

“Service Above Self”



*Rotary Club of Redwood City*  
California, Incorporated

## By-Laws

Revised per Membership Vote  
December 19, 2017

### ARTICLE I. DEFINITIONS

- Board: The Board of Directors of this club.  
Director: A member of this club's Board of Directors.  
Member: A member, other than an honorary member, of this club.  
RI: Rotary International.  
Year: The twelve-month period that begins on 1 July.

### ARTICLE II. BOARD

Section 1 – The governing body of this Club shall be the Board, elected in accordance with Article III of these By-Laws.

Section 2 – The Board shall govern for the Rotary year, July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 3– The Board shall consist of nine (9) Directors. The Immediate Past President, the President, the Secretary and the President-Elect are ex officio members of the Board. The remaining five (5) Directors shall serve for terms of two years. The terms of two (2) of the Directors shall terminate in even years and the terms of three (3) of the Directors shall terminate in odd years, except as hereinabove provided. The President’s vote breaks a tie..

### ARTICLE III. ELECTION OF DIRECTORS AND OFFICERS

Section1 – Election of Officers

At the first regular Club meeting of December each year, the Nominating Committee described in Section 2 of this article shall nominate a President-Elect, Secretary and Treasurer to serve in such capacity during the ensuing Rotary year. The President shall then call for additional nominations from the floor. Hearing none, the President shall declare the nominee elected.

Should there be additional nominations from the floor, an election by secret ballot shall be held immediately with the candidate receiving a majority of the votes being deemed elected. If no candidate received such a majority, a second secret ballot shall be held immediately thereafter between the two candidates receiving the most votes on the first ballot. The candidate receiving a majority of the votes on the second or subsequent ballot(s) shall be deemed elected to office. If the Treasurer is not elected to the Board at the Annual meeting, the Treasurer shall serve on the Board as Advisory Member(s) without the power to vote.

Section 2 – The Nominating Committee shall consist of the President and the last four (4) available Past Presidents, with the newest Past President serving as chairman. This committee shall meet for the first time during the Rotary year between November 1<sup>st</sup> and November 15<sup>th</sup> and may hold additional meetings, as deemed necessary, prior to the first regular Club meeting of December.

Section 3 – The Office of President shall be assumed for a one-year-term by the member who has served the previous year as President-Elect.

Section 4 – Election of Directors

- (a) As used herein, forthcoming vacancies shall be those vacancies which will occur on the Board at the end of the Rotary year after consideration of those Directors with unexpired terms and the Ex Officio members.
- (b) If a Board Member is elected to the office of President-Elect or Secretary, those members shall vacate their present Board seats, which shall be filled, for the unexpired portion of their terms at the election of members to the Board to fill the forthcoming vacancies.
- (c) At least thirty (30) days prior to the Annual Meeting, the Secretary shall setup an online anonymous ballot inclusive of all active members wishing to be on the Board. This online survey, or First Round Ballot, will ask for nominations equal to the number of forthcoming vacancies. The survey will be limited to one survey per computer and a total number of ballots equal to the total number of members less those members requiring a paper ballot. A paper ballot will be made available to those members without email addresses. These online results shall be printed by the Secretary and one (1) other member appointed by the President; there shall be nominated in this manner a number of candidates equal to twice the number of forthcoming vacancies.
- (d) At least ten (10) days prior to the Annual Meeting, the Secretary shall setup an online anonymous ballot with the results from the First Round Ballot. This Second Round Ballot will be limited to one survey per computer and a total number of ballots equal to the total number of members less those members requiring a paper ballot. A paper ballot will be made available to those members without email addresses. These online results shall be printed by the Secretary and (1) other member appointed by the President, and those candidates receiving the greatest number of votes shall be deemed elected.

Section 5 – A vacancy in the Board, or any office, shall be filled by action of the remaining Directors.

Section 6 – A vacancy in the position of any officer-elect or director-elect shall be filled by the action of the remaining directors-elect.

**ARTICLE IV. DUTIES OF OFFICERS**

Section 1 –President. It shall be the duty of the President to preside at meetings of the Club and of the Board, to appoint a Sergeant-At-Arms, and to perform such other duties as ordinarily pertain to this office.

Section 2 –President-elect. The President-Elect shall serve as Vice-President. It shall be the duty of the Vice-President to preside at the meeting of the Club and of the Board in the absence of the President and to perform such other duties as ordinarily pertain to his/her office. The President-Elect shall serve as chairperson of the Club Administration Committee and submit all necessary paperwork or complete all necessary online requests from the District for Club Award submissions.

