

**BYLAWS
OF THE
ROTARY CLUB OF PASADENA, CALIFORNIA**

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End of Bylaws

Article 1 Definitions

Board:	The Board of Directors of this club, consisting of Directors and five specified Officers.
Constitution	The mandatory Standard Rotary Club Constitution generated by RI and adopted by the club.
Director:	A member elected by the club to serve on the Board of Directors.
Member:	A member, other than an honorary member, of the club.
Officer:	The President, President-Elect, Immediate Past President, Secretary, Treasurer, and Sergeant-at-Arms of the club.
Quorum:	One-third of the club membership; a majority of the Board.
RI:	Rotary International.
Year:	The 12-month period that begins on July 1.

Article 2 Board of Directors

The governing body of this club shall be the Board, consisting of a minimum of twelve (12) members and maximum of twenty (20) members of this club. There are two types of Board members: Directors elected by the membership in accordance with Article 3, Section 1 of these Bylaws, plus the following five officers: President, President-Elect, Secretary, Treasurer, and the Immediate Past President. The foregoing five identified officers shall serve ex-officio as full voting members of the Board, without the necessity of having been elected as Directors by the club membership. These five voting officers shall be counted as part of the permitted number of Board members (12-20) in determining compliance with the stated minimum/maximum number of Board members, and as part of a quorum.

Article 3 Elections, Appointments, and Terms of Office

Section 1 Nomination and Election of Board Members

Within the first four months of each calendar year, during a regular meeting of the club, the President shall ask for nominations for members of the Board from the membership. Prior to this regular meeting, members of the Nominating Committee will have met, and will present at the meeting a slate of four Board candidates. The Nominating Committee is comprised of the President, President-Elect, at least three recent Past Presidents, and three at-large members. The at-large members will be selected by the club membership at a regular Wednesday

Article 3 continued

meeting. The nominations made shall be placed on a ballot, presented to the membership for a vote, and the nominees receiving the highest number of votes shall be declared the elected Directors, to commence their terms at the beginning of the next Year. To be considered for nomination as a Board member, the Rotarian must be in good standing and have chaired at least one Rotary Committee.

Section 2 Election of The President-Elect-Elect

During the November or December board meeting of each Year, or at a special meeting occurring during those two months, the Board shall meet and elect the President-Elect-Elect, whose term as President-Elect shall commence on July 1 following the date of said election, and whose term of office as President shall commence during the Year immediately following his/her Year as President-Elect. In order to be eligible for election, the candidate seeking election as President-Elect-Elect must have served as a Board member of the Club, which service as a Board member may also include the ex-officio Board membership status associated with the officer positions of Secretary and Treasurer.

Section 3 Appointment of Officers by President-Elect

Prior to the date that the President-Elect takes office as President, the President-Elect shall appoint to serve, during his or her term as President, the Secretary, the Treasurer and, if desired, one or more Sergeant(s)-at-Arms.

Section 4 Vacancy in a Director Position

A vacancy on the Board in the position of a Director, whether a present Director or a Director-elect, shall be filled by Board vote.

Section 5 Vacancy in an Office

A vacancy in the position of any office shall be filled by the same process by which the particular vacant office was originally filled, either by Board action (if electing a President-Elect-Elect) or by Presidential appointment. A vacancy in the office of Immediate Past President shall go unfilled.

Article 3 continued

Section 6 Terms of Office

The term of each office is as follows:

President	One Year
President-Elect	One Year
Immediate Past President	One Year
Director	Three Years
Treasurer	One Year
Secretary	One Year
Sergeant-at-Arms	One Year

Article 4 Duties of Officers and Directors

Section 1 President

The President shall serve as a Board member and preside at club and Board meetings. The President shall also serve as a member of the Board of the Rotary Club of Pasadena Foundation, and as an ex-officio member of every committee of the club, with full voting rights as a member of every committee.

Section 2 Immediate Past President

The Immediate Past President shall serve as a Board member, chair the Demotion Committee, and perform other duties as may be prescribed by the President or the Board.

Section 3 President-Elect

The President-Elect shall serve as a Board member, prepare for his/her upcoming Year in office, and preside at Board and Club meetings in the absence of the President. The President-Elect shall, with the assistance of the President and Immediate Past President, endeavor to ensure continuity of leadership and succession planning. The President-Elect shall appoint committee chairs (or co-chairs) of each committee to serve during his/her term in office. He/she may also appoint Coordinating Chairs, to which the Committee Chairs report. In making committee chair appointments, the President-Elect shall prefer, if possible, persons with previous experience on that particular committee. The President-Elect shall conduct necessary planning meetings with committee and coordinating

Article 4 continued

chairs prior to the commencement of the President-Elect's term as President. The President-Elect shall select a theme for his/her Presidential Year, which may serve to inspire and focus the club's activities for the Year.

