

By-Laws of the Rotary Club of La Mesa

Adopted February 9, 2022

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Comment [SR1]: Format page numbers after changes accepted.

Club bylaws supplement the Standard Rotary Club Constitution with common club practices. The bylaws in this document are recommendations, but as adopted are binding for the members of the club. They are customized to reflect the practices of La Mesa Rotary Club and confirmed that they are not in conflict with the RI Constitution and Bylaws, the Standard Rotary Club Constitution (except where permitted), and the Rotary Code of Policies.

Article 1 Definitions

1. Board: The board of directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. 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.
5. RI: Rotary International.
6. Year: The 12-month period beginning 1 July.

Article I — Election of Directors and Officers

Section 1:

~~A) — At a meeting, two weeks prior to the Annual Meeting specified in Article IV below, the Nominating Committee consisting of the five most recent past presidents and the current President Elect, chaired by the immediate past president, will present a slate of nominees to serve as the Club's governing body for the next Rotary year:~~

- ~~1) — One candidate, the current President Elect, for the office of President.~~
- ~~2) — At least two candidates for the office of President Elect, each of whom shall have previously served for two years as a member of the Board of Directors or as the Secretary and/or Treasurer of the club and a recommended graduate of District 5340's Leadership and Development Academy, one of whom is to be elected.~~
- ~~3) — At least six (6) candidates for the Board of Directors, three of whom are to be elected each year to serve a two-year term. Qualifications of a proposed Director should include active membership in the club for a minimum of 12 months before taking office.~~

~~B) — At the next following regular meeting, the president will ask for any additional nominations from the floor.~~

~~C) — All nominations, duly made, shall be placed on a ballot in alphabetical order for each office, which ballot will be distributed by email to eligible voting members who shall consist of all members of the club in good standing. Provisions shall be made~~

for those who do not use email.

~~D) Marked ballots will be given to the Secretary, either by email or in person, no later than 5:00 p.m. of the second day following the next regular meeting (the Annual meeting).~~

~~E) The announcement of the winning candidates will be made by the Chair of the Nominating Committee at the next regular meeting following the Annual Meeting.~~

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~~F) In the case of a tie, a runoff election will be held by email in a manner conforming to these bylaws.~~

~~G) The President Elect in such balloting shall serve as a member of the Board for the year commencing on July 1st and shall assume office as President on July 1st immediately following their year of service on the Board as President Elect.~~

~~Section 2: The officers and directors, Club Secretary and Club Treasurer, so elected, together with the immediate Past President shall constitute the Board of Directors. Within one week after their election, the Board of Directors Elect shall meet and elect some member of the club to act as a Sergeant At Arms.~~

~~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.~~

Article II-2 - Board of Directors

The governing body of this club shall be ~~the its~~ Board of Directors consisting of at a minimum, the president, immediate past president, president-elect, secretary, and treasurer, eleven members of this club, namely, six members-at large, elected to two year staggered terms. ~~Directors, Club Secretary and Club Treasurer, elected in accordance with article I, Section 1 of the Bylaws, the President, President Elect and the past President.~~

Article 3 Elections and Terms of Office Article III — Duties of Officers

Section 1 — One month before elections, members nominate candidates to serve as the Club's governing body for the next Rotary year for president, president-elect, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 - Nominating Committee shall consist of the four most recent past presidents, the immediate past president shall be the chair.

Section 6—The terms of office for each role are:

President — *One year*

Treasurer —	<u>One year</u>
Secretary —	<u>One year</u>
President Elect—	<u>One year</u>
Directors—six	<u>Two years, 3 stagger terms</u>

Article 4 Duties of the Officers

Section 1 —The president presides at all 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 president-elect presides at club and board meetings when the president is absent.

Section 5 —A director attends club and board meetings.

Section 6 —The secretary keeps membership and attendance records.

Section 7 —The treasurer oversees all funds and provides an accounting of them.

Section 8 —The sergeant-at-arms maintains order in club meetings.

~~Section 1: *President.* It shall be the duty of the President to preside at meetings of the Club and Board and to perform such other duties as ordinarily pertain to the office of president.~~

~~Section 2: *President Elect.* It shall be the duty of the President Elect to preside at meetings of the club and Board in the absence of the President and to perform such other duties as ordinarily pertain to the office.~~

~~Section 3: *Secretary.* It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of the club, board and committee meetings; record and preserve the minutes of such meetings; report as required to Rotary International, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; perform other duties as usually pertain to the office of secretary.~~

~~Section 4: *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the office of treasurer. The President and the Treasurer shall prepare an annual budget to be delivered to the Board of Directors for review. This shall be completed by August 31st of each year. The Treasurer shall, in accordance with IRS guidelines, file appropriate annual tax forms. These forms shall be reviewed and certified by a certified public accountant. 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 in their possession.~~

~~Section 5: *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 or the Board~~

