

**Bylaws of the Rotary Club of
NORTH NAPA**



Article I Definitions

1. Bylaws: The Bylaws of this Club.
2. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for the club board decisions.
3. Board: The Board of Directors of this club.
4. Director: A member of this club's Board of Directors.
5. Member: A member, other than an honorary member, of this club.
6. RI: Rotary International.
7. 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 **10** members of this club. The club officers shall be namely: the President, President-Elect, President Elect Nominee, Secretary, Treasurer and Vice President. At the discretion of the board, also added can be the **4** Directors 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, President Elect, President Elect nominee, Secretary, Treasurer, Vice-President, and **2** Directors. 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, President Elect, President Elect Nominee, Secretary, Treasurer and Vice President receiving a majority of the votes shall be declared elected to their respective offices. The **2** candidates for Director receiving a majority of the votes shall be declared elected as Directors and shall serve a term of two years. The candidate elected as President shall assume the office for the year commencing on the first day of July next following the election. The candidate elected as President-Elect will 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 1 July immediately following that year. The candidate elected as President Elect Nominee shall assume the office for the year commencing on the first day of July next following the election, and shall assume office as President Elect on 1 July immediately following that year.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board.

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 and 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. The President-Elect will normally become President the following year.

Section 3 – *President-Elect Nominee*. It shall be the duty of the President-Elect Nominee to serve as a Director and to perform such other duties as may be prescribed by the President or the Board. The President-Elect Nominee will normally become President Elect the following year.

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 pertains 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 – Vice-President. It shall be the duty of the Vice-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 Vice-President. The Vice-President will normally be the Immediate Past President from the prior year.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the **_2nd Tuesday 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 31 December...”)

Section 2 – The regular weekly meetings of this club shall be held on **__ Tuesday__ at __6:30 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 **__ once each month on a date set by the President __**. 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 \$ **50.00** (*subject to change by the Club Board of Directors*) 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 Regional and International membership dues shall be \$ **240.00** per annum (*subject to change by Rotary International and District leadership*). A portion shall be 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. A portion shall be payable annually to District 5130 in on the first day of July.

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.

(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 - This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Club 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.
- Club Administration - This committee should conduct activities associated with the effective operation of the club.
- Service Projects - 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
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

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

Section 7 – The club shall maintain the following accounts in the manner listed below for those purposes cited, *however, the Board of Directors may transfer amounts between funds as deemed appropriate:*

FOUNDATION FUND: The club shall maintain a fund for the purposes of collecting and disbursing donations to the Rotary Foundation, members' individual Paul Harris Fellowship accounts as generated from member donations, proceeds from raffles held at club meeting for that purpose, *and to purchase a Paul Harris Fellowship for the outgoing president. Said fellowship shall be purchased by November of each year.* All associated expenses for the raffle shall be derived from this fund.

GENERAL FUND: The club shall maintain a general fund that shall be used to cover club expenses for meals, club guest meals, general administrative expenses, Rotary International and District dues, club supplies and other items for general club business. Revenue for this fund shall be derived from members' dues, guest meal payments.

CONVENTION FUND: The club shall maintain a convention fund to supplement officers and members' costs to attend District and International Conventions, as well as conferences for officer and committee education on Rotary Ideals and business. International convention disbursement for the President Elect, or if he/she is not attending, the delegate appointed by the board, shall not exceed the lesser of the fund balance or \$1,000.00.

Revenue for this fund shall be derived from fines levied at club meetings. If the balance of this fund is less than \$2,500.00, all fines levied shall be credited to this fund. Should this fund balance be equal to or greater than \$2,500.00, fines levied at club meetings may be split between this fund and the fined member's Paul Harris Account, with the first \$5.00 going to the Convention Fund.

PROJECT FUND: The club shall maintain a project fund for the purpose of financing club service projects, community donations, and to receive proceed from club fundraisers for the Project Fund.

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 bylaws, 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.