

Rotary Club of Santa Rosa East West  
Bylaws

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Article 1. Definitions.

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Officers: The president, president-elect, secretary, treasurer and sergeant at arms.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on July 1.
7. This Club: Rotary Club of Santa Rosa East West.

Article 2. Board of Directors, Terms.

The governing body of this club shall be the board of directors. The board shall be comprised of eleven (11) members of this club in good standing including the president, president-elect, secretary, treasurer, the immediate past president, and six directors at large. The term of office for each director shall be two years, except that the director serving first as president-elect, then as president, and then as immediate past president shall serve three years. With respect to the directors other than the president-elect, president and immediate past president, the remaining eight directors shall be divided into two groups. Group A shall consist of four directors and Group B shall consist of four directors. Group A directors and Group B directors shall be elected in alternating years so as to create two-year staggered terms. Immediately upon adoption of these Bylaws, the then current directors shall divide themselves into the two groups referenced, provided that the secretary shall be included in group A and the treasurer shall be included in Group B.

Article 3. Election of Directors and Officers.

1. At the next to last regular club meeting in December, the president shall present for ratification by the members the slate of proposed officers and directors as prepared by the Nominating Committee. The slate shall consist of one candidate for the office of president-nominee, one candidate for either secretary or treasurer (depending on whether Group A or Group B directors are being selected) and four candidates for director. The Nominating Committee shall be comprised of the president-elect and the five most recent active past presidents. The Nominating Committee shall be chaired by the most recent active past president.
2. Upon ratification by the members, the slate shall be declared elected as directors; the candidates for president-nominee, secretary or treasurer, as the case may be, shall be declared elected as officers. The ratified candidate for president-nominee shall become president-elect on the first day of July next following the ratification

and shall assume office of president on the first day of July immediately following that year. All persons ratified as officers and/or directors shall constitute the board and shall commence serving as such on the first day of July next following their ratification. As soon as practicable after ratification each year, the directors continuing in office and directors-elect shall meet and elect some member of the club as sergeant-at-arms.

3. A vacancy in the board or any office shall be filled by action of the board of directors.
4. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the board of directors.

#### Article 4. Duties of Officers.

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.
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. The president-elect shall chair the Fundraising Committee.
3. 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 January 1 and July 1 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.
4. Treasurer. It shall be the duty of the treasurer to:
  - a). keep and maintain adequate and correct accounts of the club's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
  - b). exhibit at all reasonable times on request, the books of account and financial records to any officer or director of the club;
  - c). render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and the financial condition of the club;
  - d). prepare or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports;
  - e). ensure that all reports, statutory filings, and tax returns are timely filed with

- the appropriate tax or other governmental agencies;
- f). attend the annual District assembly, and all workshops pertaining to the office; and
  - g). perform such other appropriate duties as may be requested or assigned by the president or the board as pertain to the office.

Upon his or her retirement from office he or she shall turn over to his successor or to the president all funds, books of accounts or any other club property in his or her possession.

- 5. Vice-Treasurer. It shall be the duty of the Vice-Treasurer to report directly to the Treasurer and to:
  - a). have charge and custody of, and be responsible for, all funds of the club;
  - b). receive and give receipt for, monies due and payable to the club from any source whatsoever;
  - d). disburse or cause to be disbursed the funds of the club;
  - e.). attend the annual District assembly, and all workshops pertaining to the office.
- 6. Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.
- 7. Immediate Past President. It shall be the duty of the immediate Past President to serve on the Nominating Committee and act as its liaison to the Board of Directors. The immediate Past President shall chair meetings of the club or board in the absence of the President.

#### Article 5. Meetings.

- 1. Annual Club Meeting. An annual meeting of this club shall be held on the next to last regularly 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.
- 2. Regular Club Meetings. The regular meetings of this club shall be held weekly on Tuesdays at 12:15 pm. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.
- 3. Quorum for Club Meetings. One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.
- 4. Time and Place of Board Meetings. Regular monthly meetings of the board shall be held at such time and at such location as the president shall determine. Regular meetings of the board may be rescheduled by the president, due notice to all members having been given. Special meetings of the board may be called by the president or upon the request of two (2) directors, due notice having been given.

5. Quorum for Board Meeting. A majority of the directors (exclusive of vacancies) shall constitute a quorum of the board.
6. Attendance at Board Meetings. Each member of the Board is expected to attend each regular and special meeting of the Board of Directors. A board member shall be considered to have forfeited his or her board position if the secretary records two (2) consecutive unexcused absences from a meeting. Excused absences must be requested of the president in advance of the meeting and may be granted or denied at the discretion of the president.
7. Due Notice. Unless otherwise provided elsewhere in these bylaws, *due notice* shall mean 1). announcement of the matter for which notice is required at a regular club meeting no less than three days prior to the date set for action to be taken on that matter, or 2). notice in person or by telephone to all persons to whom notice is required to be given no less than three days prior to the date set for action to be taken on that matter, or 3). notice via email to all persons to whom notice is required to be given no less than three days prior to the date set for action to be taken on that matter provided that such email be sent to the email address of record of the person to whom it is sent and that response is received acknowledging receipt of the email notice. Nothing in this paragraph shall preclude the taking of action by unanimous written consent of all directors, including by email.