Section 4 Secretary

The Secretary shall serve as a Board member and shall, with the assistance of administrative staff:

- (1) maintain membership and attendance records;
- (2) send out notices of club, board, and committee meetings;
- (3) record and preserve the minutes of meetings;
- (4) send required reports 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;
- (5) report changes in the membership;
- (6) provide the monthly attendance report;
- (7) monitor and notify club members who are in arrears to the club financially, including recommending Board action to terminate members for nonpayment when appropriate.

Section 5 Treasurer

The Treasurer shall serve as a Board member, and shall work with the President-Elect to develop and annual budget. The Treasurer shall oversee all club funds, and provide an accounting of these funds annually and as frequently as the Board requests. The Treasurer shall perform such duties as usually 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, and any other club property.

Article 4 continued

Section 6 Sergeant-at-Arms

The Sergeant-at-Arms shall perform such duties as prescribed by the President and the Board. The duties shall be those usually prescribed for that office. The Sergeant-at-Arms shall not be a voting member of the Board.

Section 7 Directors

A Director shall attend club and Board meetings and participate in Board votes. Directors are expected to have read and reviewed, prior to each Board meeting, all meeting materials which have been distributed to them in advance of the meeting. Directors should be present for the entire duration of the meeting, absent unusual circumstances.

Article 5 Meetings

Section 1 Annual Meeting

An annual meeting of the club shall be held no later than December 31 of each year. Four new members of the Board will be elected by the membership at this meeting.

Section 2 Regular Club Meetings

The regular weekly meetings of the club shall be held on Wednesday of each week at noon. Reasonable notice of any changes or cancellation of the regular meeting shall be given to all members of the club. The order of business for a club meeting shall be as follows:

- Meeting called to order
- Song(s)
- Pledge of allegiance
- Meditation
- Introduction of visiting Rotarians and guests
- Birthday announcements
- General announcements
- Introduction of guest speaker
- Speaker
- Adjournment

Article 5 continued

Section 3 Regular and Special Board Meetings

Regular meetings of the Board shall be held once each month, at times fixed by the Board. Special meetings of the Board may be called with reasonable notice by the President, whenever deemed necessary, or upon the request of two (2) members of the Board. Regular and/or Special meetings may be held via the internet, conference call, or any other technologically available method allowing all members to “meet and confer.” Notice of all meetings should be published to enable any and all club members to attend, unless for good cause, the President decides that the meeting shall be a closed meeting.

Club business may be conducted by the Board whenever a quorum is present, which quorum shall be a simple majority of the total Board members. Once a quorum is present, business may be conducted and votes taken, even if the presence of a quorum is lost due to departures prior to the end of the Board meeting.

In the event that a quorum is not present at the start of a Board meeting, business may not be conducted; however, topics may be presented and discussed for information only, to be voted upon when a quorum is next present.

Article 6 Fees and Dues

Section 1 Types of fees

There are several different mandatory fees associated with membership in Pasadena Rotary: a one-time admission fee, monthly club dues, monthly lunch charges, and Tyros lunch charges during the first twelve months of membership. There are other monthly fees which are optional, and which are charged at the election of the member: Rotary Club of Pasadena Foundation, and the Rotary International Foundation. The amounts of the foregoing fees are determined and set by the Board, and are subject to periodic review and change as necessary. Costs for social events and various fundraising events are additional, and can either be added to a member’s bill or paid separately prior to or at the event by cash or check. Social and fundraising events are optional. Costs of social events are announced prior to the event.

Section 2 Billing

Fees are billed during the month following the month during which the fees are incurred. Payment shall be by any method authorized by the club.

Article 6 continued

Section 3 Resignation, Senior Active Status, and Leave of Absence Status

Due to the difficulty inherent in pro-rating the above charges, no fees of any kind will be pro-rated based on a partial month of membership when a member either resigns or has Senior Active or Leave of Absence status approved. The Board will assign an accepted resignation, approved Senior Active status (see Article 7) or approved Leave of Absence status (see Article 8) an effective date at the end of a full calendar month, regardless of when the resignation or request for change of status is submitted, and regardless of when a member ceases to attend club lunches and events. Fees will be charged up to the effective date.

Article 7 Special Membership Status: Senior Active

Section 1 Purpose

The purpose of Senior Active status is to allow a less expensive continued membership for longtime Rotarians whose regular attendance may have dropped significantly due to changing health or circumstances, by relieving them of the financial burden of automatic monthly lunch dues.

Section 2 Qualification for Senior Active Status

Senior Active status is available to a member when the sum of the member's chronological age in years plus years of membership in one or more clubs totals 85 or more.

Section 3 Procedure

A member requests Senior Active status by notifying the club secretary or President in writing of the member's desire to be placed on Senior Active status.

