

Bylaws of the Rotary Club of San Luis Rey (Amended 12/21/2021)

Article 1: Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: One-third of the club membership; a majority of the directors of the Board.
5. RI: Rotary International.
6. Year: The twelve-month period which begins on 1 July.
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Article 2: Board of Directors

Section 1. Composition. The governing body of this club shall be the board of directors. The board of directors consisting of at least, but not limited to, five (5) officers elected in accordance with article 3, section 1, of these bylaws: the president, president-elect, secretary, treasurer, the immediate past president, and any number of at-large directors as deemed necessary by the board.

Section 2. Qualification for Directors. Directors must be members in good standing, having earned the Blue Badge status.

Section 3. Duties of the Board.

- (a) *President.* The president shall preside at club and Board meetings and to perform such other duties as ordinarily pertain to the office of the president.
- (b) *Immediate Past President.* The immediate past president shall serve as a director.
- (c) *President-elect.* The president-elect shall prepare for their year in office, serve as a director, 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 the meetings of the club and board in the absence of the president.
- (d) *Vice President.* The vice president shall preside at club and Board meetings in the absence of the president.
- (e) *Director.* A director shall attend club and Board meetings.
- (f) *Secretary.* The secretary shall keep membership and attendance records, 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), and perform such other duties as usually pertain to the office of secretary.
- (g) *Treasurer.* The treasurer shall oversee all funds and provide annual accounting of these funds and at any other time upon demand by 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 funds, books of accounts or any other club property. Prior to turning over the records, an audit shall be performed in accordance with the direction from the Board of Directors.
- (h) *Sergeant-at-Arms.* The sergeant at arms shall be the Parliamentarian and shall perform such tasks as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.
- (i) Board members may perform additional duties as assigned by the president.

Section 4. Election. At a regular meeting during the month prior to election, the presiding officer shall ask for nominations by members of the club for president, president-elect, secretary, treasurer, and any open director positions. The nominations shall be presented by a nominating committee selected as set forth in Article IV. The nominations may be presented by a nominating committee, by members from the floor, or both. The nominations duly made shall be placed on a ballot in random drawing order under each office

and shall be voted for at the annual meeting. The candidates for president, president-elect, secretary and treasurer and any at-large directors receiving a majority of the votes shall be declared elected as directors. The president-elect elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as a president-elect.

Section 5. *Terms of Office.* The term of office for directors shall be two years; directors' terms shall be staggered with the term of two directors expiring each year. An officer may serve two one-year consecutive terms, then sit out one year, and then be elected again after sitting out one year. President-elect may serve 3 years: as president-elect, as president, and as past president.

Section 6. *Vacancies.* A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board if the unexpired term is less than six months. If the vacancy is more than six months, the vacancy shall be filled by a club election.

Article 3: Meetings

Section 1. *Club Assembly Semi-Annual Meetings.* Two semi-annual club assembly meetings of this club shall be held in December for the election of officers and directors to serve for the ensuing year shall take place and in July for the approval of the club's annual budget.

Section 2. *Regular Club Meetings.* The regular meetings will be held at date, time and frequency to be determined by the Board of Directors with the approval of the general membership.

Section 3. *Board of Directors.* Board meetings are held each month. Special meetings of the Board, including electronic meetings, may be called with reasonable notice by the president or upon the request of two directors.

Section 4. *Order of Business.* Meeting called to order; Introduction of visiting Rotarians and Guests; Committee reports, if any; any unfinished business; any new business; correspondence and announcements; address or other program features; adjournment.

Section 5. *Quorum.* One third of the membership shall constitute a quorum at the semi-annual and regular meetings of this club. A majority of the board members shall constitute a quorum of the board.

Section 6. *Frequency.* Regular meetings of the board shall be held monthly. 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 7. *Method of voting.* The business of this club shall be transacted *via voce* or electronically except the election of officers and directors, which are by ballot. Names on the ballot shall be by random order, determined by a drawing held by the Nominating Committee.

Section 8. *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 of directors. Such resolution or motion, if offered at a club meeting, shall be referred to the board without discussion.

Article 4: Committees

Section 1. *Appointment & Function of Committees.*

- (a) The president may, subject to the approval of the board, appoint any of the following standing committees: Club Service Committee, Vocational Service Committee, Community Service Committee, International Service Committee, Peace Committee, Membership Committee Nominating Committee.
- (b) The president may, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service, international service and nominating service, as deemed necessary.
- (c) The club service committee, vocational service committee, international service committee, and membership committee and shall each consist of a chairperson, who shall be named by the president from the membership of the board, and not less than two (2) other members.
- (d) The president-elect shall oversee and coordinate the work of the Membership Committee.
- (e) The Nominating Committee shall be chaired by the immediate past president. The committee shall consist of a minimum of three members. The president elect shall appoint one member. The president shall appoint one member, and the club membership shall select two members- at-large. The committee shall not include any member who is seeking nomination for any office.
- (f) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (g) Each committee shall transact such business as is delegated to it in the bylaws by such additional business as may be referred to it by the president of the board. Except where special authority is given by the board, such committees shall not take action until a report has been made to the board and approved by the board.
- (h) Each committee 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.
- (i) The president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities may be under any, or all, of the vocational service, community service, international service or nominating service committees.
- (j) 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. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to club service. The chairperson of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

