

BYLAWS OF THE ROTARY CLUB OF SONOMA VALLEY

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Article I Election of Officers and Directors

Section 1. The Past Presidents Council, constituted and operating in accordance with Article XI, shall by the first regular Club meeting in November have a) selected a President-Elect-Nominee for the Rotary year following that of the current President-Elect and b) assisted the current President-Elect upon request with other Officer, Director, and Chair nominations.

Section 2. At a regularly scheduled Club meeting at least one month prior to the annual meeting for the election of officers, the President-Elect shall present a slate of nominees for Officers-Elect and Directors-Elect, following which the presiding officer of the meeting shall ask for additional nominations from the members of the Club. Nominations shall remain open until the regular meeting just preceding the Club meeting at which the election is to be held, at which time they will be closed.

Section 3. Should there be more than one candidate for any office, the nominations duly made shall be placed on a ballot in alphabetical order by last name under each office and shall be voted for at the annual meeting. If there is not more than one candidate for any office, the election may be accomplished by a voice vote at the annual meeting. The candidates for the Officers and Directors receiving a majority of the votes shall be declared elected to their respective offices and directorships. The President-Elect in such balloting shall serve as a member of the Board as President-Elect for the year commencing on the first day of July next following the election, and shall assume duties as President on the first day of July immediately following the year of service on the Board as President-Elect.

Section 4. A vacancy in the Board of Directors or any office shall be filled by action of the remaining Directors upon nomination by the President. A vacancy in the Board of Directors-

Elect or in any office-elect shall be filled by action of the remaining Directors-Elect, upon nomination by the President-Elect.

Article II Board of Directors

Section 1. The governing body of this Club shall be the Board of Directors, consisting of current, active members of the Club elected in accordance with Article 1 of these ByLaws to these thirteen (13) positions: President, President-Elect, Secretary, Treasurer, the immediate Past President, and the Chairs of the following eight (8) standing committees: Membership, Club Service, Fundraising, Community Service, International Service, RI Foundation, Youth Service, and Environment. A Director may hold more than one position on the Board, but such Director shall have only a single vote on matters being decided by the Board.

Section 2. No resolution or motion to commit this Club on any matter shall be considered by the Club membership until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

Article III 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 such other duties as ordinarily pertains to the office of the President.

Section 2. President-Elect. It shall be the duty of the President-Elect to serve as a member of the Board of Directors of the Club, to chair the Governance Committee, and to perform such other duties as may be prescribed by the President or the Board.

Section 3. Secretary. It shall be the duty of the Secretary to keep the records of membership, to record the attendance at regular meetings, to send out notices of meetings of the Club, Board, and Committees, to record and preserve the minutes of such meetings, to make the required reports to RI, including the semiannual reports of membership, which shall be made to the General Secretary of RI on January 1 and July 1 of each year, and including prorated reports to the General Secretary on October 1 and 1 April 1 of each active member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the District Governor immediately following the last meeting of the month, to collect and remit to RI subscriptions to the ROTARIAN, and to perform such other duties as usually pertain to the office of Secretary.

Section 4. Treasurer. It shall be the duty of the Treasurer to have custody of all funds, in accordance with Article IX, accounting for same to the Club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the office of Treasurer. Upon retirement from the office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and any other Club property.

Section 5. Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President or the Board.

Article IV Meetings

Section 1. Annual Club Meeting. An annual meeting of the Club shall be held not later than the last Wednesday in December of each year, at which time the election of Officers and Directors to serve for the ensuing Rotary year shall take place.

Section 2. Regular Club Meeting. The regular weekly meetings of this Club shall be held Wednesday at 12:15 PM, excepting that the last meeting in May shall be held at the time and place of the Memorial Day observance in Sonoma Valley. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. All members must be counted as present or absent.

Section 3. Club Meeting Quorum. One third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4. Board Meetings. Regular meetings of the Board shall be held at least monthly at a time and place as chosen by the Board and announced to the Club membership at least 72 hours in advance. Meetings of the Board may be held in-person or via an electronic conferencing service. Notice shall be provided by electronic communication to each Club member at the e-mail address(es) of record for such member, or in such other manner as the members may approve at a Club meeting. Special meetings of the Board may be called by the President, or upon the request of any two (2) members of the Board, with electronic notification to the Club members at least 48 hours in advance. Emergency actions taken by the President shall be considered for ratification by the Board at a duly called special meeting.