Section 4 Board action

Senior Active status requires Board approval. It is automatically approved when the member qualifies for such status under the formula in Section 2 of this Article.

Article 7 continued

Section 5 Financial Effect of Senior Active Status

During the period of granted Senior Active status, the member will not be charged the monthly fee for meals; however, he or she will be billed monthly dues and any other agreed-to commitments, such as donations to the foundations. During Senior Active status, a member attending a meeting shall pay for lunch at the then-applicable guest rate. All other fees and dues charged by the Club shall remain in effect.

Article 8 Special Membership Status: Leave of Absence

Section 1 Purpose

The club's success depends on dedicated members sharing their enthusiasm for its activities. An important aspect of this dedication is regular attendance at weekly meetings. Regular attendance gives everyone the opportunity to enjoy each other's fellowship, understand the club's charitable projects, participate in its local activities, and learn from speakers.

The club recognizes that there will be times when a member will be unable to attend meetings for protracted periods. Examples might include extended vacations, recuperation from health challenges (surgery, illness, or injuries), or unusual demands of family or work. The club therefore permits a Leave of Absence status with guidelines and requirements as set out herein.

Section 2 Guidelines for a Leave of Absence Status.

A Leave of Absence will be granted on a case-by-case basis. Generally, a Leave of Absence is appropriate when circumstances will cause the member to miss at least four weekly meetings and the member intends to return to the club within six (6) months. Longer absences suggest that the member consider a voluntary resignation so that the club can better address semi-annual Rotary International dues, plan correctly for meals and meet attendance goals. A member requesting Leave of Absence status should have a good faith present intention, at the time of making the request, to return to full active status at the end of the approved Leave of Absence period.

Article 8 continued

Section 3 Procedure

- (1) Written request. The member shall submit a written request to the club Secretary. If the Secretary is unavailable, the request may be submitted to the President or any member of the Board. An email will satisfy the requirement of a written request. When special circumstances require, a request may be made by a member's family member or a third party on the member's behalf.
- (2) Timing of request. The request should be submitted in sufficient time to allow the Board to consider and act on the request at the next monthly Board meeting following the date of submission, preferably not less than 2 weeks in advance of the Board meeting at which the request will be considered.
- (3) Contents of request. The request must be presented in good faith and must clearly state three things: 1) the reason that leave is sought (personal or private details need not be disclosed by the requesting member); 2) the requested Leave of Absence period, not to exceed six months; and 3) that the member intends to return to full active status at the end of the Leave of Absence period. A request missing any of these three required elements is defective, and shall not be approved.
- (4) Board action. The Board will vote on the request at its next regularly-scheduled meeting, unless an emergency situation requires earlier action by special meeting. Members applying for Leave of Absence status will be notified by the President or Secretary of the Board's decision. It is anticipated that most requests falling within the guidelines set forth above will be granted.
- (5) Extensions. All requests for an extension of a Leave of Absence shall require the same written request and Board action as the initial request. Members are respectfully advised that extension requests are generally discouraged, because continuity of membership is important. An authorized Leave of Absence, plus any extensions approved thereto, may not exceed a combined total of 12 months. Exception: if the Leave is for a medical reason that extends for more than twelve months, such Leave may be extended by the Board for a period of time beyond a combined total of twelve months.

Article 8 continued

- (6) Financial Effect of Granted Leave of Absence. During the period of a granted Leave of Absence, the member will not be charged the monthly fee for meals; however, he or she will be billed monthly dues and any other agreed-to commitments, such as donations to the foundations. During the approved period, a member attending a meeting shall pay for lunch at the then-applicable guest rate. All other fees and dues charged by the Club shall remain in effect.

Article 9 Method of Voting

The business of this club is conducted by voice vote or show of hands, except for the elections of President-Elect-Elect and incoming Directors, which are accomplished by written ballots. The Board may choose to provide a ballot for a particular vote by the membership.

Article 10 Committees

Section 1 Purpose and Description

The Board has the authority to create club committees as needed, for the purpose of fostering fellowship among the members and meeting the club's goals in assisting local and international communities. The club maintains a variety of committees, which fall under the general categories of: (1) Club Administration; (2) Community Service; (3) International Service; and (4) New Generations/Youth Service. Each committee shall carry out the intended function and purpose for which it was created, plus such additional business as is referred to it by the President or by the Board.

Section 2 Duties of Committee Chairs

Each committee chair, or the co-chairs, shall be responsible for:

- (1) recruiting members for the committee, with the assistance of the President and President-Elect;
- (2) creating or modifying a written set of guidelines for the committee, to be approved by the Board;
- (3) submitting a budget request, if any, to the Board prior to the commencement of each Year, complying with any requested submittal date from the President-Elect;

Article 10 continued

- (4) holding regular meetings of the committee, and supervising and coordinating the work of the committee;
- (5) encouraging and monitoring participation by all committee members (with particular attention given to Tyros);
- (6) reporting to the Board or the coordinating chair responsible for that committee.

