

# Bylaws of the Rotary Club of Green Valley (Henderson NV)

## Article 1: Definitions

1. Board: The Board of Directors of this club.
2. Officer: The President, Immediate Past President, President-Elect, Secretary, or Treasurer of the club. Unless otherwise indicated, the plural “officers” shall refer to all of these positions.
3. Director: A director of this club’s board.
4. Member: A member of this club (excludes honorary members).
5. Quorum: The minimum number of participants who must be present when a vote is taken. One third ( $\frac{1}{3}$ ) of the club members for club decisions and a simple majority of officers and directors for board decisions.
6. RI: Rotary International.
7. Year: The twelve month period beginning on July 1.
8. District: Rotary International District 5300.
9. AMP: Alternative Meeting Program.

## Article 2: Board

The governing body of this club is its Board of Directors, consisting of, at a minimum of eleven (11) members. These members are the President, Immediate Past President, President-Elect, Secretary, and Treasurer and six (6) additional directors. The duly elected Chair of AMP shall serve as one of the directors of the club.

The President of the Nevada Rotary Foundation (a domestic, non-profit corporation operated exclusively to support the charitable, educational, and humanitarian endeavors of the Rotary Club of Green Valley) shall be an additional ex officio - or non-voting - member of the board.

## **Article 3: Elections and Terms of Office**

### **Section 1 - Nominations and Voting**

At a regular meeting, one month prior to the meeting for elections, the president officer shall ask for nominations by members of the club for the offices of President-Elect, Secretary, Treasurer, and two (2) to three (3) directors.

The nominations may be presented by either a nominating committee or by members from the floor or both as determined by the club. If it is determined to use a nominating committee, such committee shall be appointed in a manner as determined by the club. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted to their respective offices. The candidate for President-Elect in such balloting receiving a plurality (the most) of the votes shall serve as an officer for the year commencing on the first (1st) day of July following the election. The President-Elect shall then assume the office of President on the first (1st) of July immediately following that year.

The candidates for Secretary and Treasurer receiving the plurality of the votes shall each be declared elected to their respective office, serving a one year term. The candidates for position of director receiving the plurality of the votes shall be declared elected as directors, serving a two year term.

### **Section 2 - Board Make-Up**

The officers and directors so elected, together with the Immediate Past President, shall constitute the board. The officers and directors who will assume their positions on the board and the directors whose terms have not expired may appoint a member of the club to act as Sergeant-at-Arms.

### **Section 3 - Vacancy on Board**

If any officer-elect or director-elect (other than the President-Elect) vacates a position, the remaining members of the board-elect will appoint a replacement.

If any officer or director (other than the President) vacates a position, the remaining members of the board will appoint a replacement.

If the President-Elect vacates their position prior to July 1, a special election for that office shall be held according to the procedure set forth in Article 3, Section 1 above.

If the President vacates their position prior to April 1, a special election for that office shall be held according to the procedure set forth in Article 3, Section 1 above.

If the President vacates their position on or after April 1, the President-Elect will immediately assume the role of President.

#### **Section 4 - Terms of Office**

1. President
  - a. The term of office for a club president is specified as one year, beginning on July 1, in the Standard Rotary Club Constitution. When a successor is not elected, the current president's term can be extended for up to one year.
2. Officers
  - a. All officers of the club shall have a one year term beginning on July 1 or until respective successors have been duly elected and qualified to assume their respective offices.
3. Directors
  - a. Except as outlined below, all directors shall be elected to serve a two year term (July 1 until June 30 of the second year of the term) or until respective successors have been duly elected and qualified to assume their offices.
  - b. Directors' terms of office shall be staggered so that approximately one half ( $\frac{1}{2}$ ) of the directors will end their terms in any given year. Each year, two (2) to three (3) directors will be elected.
  - c. The Chair of AMP shall fill the sixth (6th) open director position on the board each year. The term of office of the Chair of AMP shall be one year beginning on July 1 of the calendar year immediately following the election and ending on June 30 of the first year in office. (See [Article 16, Section 3](#) of these bylaws).
  - d. In addition to the Chair of AMP, no more than 1 member of AMP shall be elected to the position of director each year.
  - e. The President of the Nevada Rotary Foundation shall serve as an ex officio director of the board for the term of their presidency as defined by the bylaws of the Nevada Rotary Foundation. This is a non-voting position on the Board.
  - f. Directors may serve two consecutive terms (four years). They are then required to take two years off before rejoining the board as a director.

#### **Section 5 - Removal of Board Member**

Any officer or director may be removed by a majority vote of members in good standing in the club, with or without cause, when the club membership determines, in their judgment, that it would serve the best interests of the club.

