

To Board members of the Rotary Club of Almaden Valley
From: Bob Dolci and John Guisto - Bylaws Committee

November 10, 2009

Recommended RCAV Bylaws changes

Background: At the Board meeting of October 8th, 2009 you directed that Bob and I draft Bylaws recommendations for board approval. Since we all have different versions of the our Bylaws, none of which can be validated as official, and that it is the intent to conform to the degree possible to the RI leadership plan [2007 official RI constitution and recommended RI bylaws], and to the approved Fast Eddie's (2010/11) organizational format; Bob and I used the 2007 RI recommended documents as a basis to draft updated bylaws for our clubs use.

RI Club Constitution must be adopted without change and our Bylaws be in harmony with it.

Analysis: Rotary Club of Almaden Valley with 7 to 10 Board Members:

President
President elect
Past President
Secretary
Treasurer
Club Administration
Youth, Community & International
Optional 3 additional Directors (Necessary to provide for this years 2009/10 Ten member board org.)

We have attached the August 2007 RI Recommended Rotary Club Bylaws to your attention for the purposes of identifying those Articles and Sections that need to be addressed.

We have marked the following edits as a start directed to the following:

1. Provide for 5 officer board and flexible number of additional 2-5 Directors (Art 2, & 3-1).
2. Delete the board position of (Vice)President-nominee. (Art. 3-1, 4-1).
3. Show the position of Past president under (Art 4-3).
4. Delete the board position of Sergeant @ Arms (Art 3-2).
5. Create the board position of Club Administration (Art 4-6).
6. Create the board position of Youth, Community & International.
7. Designate 3rd regularly scheduled meeting in December as our Annual Meeting date. (Art 5-1).
8. Designate Thursday, 12:15 PM as our regular meeting date. (Art 5-2).
9. Establish second Tuesday each month for Board Meetings (Art 5-4).
10. Admission fees are \$100 (Art 6-1).
11. Dues As prescribed yearly and invoiced by Rotary International and District 5170 at there sole discretion. (Art 6-2)
12. We have not attempted to review Article 9 Committees.(Art 9, & 10) Nor Article 13, Method of electing members, 14,15 or 16.

Recommended Actions:

1. Approve the attached Recommended RCAV Bylaws changes and schedule for membership approval on November 20, 2009, regularly scheduled club meeting.
2. Approve the Rotary International mandated Club Constitution.

Recommended Rotary Club By-laws 2007

*By-laws of the Rotary Club of

ALMADEN VALLEY Version #2 revised October 21, 2009

**NOTE: These bylaws are recommended only and may be changed by any Rotary club to meet its own conditions, provided such changes are not out of harmony with the Standard Rotary Club Constitution and with the RI constitution, RI bylaws, and the Rotary Code of Policies. If any doubt exists, the proposed changes should be submitted to the general secretary for the consideration of the Board of Directors of RI.*

Article I 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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of 7-10 members of this club, namely, the President, Vice-President, President-Elect (or president-nominee, if no successor has been elected), Secretary, Treasurer, Club Administration, and Youth-Community-International and the Sergeant-at-Arms. At the discretion of the board, up to 3 other members can be elected in accordance with article 3, section 1 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for President, Vice-President-Elect, Secretary, Treasurer, Club Administration, and Youth-Community-International and up to 3 additional members. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for President, Vice-President, Secretary, Club Administration, and Youth Community-International and Treasurer receiving a majority of the votes shall be declared elected to their respective offices, The additional (up to 3) candidates receiving a majority of the votes shall be declared elected as members. The candidate for president elected in such balloting shall be the President-Elect nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as President on July 1 immediately following that year. The President-nominee shall take the title of President-elect on 1 July in the year prior to taking office as President.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article 4 Duties of Officers

Section 1 – *President*. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of President.

Section 2 – *President-elect*. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the President or the board.

Section 3 – *Vice-Past President*. It shall be the duty of the Vice-Past President to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office

of Past President.

Section 4 – Secretary. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, 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; and perform other duties as usually pertain to the office of secretary.

Section 5 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform 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.

Section 6 – Sergeant-at-Arms Club Administration. The duties of the sergeant-at-arms Club administration director shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board. (The Club Administrator position should be defined more specifically.)

Section 7 – Youth, Community & International. The duties of the Youth, Community and International Director shall be such as are usually prescribed for such office and other duties prescribed by the President or the Board.

Section 8 – Additional Directors (1, 2 or 3) The duties shall be such as are usually prescribed for such office and other duties prescribed by the President or the Board.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the **third scheduled meeting in December** in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article 6, Section 2 of the Standard Rotary Club Constitution provides that "An annual meeting for the election of officers shall be held not later than December 31...")

Section 2 – The regular weekly meetings of this club shall be held on **Thursday at 12:15 p.m.** Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article 9, Sections 1 and 2.

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

Section 4 – Regular meetings of the board shall be held on **second Tuesday** of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – The admission fee shall be **\$100** to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, Article 11.

Section 2 – The membership dues shall be **\$ as determined and invoiced by Rotary International and Rotary District 5170 at their sole discretion** per annum, payable semiannually on the first day of July and of January,

with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce** vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote. [the Club traditionally voice votes]

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.

Article 8 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The President-Elect, President, and immediate Past President should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership (Assigned to President-Elect)**

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- **Club Public Relations (Assigned to Club Administration Director)**

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- **Club Administration (new Board position)**

This committee should conduct activities associated with the effective operation of the club.

- **Service Projects (new Board position)**

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

- **The Rotary Foundation (assigned to Past President)**

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

This subsection is important for RCAV Board & Endowment review

Additional ad hoc committees may be appointed as needed.

(a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) 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 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 and approved by the board.

(c) Each 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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.)

Article 10 Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference to appropriate RI materials. The service projects committee will

consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

Article 11 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.

(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.)

Article 12 Finances

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

Section 2 – The Treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

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

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

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from July 1 to June 30, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1 and January 1 of each year on the basis of the membership of the club on those dates.

Article 13 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

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

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

Section 4 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the

prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these by-laws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

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

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

Article 14 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 15 Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence, announcements, and Rotary information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article 16 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed 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 standard Rotary club constitution and with the constitution and bylaws of RI.