Section 5. Board Meeting Quorum. A majority of the Board members present at a duly called Board Meeting shall constitute a quorum of the Board. No matters may be brought before the Board unless a quorum is present. Meetings shall be conducted in general accord with Roberts Rules of Order.

Section 6. Board Meeting Minutes. Minutes of every Board meeting shall be prepared in draft form and distributed to every Board member no later than three (3) days following adjournment. Approved minutes shall be posted in an electronic location as may be from time to time adjusted by the Board, to be readily accessible to all members.

Section 7. Board-Elect Meetings. Meetings of the Board-Elect shall conform to the same notice, quorum, minutes, and voting requirements as apply to meetings of the Board.

Section 8. Joint Board Meeting. At a Board meeting no later than the first regular Board meeting in June, the Board shall invite attendance by the Officers-Elect, the Directors-Elect, and the Chairs-Elect of the standing committees identified in Article VII, in order to facilitate continuity in Club leadership.

Article V Fees, Dues, and Attendance

Section 1. Admission Fee. The membership admission fee shall be as from time to time adjusted by the Board, to be paid before an applicant can qualify as a member.

Section 2. Annual Dues. The annual membership dues shall be as from time to time adjusted by the Board, shall include the costs of RI dues and each member's subscription to the ROTARIAN magazine, and may include pre-payment of lunch fees and/or a donation toward the member's Paul Harris Fellowship. Dues shall be due and payable half on July 1 of each year and the second half when determined by the President, but in any case prior to June 30 of the following calendar year. The dues for new members joining the Club during the Rotary year shall be prorated as appropriate.

Section 3. Attendance. Club members, excepting Honorary members and members excused by the Board pursuant to the "Rule of 85" (Article 9 Section 3(b) of the Club Constitution) are expected to attend at least 50% of the regular meetings and are expected not to miss more than four consecutive meetings. While the Secretary records attendance at each regularly scheduled meeting, Club members are responsible for their own attendance records and so shall notify the Secretary of their attendance at "make-up" meetings within 14 days of a missed regularly scheduled or rescheduled meeting. As provided for in Article 9 Section 1(a) of the Club Constitution, the Board recognizes numerous make-up options.

Article VI Method of Voting

The business of this Club shall be transacted by voice vote or by show of hands except that the election of Directors and Officers shall be conducted by written ballot whenever there is more than one candidate for any office. Decisions by the Board shall be by show of hands at a duly called Board meeting, recorded in the minutes by the maker and second of the motion and by the number of ayes, nays, and abstentions; voting by e-mail shall not be allowed.

Article VII Committees

Section 1. General

- (a) The following eight (8) standing committees shall be chaired by Directors elected in accordance with Article I: Membership, Club Service, Fundraising, Community Service, International Service, RI Foundation, Youth Service, and Environment.
- (b) The standing Governance Committee shall be chaired by the President-Elect.
- (c) The Chair of each standing committee shall be responsible for and shall report to the Board on all Committee activities. The Chair shall supervise and coordinate the work of all appropriate sub-committees appointed.
- (d) The President shall, subject to the approval of the Board, appoint such standing and project committees on particular phases of Club operations and activities as deemed necessary, including those described in this Article. Where feasible and practicable in the appointment of all committees, there should be provision for continuity of membership by re-appointing one or more members.

- (e) The President shall, by right of holding that position, be a member of all committees and subcommittees and, as such, shall have the full privileges of membership thereon.
- (f) Each Committee shall consist of the Committee Chair, the chairs of all appointed subcommittees, and such other members as the Chair may select.
- (g) The Sergeant-at-Arms shall be a member of the Club Service Committee.
- (h) Each committee shall transact such 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 to the Board and such action has been approved by the Board.

Section 2. Sub-Committees

The President may appoint the following and additional sub-committees, as formulated by the President and Board when planning the Rotary Year:

- (a) For Membership: Recruitment, Classification, Verification, Retention, Rotary Information.
- (b) For Club Service: Bulletin/Communications, Fellowship, Website, Sunshine, Speakers, Public Relations, Strategic Planning.
- (c) For Community Service: Work Projects, Community Grants, Vocational Service.
- (d) For RI Foundation: Annual Giving (Paul Harris Fellowships), Youth Exchange, Vocational Exchange.
- (e) For Youth Services: Interact.