#### **Section 6 - Resignation of Board Member**

Any officer or director may resign at any time by giving written notice to the board. Such resignation shall take effect at the time specified therein. The acceptance of such resignation by the board shall not be necessary to make it effective.

#### **Article 4: Duties of the Officers and Directors**

##### **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 - Immediate Past President**

It shall be the duty of the Immediate Past President to serve as a director, to attend club and board meetings and to perform such other duties as may be prescribed by the President of the club.

## **Section 3 - President-Elect**

It shall be the duty of the President-Elect to prepare for their year as President, serve as a director, serve as the Program Chair, attend club and board meetings, and to perform other duties as ordinarily pertain to the office of President-Elect.

## **Section 4 - Director**

A director shall attend club and board meetings and perform other duties as may be prescribed by the President of the club.

## **Section 5 - Secretary**

The secretary shall attend club and board meetings, 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 and the District, 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, or as otherwise required by the District, collect and remit RI official magazine subscriptions, and perform other duties as ordinarily pertain to the office of secretary.

## **Section 6 - Treasurer**

The treasurer shall attend club and board meetings, have custody of all bookkeeping records of the club and accounting for it to the club annually and at any other time upon demand by the board. The treasurer shall have custody of the club's funds, including but not limited to the bank checkbook, debit card, and deposits. The treasurer shall make checks as determined payable by the board, arrange deposits of funds to club's accounts as provided by third parties, board members and the like, provide records of checks/deposits to the board on a monthly basis, and to perform other duties as ordinarily 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 7 - Sergeant-at-Arms**

The Sergeant-at-Arms shall perform such duties as ordinarily pertain to such office including keeping order at meetings and other such duties as may be prescribed by the President. The position of Sergeant-at-Arms is not a board position, however the Sergeant-at-Arms may also be elected as a director.

## **Article 5: Meetings**

### **Section 1 - Annual Meeting**

An annual meeting of this club shall be held no later than December 31 to elect the officers and directors who will serve for the next Rotary year.

### **Section 2 - Regular Meetings**

Regular weekly meetings of this club shall be held on Thursday beginning at 7:00 am.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members in good standing in this club, except honorary members, or a member excused pursuant to Article 10, Sections 2, 3, 4, and 5 of the Constitution of the club, shall be counted as present or absent on the day of the regular weekly meeting. A member must be present for at least sixty percent (60%) of the time devoted to the regular meeting, either at this club or any other Rotary club, or as otherwise provided in Article 10, Section 1 of the Constitution of the club.

### **Section 3 - Board Meetings**

The board shall meet at least once per month at a date, time, and location specified by the President. Notice shall be given to each member of the club in a timely manner as to the date, time, and location of the board meeting.

Special meetings of the board may be called with reasonable notice by the President upon request of at least two officers and/or directors.

Decisions not requiring discussion can be voted upon by the board via electronic means as chosen by the President, providing a record of the vote can be stored for later review.

## **Article 6: Fees and Dues for New and Transferring Members**

### **Section 1 - Admission Fee**

The admission fee shall be one hundred dollars (\$100) to be paid before an applicant can qualify as a member, except for those applicants specified in Article 6, Section 2.

Annual club dues are one thousand dollars (\$1,000). Dues will be paid in quarterly increments of two hundred fifty dollars (\$250) as specified in Article 6, Section 5.

### **Section 2 - Transferring Members**

Any transferring or former member of another club who is accepted into membership of this club pursuant to Article 13 or any former member of this club who rejoins shall not be required to pay a second admission fee.

A Rotaractor who ceased to be a member of Rotaract within the preceding two years who is accepted into membership of this club shall not be required to pay an admission fee.

### **Section 3 - Prospective Transferring Members**

A member may propose to active membership a transferring or former member of another club. The former member may also be proposed by their former club. The classification of a transferring or former member of a club shall not preclude election to active membership. Prospective members of this club who are current or former members of another club, who have debts to the former club, are ineligible for membership in this club. The club may demand that a prospective member present written proof that no money is owed to their former club. The admission of a transferring or former member shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club. Transferring or former members should be asked for a letter of recommendation from their former club.

### **Section 4 - Current or Former Members**

This club shall provide a statement regarding money owed by a member when requested from another club. If such a statement is not provided within 30 days of being requested it shall be assumed that the member does not owe any money to this club.

### **Section 5 - Payment Due Date**

Membership dues shall be payable by the first day of each quarter of the Rotary year (July, October, January, and April) with the understanding that such dues shall include meeting meals, room fees, RI and District dues, Sustaining Member allotment of \$100 per annum, official RI Magazine subscription, and other requirements as deemed necessary by the board.