Article 5 ~~Article IV~~—Meetings

~~Section 1: *Annual Meeting*. An annual meeting of this club shall be held on the last regular meeting of the club each no later than 31 December at which time the election elect of officers and directors to who will serve for the ensuing year shall take place next Rotary year.~~

~~Section 2: *Weekly Meetings*. This club meets as follows: The regular weekly meetings of this club shall be held on Wednesdays at 12:00 PM. Reasonable Due notice of any change or cancellation s in or canceling of the regular meeting shall will be given to all club members of the club.~~

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

~~Section 4: *Board Meetings*. 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.~~

~~Regular meetings of the Board shall be held monthly, the place and time being at the discretion of the President. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.~~

~~Section 5: A majority of the Board members shall constitute a quorum of the Board.~~

~~Section 6: The Board shall review and approve the annual budget by September 30th of each year.~~

Article 6 ~~V~~ - Fees and Dues

Annual club dues are paid quarterly. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment. Club fees will be established annually as part of the annual budget.

~~Section 1: The An admission fee of shall be \$100.00 shall to be paid before the applicant can be inducted as a member.~~

~~Section 2: The membership dues shall be \$780.00 per annum, payable quarterly. Included in this fee shall be \$50.00 for annual Rotary International dues, \$36.00 for~~

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~~annual District 5340 dues, \$1.00 for annual RI Council on Legislation dues, \$12.00 for annual subscription to THE ROTARIAN magazine and meal costs.~~

Credit for making up at another club's meeting, in which a meal is paid by the member, will be given towards the cost of a La Mesa Rotary Club meal, provided a make-up slip is presented to the Treasurer and the meeting was visited two weeks before or two weeks after a missed meeting.

Article ~~VI~~ 7- Method of Voting

The business of this club shall be transacted by ~~viva~~-voice vote except the election of officers and directors, which ~~shall be~~ conducted by ballot. The board may also provide a ballot for a vote on some resolutions. ~~When appropriate, voting by email may be used, provided that alternate voting means are made available for those who do not use email.~~

Article ~~8~~ VII- Committees

Section 1 – This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as ad hoc Committees formed as needed.

Section 2 – The president is an ex officio member of all committees.

Section 3 – Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

~~Section 1: The President shall, subject to the approval of the Board, appoint the following standing committee Chairs:~~

~~Club Service Chair
Community Service Chair
International Service Chair
Vocational Service Chair~~

~~Section 2: The President shall, subject to the approval of the Board, also appoint such committees on particular phases of club service, community service, international service and vocational service, as deemed necessary.~~

~~Section 3: The Club Service Committee, Community Service Committee, International Service Committee and Vocational Service Committee shall each consist of a Chair, who shall be named by the President from the membership of the Board, and not less than two (2) other members.~~

~~Section 4: The President shall, subject to the approval of the Board, appoint the following committees on particular phases of club service:~~

~~Attendance Committee
Family of Rotary Committee
Fellowship Committee
Magazine Committee~~

~~Newsletter Committee~~
~~Membership Committee~~
~~Rotary Information Committee~~
~~Program Committee~~
~~Public Relations Committee~~
~~Fund Raising Committee~~
~~Classifications Committee~~

~~And appoint any other committees that he /she may deem necessary for the internal administration of club affairs.~~

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~~Section 5: Where feasible and practicable in the appointment of club 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 6: The Magazine Committee shall, whenever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.~~

~~Section 7: The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.~~

~~Section 8: 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. 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.~~

~~Article VIII—Duties of Committees~~

~~Section 1: *Community Service Committee.* This committee shall devise and carry in effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The Chair of this committee shall be responsible for the community service activities of the club and shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of community service.~~

~~Section 2: *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 relating to international service. The chair 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.~~

~~Section 3: *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 chair 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.~~

~~Section 4: *Club Service Committee.*~~

~~A) *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. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of the 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.

~~B) *Classification Committee.* This committee shall as early as possible, but no later than 31 August of each year, make a classification survey of the community; shall compile for the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the Board on all classification problems.~~

~~C) *Fellowship Activities Committee.* This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the President or the Board.~~

~~D) *Magazine committee.* This committee shall stimulate reader interest in *THE ROTARIAN*; sponsor a magazine month; arrange for brief monthly reviews of the magazine; encourage the use of the magazine in the induction for new members; encourage each member to share the magazine with family, friends and places of business, and in other ways make the magazine of service to the club members and non-Rotarians.~~

~~E) *Membership Committee.* This committee shall consider all proposals for membership from the personal side and 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. This committee shall also review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the name of suitable persons to fill unfilled classifications.~~

~~F) *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the club.~~

~~G) *Public Relations Committee.* This committee shall devise and carry into effect plans (1) to give the public general information about Rotary, its history, object and scope; and (2) to secure proper publicity for the club.~~

~~H) *Rotary Information Committee.* This committee shall devise and carry into effect plans to:~~

- ~~1) give prospective members information about the privileges and responsibilities of membership in a Rotary club;~~

~~2) give the new members, especially the new members, adequate understanding of the privileges and responsibilities of membership,~~