Section 3 – Secretary. It shall be the duty of the secretary to keep record of membership; record attendance at meetings; send out notices of Club and Board 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; , submit attendance figures monthly to the District website; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary.

The Secretary will submit all necessary paperwork, online or otherwise, to keep the Club in good standing with the CA Secretary of State, the CA Attorney General and the CA Franchise Tax Board. The Secretary will promote the Club Classification Listing and work with the Membership Committee and other active members of the Club to maintain the health of the classifications on a yearly basis.

Section 4 –Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club monthly at Board meetings, at its annual meeting and at other times upon demand by the Board, and to perform such other duties as pertain to office. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books, or accounts, or any other Club property.

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

**ARTICLE V. MEETINGS**

Section 1 – The Annual Meeting of this Club shall be held not later than December 31, by which time, the election of Directors to serve the ensuing Rotary year shall have taken place.

Section 2 – The regular weekly meetings of this Club shall be held on Tuesday at 12:15 p.m. Due notice of any changes in or cancelling of the regular meeting shall be provided 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 **fifty (50)** 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 meeting of this Club.

Section 4 – Regular meetings of the Board shall be held monthly, as determined at the first meeting of each new Board. Special meetings of the Board shall be called by the President whenever deemed necessary or upon request of two 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 VI. FEES AND DUES**

Section 1 – The admission fee shall be established annually by the Board. Any change must meet with the approval of the general membership in the same manner as provided for amendments to the By-Laws.

Section 2 –

- a) The membership dues shall be set by the Board and ratified by the membership. The Board may vote to increase the membership dues in any year by up to \$25 per year to account for increased club expenditures and/or decreased club revenues. The Board may also vote to increase membership dues in any year to match dues increases imposed by RI (the RI percentage) or District 5150, but this amount may not exceed fifteen (15) percent in any one year. Any change in excess of the RI percentage must meet with the approval of the general membership in the same manner as provided for amendments to the By-Laws. Dues of a new member shall be prorated for the remaining period at the time of his/her admission to membership. A member shall be delinquent if dues are unpaid ninety (90) days after receipt of the dues statement, unless prior arrangements have been made with the Treasurer.
- b) The organizational membership dues shall be the same as other current membership dues. The Board may vote to increase the organizational membership dues in any year account for increased club expenditures and/or decreased club revenues. Any change in excess of the RI percentage must meet with the approval of the general membership in the same manner as provided for amendments to the By-Laws. Dues of a new organizational member shall be prorated for the remaining period at the time of his/her admission to membership. An organizational member shall be delinquent if dues are unpaid ninety (90) days after receipt of the dues statement, unless prior arrangements have been made with the Treasurer.

Section 3 – The quarterly meal fee shall be set by the Board and ratified by the membership. The Board may vote to increase the quarterly meal fee in the same percentage as increases imposed by the venue's management, but not to exceed ten (10) percent in any one year. Any change in excess of this percentage must meet with the approval of the general membership in the same manner as provided for amendments to the By-Laws. Meal fees of a new member shall be prorated for the remaining period at the time of admission to membership. A member shall be delinquent if meal fees are unpaid ninety (90) days after receipt of the dues statement, unless prior arrangements have been made with the Treasurer. For organizational members, the meal fee is for one attendee each meeting. If additional representatives of the corporation attend they will be responsible for paying the guest meal rate at the time of the meeting/event.

**ARTICLE VII. METHOD OF VOTING**

The business of this organization shall be transacted by voice vote, except for the election of Directors or Officers which shall be as stated in Article III, herein. The Board may determine that a specific resolution be considered by ballot rather than by voice vote.

**ARTICLE VIII. AVENUES OF SERVICE**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary 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 IX. COMMITTEES**

Section 1. Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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:

- (a) Membership. This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- (b) Public Image. 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.
- (c) Administration. This committee should conduct activities associated with the effective operation of the club.
- (d) 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.
- (e) 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.

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 and the club on all committee activities.

Section 2 – The President shall be, *ex officio*, a member of all committees and an advisory member of all sub-committees.

Section 3 – Each committee shall transact such business as is delegated to it in the By-Laws 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 approved by the Board.

Section 4 – The incoming President may, at his/her discretion, request any existing committee chairperson to serve an additional month in order to assure continuity of the Club’s operation. Furthermore, where feasible and practicable in the appointment of Club committees, there should be provision for continuity of membership through the appointment of one or more members for an additional term.