- (a) The chairman of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.
- (b) The club service committee shall consist of the chairperson of the club service committee and the chairperson of all committees appointed on particular phases of club service.
- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of club service: Attendance committee, Club bulletin committee, Program committee, Public Relations committee

Section 3. Community Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairperson of this committee shall be responsible for the community service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service. Areas that community service is involved with are:

- (a) Human Development: Member of this club shall interact within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- (b) Community Development: Members shall work to make the community a better place to live by improving the physical condition of the community and its facilities.

- (c) Environmental Protection: Members shall work to monitor and improve the quality of the community's environment.
- (d) Partners in Service: Members shall build relationships with other Rotary-sponsored organizations within the community and in cooperating with them in service.
- (e) 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 service.
- (f) The community service committee shall consist of the chairman of the community service committee and the chairperson of all committees appointed on particular phases of community service.

Section 4. Vocational Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairperson of this committee shall be responsible for the vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service. Participation in the mentoring program with Ocean Shores High School furthers the vocational service goals of the members. The chairperson of the vocational services committee shall be responsible for the vocational services of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of vocational service.

Section 5. International Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relation to international service. The chairperson of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service, including promoting sister club fellowship and humanitarian activities across the US-Mexican border. The chairperson of this committee shall be responsible for the International Service Activities of the club and shall supervise and coordinate the work of any committees that may be appointed in particular phases of International service.

Section 6. Nominating Committee. The nominating committee shall solicit and recommend members to serve as officers and directors for the coming term. This committee shall be responsible for presenting a slate of candidates for office to the Board of Directors no later than at the Board's November meeting, ensuring that all nominees meet the minimum qualifications to serve as officers and directors. Thereafter, the slate shall be presented to the club at its December semi-annual meeting.

Section 7. Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings including attendance at district conferences, intercity meetings, regional conferences, and International Conventions by all club members. The committee shall especially encourage members to attend regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club, keep all members informed on attendance requirements, promote better incentives for good attendance, and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

Section 8. Club Bulletin & Website Committee. This committee shall endeavor, through publishing of a regular club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members, and of the worldwide Rotary program.

Section 9. Program Committee. This committee shall chair and arrange the programs for the regular and special meetings of the club. The chairperson will make sure that there will be a program for each meeting. Teams will report to the chairperson.

Section 10. *Public Relations Committee.* This committee shall devise and carry into effect, plans to give the public general information about Rotary, its history, object, and scope and to secure proper publicity for the club.

Section 11. *Membership Committee.* This committee shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board of directors. This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object and activities of Rotary at all levels, and oversee the orientation of new members during their first year in the club.

Section 12. *Peace Committee.* The Peace Committee is comprised of club members who are also Rotary Positive Peace Certificates. The committee chair is responsible for maintaining their membership with the Rotary Action Group for Peace. Using evaluation metrics based upon the Eight Pillars of Positive Peace, the Peace Committee shall select annually a Peacebuilder Award laureate to be presented in February.

Article 5: Dues & Fees

Section 1. The admission fee, as established by RI and/or the club, shall be paid before the applicant can qualify as a member.

Section 2. Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazine, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues for regular active members shall be payable when due in the amount established by the Board of Directors. It is understood that part of the dues shall be applied to each member's household's subscription to the Rotarian Magazine.

Section 3. Payment of \$180 active membership dues may be payable either annually or semi-annually when due in accordance with the policies of the club as established by the Board of Directors. It is understood that part of the dues shall be applied to each member's subscription to The Rotarian Magazine, family members excepted.

- (a) Semi-annual - Payable every six months shall be half of the amount established by the Board of Directors.
- (b) Annual - Payable once a year at the annual amount established by the Board of Directors at the first monthly meeting in June for July through June of the following year.

Section 4. *Nonpayment of dues.* The club secretary shall mail a notice to members for payment of dues. If member pays past the due date, a late payment charge of five (\$5) dollars will be assessed. If the payment is not received prior to the time the payments are sent to Rotary International and District, the member will be dropped from the rolls. If the member indicates that she or he still wishes to be reinstated, there will be a reinstatement fee of ten (\$10) dollars.

Article 6: Attendance Requirement

Section 1. Members are requested to attend 60% of meetings. If a member cannot attend a meeting at San Luis Rey, the member may attend a meeting at another Rotary Club and use that meeting to count for attendance. Members may also receive credit for attending a SLR Rotary committee meeting.

Section 2. *Leave of Absence.* Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted, for a period not exceeding one year, excusing a member from attending the meetings of the club for a specified length of time. Members with the club's leave of

absence still have a duty to pay their club dues. 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 a 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.