Article 6. Fees and Dues.

1. Initiation Dues. The initiation dues as from time to time be determined by the board and shall be paid before an applicant for membership can qualify as a member, except as provided for in the standard Rotary club constitution, article 11 (pertaining to members transferring from other clubs, former members and Rotoract members).
2. Membership Dues. The annual membership dues shall from time to time be established by the board and shall be payable by each member at such time or times as established by the board of directors. A portion of said annual dues 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 that the board may require written vote for certain matters as the board determines appropriate. *Viva voce* vote is defined as when club voting is conducted by vocal assent. Votes cast by proxy shall not be counted for any purpose.

Article 8. Avenue of Service Committees.

1. Creation of Avenue of Service Committees and their Membership. The president shall, subject to the approval of the board, appoint the following Avenue of Service Committees:

- Club Service committee
- Vocational Service committee
- Community Service committee
- International Service Committee
- Youth Service Committee
- Environmental service committee

a). The president shall, subject to the approval of the board, also appoint such sub-committees on particular phases of club service, vocational service, community service, international service, youth service and environmental service as hereinafter provided in these by-laws as he or she may deem necessary.

b). The club service committee, vocational service committee, the community service committee, the international service committee, the youth service committee and the environmental service committee shall each consist of a chairperson, who shall be named by the president, and at least one other committee member.

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

d). 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.

e). There shall also be such other standing committees constituted or appointed as hereinafter expressly set forth.

2. Club Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of the club in discharging their responsibilities in matters relating to Club Service. The chairperson or chairpersons 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 chairperson of the Club Service committee shall be responsible for all Club Service Activities and shall provide oversight to the work of all sub-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 chairpersons of all sub-committees appointed on particular phases of club Service.
- c). Where feasible and practical in the appointment of club committees, there should be provision for the 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.
- d). The president shall, subject to the approval of the board, appoint the following subcommittees on particular phases of club service:
1. *Club Communications Committee*. This committee shall, through the publishing of a weekly club bulletin and maintenance of a website, 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, publish from time to time the names of potential new members for general membership review, and report news of the club, its members, and the worldwide Rotary program.
  2. *Fellowship Activities Committee*. This committee shall promote acquaintances 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.
  3. *Membership Development and Retention Committee*. This committee shall review continually the club roster of filled and unfilled classifications and shall take positive action to initiate, receive, evaluate and present to the board the names of suitable persons to fill unfilled classifications and shall develop programs and action plans to retain existing members.
  4. *Program Committee*. This committee shall prepare and arrange the programs for the regular and special meetings of the club.
  5. *Public Relations Committee*. This committee shall devise and carry into effect, plans to, 1). give the public generally information about Rotary, its history, object and scope; and 2). secure proper publicity for the club.
  6. *Rotary Information Committee*. This committee shall consist of two members who 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 members, especially the new members, adequate understanding of the privileges and responsibilities of members, 3). give the members information about Rotary, its history, object, scope, activities, 4). review the dues and fee structure and financial costs in joining Rotary, and 5).

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

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 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.
4. 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 responsibility 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.
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 relating 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 sub-committees that may be appointed on particular phases of international service including, but not limited to, World Community Service Projects.
6. Youth 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 youth service activities. This committee shall coordinate all youth service activities of the club. Examples of this would include: Youth Exchange, youth academic and vocational awards, RYLA, Interact, Rotaract, etc. The chairperson of this committee shall be responsible for the youth services activities of the club and shall coordinate the work of any committee engaged in activities, programs and events focused on youth to encourage training, implementation and monitoring of the club and members compliance with the district Youth Protection Program and its underlying policy.
7. Environmental 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 environmental service activities. This committee shall coordinate all environmental service activities of the club.
8. The Rotary Foundation. This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Article 9. Standing Committees.

The president shall, subject to the approval of the board, appoint the following standing committees:

1. Nominating Committee. This committee shall be composed of the five most recent past presidents of the club that are still active members. The immediate past President shall serve as liaison between the committee and the board. The nominating committee shall propose at least one candidate for election for the office of President-nominee and shall review and advise the President-elect as to his proposed nominees for open positions on the board of directors. The nominating committee shall make its report to the board prior to the board meeting preceding the club annual meeting and to the club at least one week before the annual meeting.
2. Fundraising Committee. This committee shall carry into effect plans which will raise funds for the club's activities in the local and international communities as directed by the board and permit the club to carry out those goals which require financial contributions. The chairperson of this committee where feasible and practicable shall be the President Elect and shall report to the board upon the committee activities.
3. Projects/Distribution Committee. This committee shall receive and evaluate solicitations and suggestions for the distribution of funds for all service projects of the club. The committee shall develop and recommend guidelines and priorities for the distribution of funds for service projects for the approval of the board. The president shall designate the chairperson. Serving ex-officio may be the President, President Elect, President Nominee and the immediate past president as non-voting members.
4. Past Presidents Advisory Committee. The immediate past president shall chair this committee composed of all past presidents of the Rotary Club of Santa Rosa East West. The committee shall meet on call of the current club president, the immediate past president chair, or any two past presidents. The committee will perform an advisory role for the current club president and board of directors on matters pertaining to the club and its activities. In no way shall the authority and/or responsibility of the current president and the board of directors be impaired or impeded by the advice and actions of this committee

Additional ad hoc committees may be appointed as needed.

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

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.

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.

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, International Service, Youth Service and Environmental Service when developing plans for the year. The Club Administration committee will consider the Avenue of Club 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, a leave of absence may be granted by the board excusing a member from attending the meetings of the club for a specified length of time; provided, however, such period shall not exceed twelve (12) months and the member shall remain in good standing with the club. Any member whose absences are excused under this provision shall not be included in the membership figure used to compute the clubs attendance nor shall such absence or attendances be used for that purpose; nor will any member who has reached the age of 65 years and whose years of age plus years of membership in one or more clubs is 85 years or more, the member has been a member of one or more clubs for at least 20 years and the member has notified the club secretary in writing of his or her desire to be so excluded and the Board has approved the request.

Article 12. Finances.

1. Deposit of Funds. The Vice-Treasurer shall deposit all funds of the club in some bank or other depository to be named by the board.
2. Payment of Bills and Audit. All bills shall be presented to the Vice Treasurer upon signed vouchers and paid by the Vice-Treasurer only by checks signed by any two authorized signors. All expenditures shall have been previously included within the annual budget or individually authorized by the board. The board may

at its discretion also refer a review to a certified public accountant or other qualified person.

3. Fiscal Year. The fiscal year of this club shall extend from July 1st to June 30th.
4. Budget. Prior to the beginning of each fiscal year, the treasurer shall prepare a preliminary budget with the president-elect which shall include estimated income and estimated expenditures for the oncoming Rotary year. The budget will be presented to the board at its July meeting for discussion and adoption. The adopted budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Article 13. Method of Admitting Members.

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 other club. The proposal shall be kept confidential except as otherwise provided in this procedure.
2. The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
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.
4. If the decision of the board is favorable, the prospective member shall be so informed, following which the prospective member, if he or she has not previously done so, shall be requested to submit a fully executed membership application form and permit his or her name and proposed classification to be published or announced to the club. Upon receipt of such application and permission, the secretary will cause to be published or announced to the members the name and proposed classification of the prospective member.
5. If no written objection to the proposal, stating the reasons for such objection, is received by the board from any member (other than honorary) of the club within seven (7) days following publication or announcement of the name and proposed classification of the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership and in the classification as proposed. If a written objection as described above has been submitted to the board, the board 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 and in the classification as proposed.

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.

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

1. Honorary or Transferring Members. The name of the proposed candidate for Honorary membership, or transferring or former Rotarians 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 proposal may be considered at any regular or special meeting of the board and that the board may at its discretion waive any of the steps as set forth in Section 1. of this Article and proceed to ballot on the proposed member.
2. Corporate Members. Subject to the terms of Section 1. above, the Membership Committee may recommend a corporation or associations as a member of the club with the guideline and/or goal of having just one corporate member per industry or field. Such members would be subject to the following rules: 1). the corporation or association shall have one primary and four associate members with the primary member and have a club membership representative participating in the screening process to ensure a suitable arrangement, 2). the associate members shall, however, be selected by the primary member and the corporation/association shall be able to replace any of the designated members as may be required, and 3). should a primary member or associate member leave the corporation or association, that member may request to join the club as an individual member.

#### 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. The board shall not adopt any resolution committing the club on any matter extending beyond the current year without ratification of the members.

#### Article 15. Amendments.

Except as otherwise provided, these bylaws may be amended by the board at any regular meeting of the board, a quorum being present, by a two-thirds vote of all directors present, provided that notice of such proposed amendment shall have been announced at the regular meeting immediately preceding the meeting for which approval of the amendment is sought; provided however, that any amendment to these bylaws that seeks

to change the number of directors, alter the quorum requirements for club meetings or alter any proxy rights shall be approved by the membership. No amendment or addition to these bylaws shall be made that is inharmonious with the standard Rotary club constitution or with the constitution and bylaws of RI.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting secretary of the Rotary Club of Santa Rosa East West, a California corporation; and

2. That the foregoing Bylaws, comprising twelve pages, constitute the original Bylaws of the new corporation. \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Ron Taylor, Secretary

Attest:

\_\_\_\_\_  
Mae Hegarty Matos, President