~~3) give the members information about, Rotary, object, scope, and activities,~~

~~4) give the members information as to developments in the administrative operation of Rotary International.~~

~~I) *Fund Raising Committee.* This committee shall devise and carry into effect plans to invent, schedule, organize, promote, run and report on results of any fund raising activities promoted by this club.~~

~~J) *Family of Rotary Committee.* This committee shall perform weekly surveys of the club attendance for the purpose of researching any prolonged absences and reporting to club members, upon permission, any untoward life situations being experienced by the absent member.~~

~~K) *Newsletter Committee.* This committee shall inform the club members by means of an eNewsletter the occurrences and upcoming events of the club. The interval of publication will be at the discretion of the committee but no greater than monthly.~~

~~Article IX — Leave of Absence~~

Comment [SR2]: Addressed in constitution

~~Section 1: 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.~~

~~Section 2: 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 attending a regular meeting of some other club, the excused member must be recorded as absent except that the absence is authorized under the provision of Article VIII, Sec. 5 (c) or (d) of the Standard Club Constitution and is not computed in the attendance record of the club.~~

~~Section 3: A member shall be excused if the aggregate of the member's age and years of membership in one or more clubs is 85 years or more, and the member has notified the club secretary, in writing, of the member's desire to be excused from attendance and the Board has approved.~~

~~Section 4: Any member whose absences are excused under the provisions of section 1 and 3 of this article shall not be included in the membership figure used to compute this Club's attendance.~~

Article 9 X - 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, divided into two accounts: one for club operations and one for service projects.

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

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

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

~~Section 1: The treasurer shall deposit all funds of the club in some bank to be named by the Board.~~

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

~~Section 3: The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four (4) quarterly periods. The payment of per capita dues and magazine subscription to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates. In addition, a per capita levy shall be made to District 5340 concurrent with the club's payment to Rotary International. Magazine subscriptions for members joining during a semi-annual period are payable upon invoice from the Secretariat.~~

~~Section 4: At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.~~

Article XI 10 - Method of Electing Members

~~Section 1: Activemembers~~

Section 1 — A member proposes a candidate for membership to the board and/or the membership committee, 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 board approves the candidate's membership, the prospective member is invited to join the club.

~~A) 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. A transferring or former member of another club may be proposed by the membership committee and shall be submitted to the Board in writing, through the secretariat. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.~~

~~B) The Board shall request the classifications committee to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.~~

~~C) The Board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposing person through the club Secretary, of its decision.~~

~~D) If the decision of the Board is favorable, the proposing person, together with one or more members of the Rotary information committee, shall inform the prospective member of the purposes 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 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 10 days following publication of the name of the prospective member, the prospective member, upon payment of the admission fees as prescribed in Article V of these By-Laws, shall be considered to be elected to membership.~~

~~F) If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board and shall vote on the proposed member. If two or more negative votes are cast by the Board in attendance at such regular or special meeting, then membership shall be denied.~~

~~G) Following the member's election to membership as herein provided, the club Secretary shall issue a membership card to the member and shall report their name to the general secretary of Rotary International.~~

~~H) The members shall be formally introduced as a new member at a regular meeting of the club.~~

~~Section 2: *Honorary Members* The name of a proposed candidate for Honorary membership shall be submitted to the Board of Directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular or special meeting of the Board and that the Board, at its discretion, may waive any of the steps as set forth in section 1 of this article and proceed to vote on the proposed member. If two or more negative votes are cast by the Board in attendance at such regular or special meeting, then membership shall be denied.~~

Comment [SR3]: Addressed in constitution

~~Section 3: *Re-election of Former Active Member*~~

~~A) The application of a former active member of this club whose membership was terminated by another Rotary Club shall be considered promptly by the Board and in advance of any other application or proposal under the same classification or another classification.~~

~~B) At its discretion, the Board may refer any application to the classifications and membership committees and the Board may provide for a ten-day period during which time any member objecting to the re-election of any proposed former member shall notify the Board, in writing, stating reasons for their objection. At~~

~~any regular or special meeting, the Board shall proceed to vote on any application taking into account, where applicable, reports from the classifications and memberships committees and any objections filed. If two or more negative votes are cast by the Board in attendance at such regular or special meeting, then membership shall be denied. Approved former active member or members shall be considered duly elected to membership and shall be so notified by the Secretary. In the event any application is rejected, the applications shall be so notified by the Secretary.~~

Article XII—Resolutions

~~No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.~~

Article XIII—Order of Business

~~Meeting called to order.
Songs, pledge, any assigned personal comments.
Introduction of visiting Rotarians and guests.
Correspondence and announcements.
Committee reports if any.
Program.
Adjournment.~~

Article 11.XIV -Amendments

~~These bylaws may be amended at any regular meeting. Changing the club bylaws requires sending written notice to each member 21 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.~~

~~a quorum being present (one-third of the membership), by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been emailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Club Constitution and with the Constitution and Bylaws of Rotary International.~~