Article 7: Finances

Section 1. Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2. The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3. Bills are paid by the treasurer or another authorized officer when approved by two other officers or directors.

Section 4. A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5. An annual financial statement of the club shall be provided to club members.

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

Article 8: Membership

Section 1. *General Qualifications.*

- (a) Rotarians are adults of good character and good business and professional reputation,
 - (i) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession, or
 - (ii) holds an important position in any worthy and recognized business or profession or any branch or agency thereof and have executive capacity with discretionary authority; or
 - (iii) having retired from any position listed in sub-subsection (i) or (ii) of this subsection, and having their places of business or residence located within the territorial limits of the club or within the corporate limits of the city in which the club is located or within the territorial limits of an immediately adjoining club, or within an immediately adjoining community not part of the territory of an existing Rotary club. An active member moving from the territorial limits of the club may retain membership in the club where the member's board grants such permission and said active member continues to remain active in the same classification. If a member retires, or a member with three or more years of service changes residence or place of business so that the member no longer meets the foregoing territorial requirements, the club may continue the member's membership without change of classification.
- (b) The club shall have a well-balanced membership in which no one business or profession predominates. The club shall not elect a person to active membership from a classification if a club already has five or more members from that classification, unless the club has 50 members, in which case, the club may elect a person to active membership as long as it will not result in the classification making up more than ten percent of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Section 2. Categories of Membership.

- a) *Active Member (Red Badge).* A newly elected member who meets the above qualifications, as well as live or work within the club's territory; within the corporate limits of the city in which the club is located, within the territory of an immediately adjoining club; or within an immediately adjoining community not in any club's territory.
- b) *Active Member (Blue Badge).* To earn a blue badge, the following requirements must be met: 1) Be a greeter for at least three (3) club meetings; 2) Attend one board meeting; 3) Participate in at least one club project; 4) Bring a guest to a meeting
- c) *Active Member, Transferring or Former Rotarian.* An active member may propose to active membership a transferring or former member of a club, if the proposed member is terminating r has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification or profession within the territorial limits of the former club. The transferring or former member may also be proposed by the former club. The transferring or former Rotarian shall be admitted as a Blue Badge Active member. However, notwithstanding the foregoing, the transfer must occur within two (2) years of terminating membership in good standing with the former club. All other requests for transfer or reinstatement must first be approved by the Board of Directors. Any such transferee or applicant for reinstatement must have been terminated in good standing.
- d) *Active Member (Family/Plus-one).* To save costs of multiple magazine subscriptions, a family member of an existing Active Member living in the same household may pay a reduced fee for dues.
- e) *Active Member (Corporate).* An Active member who desires an employee to share his membership benefits may prepay all annual membership costs (including breakfast costs and special events fees); the active member's employee has only the right to proxy the active member's vote for club business.
- f) *Honorary Member.* People who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership.

Section 3. Method of Electing Members.

- (a) The name of a prospective member, proposed by an active member of the club, or by the membership development committee, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.
- (b) The board shall request the membership committee to consider, investigate and report to the board on the eligibility of the proposed member from the standpoint of classification, character, business, social standing and general eligibility.
- (c) The board shall consider and approve or disapprove the recommendations of the membership committee and shall then notify the proposer, through the club secretary of its decision.
- (d) If the decision of the board is favorable, the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purpose of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his permission for his name and proposed classification to be published to the club.
- (e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within seven (7) days following publication of the name of the prospective member, upon payment of his admission fee, shall be considered to be elected to membership. If any objection has been filed with the board it shall be considered the same at any regular or special meeting of the board and shall ballot on the proposed member. If not to exceed one negative vote are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee shall be considered to be elected to membership.
- (f) Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to Rotary International; and the membership committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

Section 4. *Responsibilities of members.* Every Rotarian has the privilege and obligation to serve the community at large and the world. Every Rotarian has the privilege and obligation to seek qualified members. In this way, all club members can help their clubs achieve a full representation of the business and professional life of the community. Every Rotarian has a duty to attend club meetings and pay club dues.

Article 9: Membership Duration

Section 1. A member, in good standing, who voluntarily forfeits membership, shall give notice to the club.

Section 2. Written notice will be given to the member whose nonpayment of fees causes the termination of his or her membership.

Section 3. Honorary membership shall automatically terminate on the 30th day of June following the date of election, not to exceed one year. However, the board in its discretion may, by resolution, from year to year, continue such honorary membership for the ensuing year.

Article 10: Finances/Treasurer's Duties

Section 1. The treasurer shall deposit all funds of the club in a FDIC insured bank to be named by the board.

Section 2. All bills shall be paid only by checks signed by the treasurer and a second designated officer, upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3. Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by 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 two semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscription to Rotary International and District shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Article 11: Constitution

Whenever there is a conflict between the provisions of these by-laws and the Rotary Club of San Luis Rey Constitution, the provision of the Constitution shall prevail.

Article 9: Amendments

These Bylaws may be amended at any regular club meeting with a quorum being present. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting and 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.