#### **ARTICLE X. 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 appropriate RI materials and the Avenues of 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 XI. LEAVE OF ABSENCE**

Upon written petition, the Board, in its discretion may grant a one-time leave of absence not to exceed six (6) months to an active member in good standing to the point of the request. All monetary and non-monetary requirements of the Club will resume at the end of that leave. Reasons for requesting such a leave might be financial hardship, special business requirements or illness.

#### **ARTICLE XII. FINANCES**

Section 1 – 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.

Section 2 – The Treasurer shall deposit all funds of the Club in some bank named by the Board.

Section 3 – All bills from the general account shall be paid only by checks signed by any two of the following, provided that at least one signatory is an elected Director: the Treasurer, the Secretary, the President and the President-Elect.

Section 4 – A review of the financial transactions of the Club by means of a compilation, review, or audit shall be made after the end of each Rotary year and completed by November 15<sup>th</sup>.

Section 5 – Officers having charge of or control of funds shall be bonded as required by the Board. The cost of the bond is to be borne by the Club.

Section 6 – The fiscal year of this Club shall be the same as the Rotary year.

Section 7 – All checks against the funds of the Redwood City Rotary Charitable Foundation shall be signed by any two of the following officers: the Treasurer, the Secretary, the President, and the President-Elect, after approval by the Board.

Section 8 – The Club will allow for the receipt of monies due via online payments. The Board will have the authority to ‘gross-up’ the amount billed equal to fees incurred through the payment processor without a vote of the membership. The Redwood City Rotary Charitable Foundation will not process club dues or meal fee payments for the Rotary Club of Redwood City under any circumstances.

Section 9 – If, upon completion the annual accounting as of June 30 each year, there is a surplus of funds for the last Rotary year in excess of \$10,000 held in the Rotary Club of Redwood City bank account such surplus shall be transferred to the Redwood City Rotary Charitable Foundation.

### **ARTICLE XIII. MEMBERSHIP**

Section 1 – Members in Good Standing. A member in good standing shall be an Active or Honorary member who shall not be in violation of the constitution or By-Laws of RI or of this Club. Only Active members in good standing shall be eligible to hold office or to vote on matters which come before the membership.

Section 2 – Method of Electing Active Members.

- (a) The name of the prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, through the Secretary, on the Club’s current application form or via an online application. The proposal, for the time being, shall be kept confidential except as otherwise provided in this procedure.
- (b) The Board shall request the Secretary to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and shall request the Membership Committee to investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility. The Secretary and Membership Committee shall make such reports within seven days after they have been requested to do so.
- (c) 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.
- (d) If the decision of the Board is favorable, the proposed member’s sponsor, together with two or more active members in good standing, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the Club, following which the prospective member shall permit his or her name and proposed classification to be published to the Club.
- (e) If no written objection to the proposal, stating reasons, is received by the Board from any member of the Club (other than Honorary) within seven (7) days following publication of information about the prospective member, that person, upon payment of pro-rata membership dues, pro-rata quarterly mail fees and the admission fee (if not honorary membership), as prescribed by these By-Laws, shall be considered to be elected to membership.

- (f) If any objections have been filed, the Board shall consider the same at any regular or special meeting of the Board and proceed to ballot on the proposed member. If not to exceed two negative votes are cast, the proposed member shall be considered duly elected and the Proposer so notified by the Secretary. In the event the proposed member is rejected, the Proposer shall be notified by the Secretary of such rejection.
- (g) Following the election, the Secretary 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's 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 3 – Method of Electing Honorary Members. The name of the proposed candidate for Honorary membership shall be submitted to the Board in writing and the election shall be in the same form and such proposal may be considered at any regular or special meeting of the Board and that the Board may, at its discretion, waive any of the steps as set forth in Section 2 of this Article and proceed to ballot on the proposed member.

#### **ARTICLE XIV. RESOLUTIONS**

No resolution or motion to commit the 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 XV. ORDER OF BUSINESS**

- Call to order.
- Introduction of visiting Rotarians and guests.
- Correspondence and announcements.
- Committee reports, if any.
- Any unfinished business.
- Any new business.
- Address or other program feature.
- Adjournment.

#### **ARTICLE XVIII. AMENDMENTS**

Section 1 – Any member entitled to vote may propose an amendment to these By-Laws.

Section 2 – These By-Laws may be amended at any club forum (general membership meeting), a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been made to the general membership at least seven (7) days before the general meeting.

*Note: No amendment or addition to these By-Laws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and By-Laws of Rotary International.*