

# **By-Laws of the Willits Rotary Club**

## **Article I - Election of Directors and Officers**

Section 1 - At a regular meeting of the Rotary Club of Willits (the “Club”) one month prior to the meeting for approval of officers, the presiding officer shall ask for nominations by members of the Club for President-Elect, Secretary and Treasurer, to serve on the Board of Directors (the “Board”) as officers-elect.

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 have a nominating committee, such committee shall be appointed as the Club may determine.

Section 2 - Within one week after their approval the Board of Directors-elect as well as the incoming President and immediate Past President, shall meet and nominate a Sergeant-at-Arms and committee Chairs.

Section 3 - A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 4 - A vacancy in the position of any officer-elect shall be filled by action of the remaining members of the Board of Directors-elect.

## **Article II - Board of Directors**

The governing body of this Club shall be the Board of Directors, consisting of thirteen members of this Club, namely the President, President-Elect, Secretary, Treasurer, Sergeant-at-Arms, the immediate past President and eight (8) appointed committee Chairs.

## **Article III - Duties of Officers**

Section 1 - President. It shall be the duty of the President to preside at meetings of the Club and Board and to perform such 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 member of the Board of Directors of the Club and to perform such other duties as may be prescribed by the President or the Board.

It shall also be the duty of the President-elect to preside at meetings of the Club and Board in the absence of the President.

Section 3 – Secretary. It shall be the duty of the Secretary to keep the records of membership, send out notices of meetings of the Club, Board and committees, record and preserve the minutes of such meetings and perform such other duties as usually pertain to the office of Secretary, including creation and maintenance of Club calendars and rosters.

Section 4 - Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club monthly 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 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 5 - Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be to record the attendance at meetings and such other duties as may be prescribed by the President or the Board.

#### **Article IV - Meetings**

Section 1 - Annual Meeting. An annual meeting of this Club shall be held in May of each year, at which time the approval of officers and directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this Club shall be held every Thursday at 12:15 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

Section 3 - One-third (1/3) 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 on the first Thursday of each month. Special meetings of the Board shall be called by the President whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5 - A majority of the Board members shall constitute a quorum of the Board.

#### **Article V - Fees and Dues**

The membership dues shall be one hundred eighty dollars (\$180.00) per annum due June 1 annually and a portion of each annual payment shall be applied to each member's subscription to *THE ROTARIAN* magazine.

#### **Article VI - Method of Voting**

The business of this Club shall be transacted by live voice vote.

#### **Article VII – Committees**

The President shall, subject to approval by the Board, appoint eight (8) committees. The President shall be *ex-officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

##### Section 1

(a) Each committee shall transact such business as is delegated to it in the By-Laws. Such additional business as may be referred to it by the President or the Board, and except where special authority is given by the Board, such committees shall not take action until a report has been made to and approved by the Board.

(b) The President may appoint one or more special committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the vocational service, community service, or international service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

##### Section 2 - Service Committees.

Each committee consists of a chair and not less than two (2) other members.

(a) The President shall, subject to the approval of the Board, appoint the following committees on particular phases of Club service:

- Foundation Committee
- Membership Committee
- Hospitality Committee
- Communications Committee
- Events Committee
- Public Image Committee
- Scholarship Committee
- Environment Committee

(b) The President shall appoint the President-elect to oversee and coordinate the work of the classifications, membership, membership development, and fill Rotary information committees.

(c) Where feasible and practicable in the appointment of Club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

### **Article VIII - Status of Members**

*Honorary.* Clubs may select honorary members for terms set by the club Board, who shall:

- (a) be exempt from paying dues;
- (b) not vote;
- (c) not hold any club office;
- (d) and be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club.

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in more than one club.

*Leave of Absence.* A leave of absence may be granted upon written application to the Board, setting forth good and sufficient cause, excusing a member from attending the meetings of the Club.

*R-85.* Rotary allows for the status of R-85 when a member's age and years of service total 85. At this time the Club makes no allowances for this designation and the member pays dues and weekly fees, as usual. They are excused from penalties which may be imposed for absenteeism, and they do not need to present program in the normal rotation, unless they choose to do so.

### **Article IX - Finances**

Section 1 - The Treasurer shall deposit all funds of the Club in a bank to be named by the Board.

Section 2 - All bills shall be paid only by checks signed by the Treasurer or those other authorized members of the Board.

Section 3 - The fiscal year of this Club shall extend from 1 July to 30 June. The payment of *per capita* dues and magazine subscriptions to Rotary International shall be made on 1

July. The payment of per capita dues and magazine subscriptions to Rotary International is based on paid memberships on 1 July of each year.

Section 4 - At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes, unless otherwise ordered by action of the Board.

## **Article XI - Method of Electing Members**

### Section 1 – Method:

- a) An applicant will be introduced at a meeting as a guest of a current member of the Club, and who will and will be the Club's guests for a total of two meetings.
- b) If the applicant elects to join our group he/she will complete a written application supplied by the Secretary, and return it to his/her sponsor.
- c) The sponsor will submit the application to the Membership Committee for review.
- d) If approved by the Membership Committee, the application will be forwarded to the Board with approval and the Secretary will send a message to the entire Club membership to announce:
  1. *Name of applicant* has been submitted for membership in the Willits Club;
  2. Each current Club member has seven (7) days to review and respond;
  3. If no response is forthcoming, the Board will assume there is no objection from that member;
  4. If there is an objection to the membership application, a member must respond in writing to the Secretary, requesting a time to address the assembled Board, in person, to explain the objection(s). There is no exception to this provision.
  5. The Board will review the objection(s) and either decline the application for valid objections, determined by the nature and severity, or approve to go forward.
  6. The Membership Committee will be advised of either decision.
- e.) If the Board approves the application in spite of the objection(s) presented, it must then poll the assembled membership of the Club at the next meeting, explaining there is at least one objection, without revealing the objection itself, and asking the membership to approve or decline the application. This will be done by blind balloting on paper slips prepared in advance of the meeting. The membership may therefore vote to approve the application despite objections, with 2/3 majority for acceptance.

Section 2 - If the decision of the Board is favorable and there is no written objection, the Board will present the approved prospective member to the entire Club membership. The prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member, upon payment of the admission fee (if not an Honorary membership), as prescribed in these By-Laws, shall be considered to be elected to membership.

Section 3 - Following the election, the President shall arrange for the induction of the new member; the Club Secretary shall issue a membership card and shall report the new member to Rotary International; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member. The induction date will serve as the official date of membership in Rotary.

## **Article XII - Resolutions**

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

## **Article XIII - Order of Business**

1. Meeting called to order, Pledge of Allegiance
2. Introduction of visiting Rotarians
3. Introduction of guests
4. Committee business and reports
5. Sergeant-at-Arms report, Sunshine and lunch drawings
6. Announcements
7. Happy and Sad Bucks
8. Program
9. Adjournment

## **Article XIV - Amendments**

These By-Laws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) 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 By-Laws shall be made which is not in harmony with the Club constitution and with the constitution and By-Laws of Rotary International.

These By-Laws are dated November 3, 2023

These By-laws were approved by the Board November 2, 2023

These By-Laws were accepted by Club membership in quorum attendance, November 5, 2023.