Section 3 The Executive Committee

There shall be an Executive Committee which exists for the purpose of assisting and advising the President during his/her term of office. The Executive Committee shall meet as needed, as determined by the President. The committee is comprised of the following five officers: President, President-Elect, Immediate Past President, Secretary, and Treasurer.

Article 11 Finances

Section 1 Annual Budget

Prior to the beginning of each Year, the President-Elect shall prepare, and the Board shall vote upon, a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise approved 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 Deposit of Funds

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 Signing of Checks

Every check written on the club checking account, regardless of amount, must be signed by two authorized persons. Authorized persons shall be all officers of the club, as defined in Article 1 (“Definitions”), excluding the Sergeant-at-Arms.

Article 11 continued

Section 4 Review of Finances

At the discretion of the Board, a Review of all financial transactions by a non-Member certified public accountant shall be performed

Section 5 Bonding of Officers

Officers having charge or control of club funds shall give bond, as may be required by the Board, for the safe custody of the funds of the club, costs of bond to be borne by the club. In the event the Board requires such bonding, all authorized persons, as described in Section 3 above, shall be bonded.

Section 6 Fiscal Year

The fiscal year of this club shall extend from July 1 to June 30 (matching the Rotary Year) 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 12 New Member Procedure

Section 1 Initial Contact with Membership Committee

The name and contact information of a prospective member shall be given to the Membership Committee by the prospective member's sponsor or obtained from a guest form. The Membership Committee makes contact with the prospective member, and arranges a face to face meeting, during which the prospective member is fully informed of membership requirements, expectations, and costs. Prospect members may attend one luncheon meeting for free; thereafter, all meals must be paid for either by the prospective member or his/her sponsor at the applicable guest rate.

Section 2 Written Application

If the prospective member decides to continue with the membership process, he or she will, with the assistance of their sponsor, fill out a membership application, with all necessary attachments, and submit it to the Membership Committee. The

Article 12 continued

membership committee checks the application for completeness. When the Membership Committee has a complete application, the application will be forwarded to the Secretary, who then submits it to the Board for action.

Section 3 Preliminary Board Approval

The Board shall approve or disapprove the membership application promptly. If approved, the club shall be advised of the name of the proposed member, through publication in the club's online weekly newsletter, Spokes.

Section 4 Seven-Day Period for Objections by Membership

During the seven calendar days following publication of the proposed member's name, which period shall include all weekends, holidays, and the day that Rotary Spokes goes out to members, any member of the club may object to the membership of the proposed member. The objections must be written, and shall state with clarity and in detail the nature of the objections. These objections shall be submitted to any member of the Board. The objections, including the fact of the submittal of objections, shall not be disclosed to the proposed member nor to the club membership. The Board shall consider and vote, in a closed session, on the question of whether the objections constitute good cause for denying the membership application.

Section 5 Final Approval of New Member

The prospective member will be finally approved for membership if the Board approves a member's application, and there are no subsequent written objections raised by a club member to the application during the seven-day waiting period. In the event of objections, the prospective member will be finally approved if the Board votes in favor of membership after objections are received and considered.

Section 6 Induction of New Member

Following the approval of a membership application, the President shall arrange for the induction of the new member in a regular meeting of the club. The new member's sponsor should introduce the new member to the club at the meeting during which the induction occurs. After the induction the club secretary shall issue a membership card and shall report the new member to RI. No fees of any kind are charged to the member until his/her induction, and the induction date is the commencement date of membership for all purposes. Lunch dues shall be charged commencing with the meeting at which the induction occurs.

Article 12 continued

Section 7 Honorary Members

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals, and those persons considered friends of Rotary for their permanent support of Rotary's cause, may be elected by the Board to honorary membership. The term of such membership shall be as determined by the Board. Honorary Members pay no fees, and are expected to pay for lunch as a guest when they attend, unless the President makes other arrangements to have the club provide lunch for the visiting Honorary Member.

Article 13 Resolutions

All resolutions or motions to commit the club on any matter shall be made at a regular Board meeting, and considered and acted upon by the Board. The President may, at his/her discretion, seek input on any matter from the membership by way of open discussion at a regular meeting, but he/she is not required to do so.

Article 14 Amendments to these Bylaws

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 delivered by regular mail or email to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is inconsistent with the club Constitution and with the constitution and bylaws of RI.

End of Bylaws

Adoption of Bylaws:

These Bylaws were approved by the Board for recommendation to the membership by Board vote on September 25, 2014.

These Bylaws were approved by the membership at the regular club meeting held on _____.