### **Article 7: Method of Voting**

The regular business of this club shall be transacted by voice vote or a show of hands. The election of officers and directors must be conducted by written and electronic ballot. A written ballot will be used in a regular club meeting as described in Article 3, Section 1. An electronic ballot will be available for one week prior to the regular meeting in which election will be held to allow for voting by those who cannot attend the regular weekly meeting. The Secretary will be responsible for ensuring that no member votes more than once.

### **Article 8: Avenues of Service**

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

## Article 9: Committees

### **Section 1 - Committee Appointment**

Club committees are charged with carrying out the annual and long-range goals and objectives of the club based on Rotary's five Avenues of Service. The President, President-Elect, 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 a minimum of two years to ensure consistency.

The President-Elect is responsible for appointing committee members (including chairs), filling vacancies, 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 can be appointed as follows:

- **Club Administration:** The committee should conduct activities associated with the effective operation of the club.
- **Membership:** This committee should develop and implement a comprehensive plan for the recruitment and retention of club members.
- **Public Relations:** 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.
- **The Rotary Foundation:** This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **Service Projects:** This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other areas and countries.
- **Charity:** This committee should develop and implement plans and criteria for making charitable donations and for other use of the club's charitable funds.
- **Programs:** This committee should develop and implement plans for the speakers and presentations at club meetings.

Additional committees may be appointed as needed.

The President is an ex officio member of all committees.

### **Section 2 - Board Approval Required for Committee Action**

Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it be the President of the club. 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.

### **Section 3 - Responsibility**

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.

## **Article 10: Duties of Committees**

### **Section 1 - Presidential Review**

The duties of all committees shall be established and reviewed by the President for their year in office in accordance with the guidelines in Article 9, Section 1, the appropriate RI materials, and the Avenues of Service.

### **Section 2 - Duties**

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for the 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 excusing a member from attending the meetings of the club for a specified length of time, however such leave shall not exceed six months.

Upon the showing of just cause, the board may grant a single extension of the member's leave of absence, provided that the combined leave and extension not exceed a total of twelve (12) months.

The board, in its discretion, may excuse certain dues associated with membership, including those dealing with payment of meeting meals. At no time, however, can the dues associated with RI or the District be excused by the board, and thus, must be paid by the member granted a leave of absence.

## **Article 12: Finances**

### **Section 1 - Budget**

Before each fiscal year starts, the board shall prepare an annual budget of estimated income and expenditures.

### **Section 2 - Separate Accounts**

The Treasurer shall deposit club funds in a financial institution(s) designated by the board, divided into two accounts: one for club operations and one for service projects.



### **Section 3 - Payment Approval**

Bills shall be paid by the Treasurer or another authorized officer upon approval of two other officers or directors.

### **Section 4 - Annual Review**

A qualified person shall conduct a thorough annual review of all financial transactions.

### **Section 5 - Bonds**

Officers having charge or control of club funds may serve without giving a bond. Should a bond be required by the board for the safe custody of the funds of the club, the cost of the bond shall be borne by the club.

### **Section 6 - Financial Reports**

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 7 - Fiscal Year**

The fiscal year is from July 1 to June 30.

## **Article 13: Method of Electing Members**

### **Section 1 - Prospective Members**

The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing through the Membership Committee Chair. A transferring or former member of another Rotary club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise noted in this procedure.

### **Section 2 - Requirements**

The board shall ensure that the prospective member meets all the membership requirements of the Constitution of the club.

### **Section 3 - Approval**

The board shall approve or disapprove the proposal within thirty (30) days of its submission and shall notify the proposer, through the Secretary, of its decision.

### **Section 4 - Notification to Prospective Member**

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.

### **Section 5 - No Objections Filed**

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 an honorary membership) as prescribed in these bylaws, shall be considered to be elected to membership.

### **Section 6 - Objections**

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 an honorary membership), shall be considered elected to membership.

### **Section 7 - Induction**

Following the election, the President shall arrange for the new member's induction. At that time, new member Rotary literature will be provided to the new member. In addition, the President or Secretary will report the new member information to RI and the Membership Chair 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 8 - Honorary Members**

The club may elect, in accordance with the Constitution of the club, honorary members proposed by the board.

### **Article 14: Resolutions and Motions**

Any resolution or motions to commit the club to any position or action shall first be reviewed and approved by the board. If resolutions or motions are first offered at a club meeting, they shall be sent to the board without discussion.

