -- Once the candidate’s membership is approved, the prospective member is invited to join the club, educated about Rotary, and inducted into the club.

Section 5 – If a proposed member is rejected by the Board, the sponsoring member will be privately advised. The proposed member will be informed by the sponsoring member, the membership chair, the president of the club or the president’s delegate.

**Article 11 Membership**

Section 1 – Types of membership are Active, Corporate, Family, Associate and Honorary.

Section 2 – In addition to Active and Honorary membership described in Article 10, Sections 2 and 6 of the Constitution, there shall be Corporate, Family and Associate memberships.

Section 3 – Corporate membership may be offered to businesses and organizations that wish to have several individuals serve as its representatives. An individual shall be named as the primary member, while other individuals are named to represent the organization at the same time or sequentially. Dues and fees for the primary member are required. Representatives serving simultaneously may be proposed to be elected as Active or Honorary members.

Section 4 – Family membership may be offered to spouses, partners and adult children of current Active members. Duly elected Family members shall pay annual club dues of $100, which may be pro-rated upon joining to the month of initiation, and a one-time initiation fee of $50, which may be waived for former club members or if transferring immediately and in good standing from another Rotary club.

Section 5 – Associate membership may be offered to those who meet all other membership requirements and wish to be associated with the club, attend meetings, events and service projects whenever possible, but are not in a position to become a regular Active member. Associate members’ status shall be reviewed at least annually for potential Active membership. Associate members may be proposed to be elected as Honorary members. No membership dues or initiation fees will be charged.

Section 6 – Notwithstanding Article 10, Section 5 of the Constitution, members of other Rotary clubs may simultaneously hold active membership in this club, upon meeting all other eligibility requirements and payment of annual dues. No initiation fee shall be required of such members.

Section 7 – Notwithstanding Article 10, Section 7 of the Constitution, holders and former holders of public office shall be eligible for active membership in this club under the classification of such office.

**Article 11 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written or electronic notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

The foregoing bylaws were revised and approved by the Board of Directors at its regular meeting on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and by the membership of the Rotary Club of Penn Valley at a regular meeting on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Attest: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Douglas R. McDonald, Secretary

Attest: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Mark Bailey, President