Section 3. Attendance Committee

The standing Attendance Committee shall be co-chaired by the Secretary and the Club Service chair. Committee members include the President, Treasurer, Membership Chair, Past President, President-Elect, and such other members as the President may appoint. The Committee shall meet at least quarterly to review Club member attendance and account balance. If a Club member has unsatisfactory attendance and/or a balance more than 90 days past due, the Committee shall reach out to the member. No Board action concerning a specific member's attendance or financial obligation that could result in termination of membership under Article 12 of the Club Constitution shall be considered by the Board until it has been considered by the Attendance Committee.

Article VIII Leave of Absence

Upon review of a written request by an active Club member, the Board may grant a leave of absence for a specified period of time, not to exceed six (6) months in length, when the health of the member or the member's immediate family precludes the member's attendance at Club meetings and participation in Club activities. During the leave period, the member is excused from attending the meetings of the Club, is excused from the obligation to pay annual dues, and does not enjoy the benefits of membership. A leave of absence may not be extended more than once.

Article IX Finances

Section 1. The fiscal year of this Club shall run from July 1 to June 30. The payment of per capita RI dues and ROTARIAN 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.

Section 2. Club funds shall be categorized by source and/or purpose for either “Operations” or “Service” and shall not be co-mingled.

Section 3. Prior to the beginning of each Rotary Year, the Board-Elect shall approve a budget, including estimated operating income and expenditures and target fundraising goals for the year. The Operations budget sets the spending limit for each expense category, unless otherwise ordered by action of the Board.

Section 4. The Treasurer shall deposit all “Operations” funds in a bank, named by the Board. The expenditure of such funds shall be by check or electronic means signed or authorized by the Treasurer, as authorized by the Board.

Section 5. The Treasurer shall transfer all “Service” funds to the Sonoma Valley Rotary Service Fund Foundation (hereinafter the “Service Fund”). No member of the Club shall have direct access to disperse funds held by the Service Fund; such actions can only be taken by the Service Fund, upon written instruction from the Club Secretary documenting a Club Board decision to expend such funds.

Section 6. At least once a year, a qualified party shall make a thorough review of all financial transactions and shall report the findings to the Board.

Section 7. The Board may, from time to time in the case of a major fundraiser or other event that requires a significant number of financial transactions, authorize the establishment of a separate project account under the purview of the Director managing the event. The existence of any such account normally shall not exceed 90 days.

Article X Method of Electing Members

Section 1. An active member of the Club may invite a prospective member to three regular Club meetings at no expense to the active or prospective member, introducing such prospective member as “a guest of the Club” or as “seeking more information about the Club.” The active member may sponsor that prospective member by asking them to submit an application to the Board, through the Membership Committee Chair. The application shall be kept confidential except as otherwise provided in this Article.

Section 2. The application shall be referred to the Membership Committee, which shall report to the Board within ten (10) days of the application’s referral whether the prospective member meets the classification and membership requirements of the Club Constitution.

Section 3. Following attendance by the prospective member at three Club meetings, the Board shall consider the application no later than its next regular meeting. If the application is

disapproved, the Membership Committee Chair shall notify the sponsor and the proposed member of the Board's decision.

Section 4. If the decision of the Board is favorable, the name, sponsor, and classification of the prospective member shall be noticed to the active Club members, by electronic communication to each member at the e-mail address(es) of record for such member, providing an opportunity for any active member to submit written comments on the application to the Board within seven (7) days of the notice.

Section 5. If any written objection to the application, stating reasons, is filed with the Board during that time period, the Board shall consider such objection(s) and vote on the matter at its next meeting. If approved despite the objection, or if no written objection is received, the proposed member, following further orientation and upon payment of the admission fee as prescribed in these Bylaws, shall be considered to be elected to membership.

Article XI Past Presidents Council

Section 1. The Council shall consist of all current active members who are Past Presidents of this Club.

Section 2. Commencing in July of each year and upon reasonable advance notice to its members, the Council shall convene as a whole and/or in lesser parts as necessary to have selected, with the consensus approval of the Council as a whole, a President-Elect-Nominee no later than the first regular meeting of the Club in November.

Section 3. The Council shall, in the event that the Immediate Past President is unable to serve in that role on the Board of Directors, select from among its members a designee to fulfill that obligation.

Article XII Amendments

These ByLaws may be amended at any regular Club meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been distributed 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 Club Constitution and with the Constitution and ByLaws of RI.

Adopted by the Membership

May 21, 2003

Revised by the Membership

November 29, 2006

Revised by the Membership

March 2, 2011

Revised by the Membership

April 6, 2022

Revised by the Membership

(Article X revision)

June 14th, 2023