### **Article 15: Order of Business**

Club meetings shall be conducted in an orderly fashion following an agenda to be determined by the President. At a minimum, the agenda should contain the following:

- Call to order
- Introduction of guests and visiting Rotarians
- Announcements and Rotary information
- Any old or unfinished business
- Address or other program features
- Adjournment

### **Article 16: Alternative Meeting Program (AMP)**

#### **Section 1 - Definition**

To fully serve those members of our community who believe in the mission of RI and the club but who are unable to comply with the established meeting time and/or dues structure, the club has created an Alternative Meeting Program (AMP). AMP will permit individuals to become members of the club without the more rigid constraints often found in many traditional Rotary clubs.

Those individuals who choose to join AMP will be members of the club and shall adhere to the same constitution, bylaws, and policies and procedures as other members of the club. Variance from the bylaws and policies will apply only when those directives conflict with the structure of AMP or when specified in the bylaws.

AMP is not a satellite club as defined by RI, but rather is a variation in structure only established to allow more individuals to join the club.

## **Section 2 - AMP Board**

The governing body of AMP shall be composed of a Chair, a Secretary, and a Treasurer.

## **Section 3 - Elections and Terms of Office**

Election procedures and terms of office shall follow the same practice as specified in Article 3 of the club bylaws. Officers of AMP shall have a term of one (1) year beginning July 1 or until respective successors have been duly elected and qualified to assume their respective offices.

An annual meeting of AMP shall be held no later than December 31 to elect the officers who will serve for the next Rotary year.

The AMP Chair shall fill one director position on the club board. Any member of AMP is eligible to be nominated and elected for an open director position on the club board; however no more than two members of AMP (in addition to the AMP Chair) shall hold positions on the club board at the same time.

## **Section 4 - Duties of the Officers**

1. Chair - It shall be the duty of the Chair to preside at meetings of AMP and to perform other duties as ordinarily pertain to the officer of a club director. The Chair, or their designee, will attend meetings of the club board.
2. Secretary - It shall be the duty of the Secretary to keep membership and attendance records.
3. Treasurer - It shall be the duty of the Treasurer to oversee all funds and provide an accounting of them.
4. AMP Board members may perform additional duties as necessary.

## **Section 5 - Meetings**

One regular monthly meeting of AMP shall be held on the second Thursday of each month beginning at 5:30 pm for fellowship, to conduct business, and to discuss club service projects. Reasonable notice of any change or cancellation of the monthly meeting will be given to all club members. Meeting location(s) will be determined on a month-to-month basis.

AMP members will meet one additional time each month, at a time and place to be decided, to work on a service project.

AMP members may attend any of the regular club meetings or service projects. AMP members will pay the regular meal charge when attending a regular club meeting and any fees associated with other club events for which there is a participation charge.

### **Section 6 - Fees and Dues**

The admission fee for AMP shall be one hundred dollars (\$100) to be paid before the application can qualify as a member.

Annual AMP dues are three hundred dollars (\$300). Membership dues of seventy five dollars (\$75) shall be payable by the first day of each quarter of the Rotary year (July, October, January, and April) with the understanding that such annual dues shall include RI, District, and club dues, Sustaining Member allotment of \$100 per annum, official RI Magazine subscription, and other requirements as deemed necessary by the board.

Policies regarding prospective members, transferring members, etc. shall pertain to AMP membership following the same directives set forth in Article 6, Sections 2-4 of the bylaws.

### **Section 7 - Method of Electing Members**

As detailed in Article 16, Section 1 of these bylaws, individuals who choose to participate in the AMP will be regular members of the club and shall adhere to the same bylaws as all other members of the club. Consequently, individuals desiring to join AMP will follow the same steps set forth in Article 13, Sections 1-8 of these bylaws when electing new members.

### **Section 8 - Affiliation**

Upon approval for admission to the club, any prospective member will have the option of choosing to attend morning meetings or attending AMP meetings. Members from either group will be permitted to switch affiliation to the other group not more than twice in any twelve (!2) month period. Changes to either group will be permitted only at the beginning of each quarter.

AMP members shall attend a minimum of two (2) morning meetings within any calendar year. They will be encouraged to attend any and all activities of the club. Similarly, members of the morning group are welcome to attend all meetings, social events, and projects that are organized through AMP.

## Article 17: Amendments

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

The club President, the club Secretary, and/or their designee may make style and grammatical corrections without a vote of the board.

Revised and adopted by vote of the Rotary Club of Green Valley: June 30, 2016

Revised and adopted by vote of the Rotary Club of Green Valley: April 14, 2020

Revised and adopted by vote of the Rotary Club of Green Valley: August 27, 2020

Revised and adopted by vote of the Rotary Club of Green Valley: September 1, 2022