**Bylaws of the Rotary Club of Merced**

**Article 1 Definitions**

1. Board: The Board of Directors of The Rotary Club of Merced

2. Director: A member of the club’s Board of Directors

3. Member: A member of the club, other than an honorary member

4. 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 club Board decisions

5. RI: Rotary International

6. Year: The 12-month period that begins on 1 July

**Article 2 Board**

The governing body of this club is its Board of Directors, consisting of 13 Members of this club, namely: the president, immediate past president, president-elect, secretary, treasurer, and 8 Directors elected in accordance with Article 3, Section 1 of these bylaws.

**Article 3 Elections and Terms of Office**

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-elect, secretary, treasurer, and 4 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 consist of all past presidents willing to serve. 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-elect, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 4 candidates for Director receiving a majority of the votes shall be declared elected as Directors for a term of two (2) years. A candidate for president-elect shall be called the president-elect nominee. Upon joining the Board on the first day of July following the election, the president-elect nominee shall become president-elect and will serve as a Director for one year and then shall assume the office as president on the first day of July in the year following the next election.

Section 2 —The officers and Directors, so elected, together with the immediate past president shall constitute the Board.

Section 3 — If **any officer or Board member vacates his or her position, the remaining Members of the Board will appoint a replacement by majority action.**

Section 4 — **If any officer-elect or Director-elect vacates a position, the remaining Members of the Board will appoint a replacement by majority action, except a vacancy in the president elect, which shall be filled by the nominating committee.**

**Article 4 Duties of the Officers**

Section 1 — President. The president presides at club and Board meetings and to perform other duties as ordinarily pertain to the office of president.

Section 2 —Immediate Past President. The immediate past president serves as a Director on the club Board, acts as an advisor to the Board, schedules the annual kick-out event, serves as the chair of the nominating committee, and performs such other duties as may be prescribed by the president or the Board.

Section 3 —President-elect. The president-elect prepares for his or her year in office, serves as a Director, and performs such other duties as may be prescribed by the president or the Board.

Section 4 —A Director attends club and Board meetings.

Section 5 —The secretary keeps membership and attendance records, sends out notices of club, Board, and committee meetings, records and preserves the minutes of such meetings, reports as required to RI, including the semiannual reports of membership on the first of January and first of 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, reports changes in membership, provides the monthly attendance report, which shall be made available to the district governor (via DacDb) within 15 days of the last meeting of the month, collects and remits RI official magazine subscriptions, and performs other duties as usually pertain to the office of secretary.

Section 6 —The treasurer shall 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.

**Article 5 Meetings**

Section 1 —An annual meeting of this club is held on the first Wednesday of December each year to elect the officers and Directors who will serve for the next Rotary year.

Section 2 —Regular weekly meetings of this club shall be held on Wednesday at 12:00 p.m. (noon). Due notice of at least 72 hours of any change or cancellation of the regular meeting will be given to all club Members. All Members in good standing, except honorary or excused Members (pursuant to standard Rotary club constitution), on the day of regular weekly meetings must e 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 regular weekly meetings, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution.

Section 3 — One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 — Board meetings are held each month on a day and time determined by the Board. Special meetings of the Board are called with reasonable notice by the president or upon the request of two Directors, with due notice of at least 72 hours having been given.

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

**Article 6 Dues**

**Annual club dues are** $300.00**. They are paid annually on or before the first day of July.**  Annual club dues include **RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, any other Rotary or district per capita assessment, and club fines.**

**Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of hands except in the election of officers and Directors, which is conducted by ballot. The Board may also provide a ballot for a vote on some resolutions.

**Article 8 Committees**

Section 1 — Club committees coordinate their efforts to achieve the club’s annual and long-term goals. 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 several 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:

1. Club Service- This committee shall devise and carry into effect plans to guide and assist the members in discharging their responsibilities in matters relating to club service.

2. Vocational Service- This committee shall devise and carry into effect plans to guide and assist this club in discharging their responsibilities in their vocational relationships and promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations.

3. Community Service- This committee shall devise and carry into effect plans to guide and assist this club in varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club’s locality or municipality.

4. International Service- This committee shall devise and carry into effect plans to guide and assist this club in those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.

5. Youth Service- This committee shall devise and carry into effect plans to guide and assist this club in recognizing the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

6. Membership- This committee shall devise and carry into effect a comprehensive plan for the recruitment and retention of members.

7. Rotary Foundation- This committee shall devise and carry into effect plans to support the Rotary Foundation through both financial contributions and program participation.

Section 2 —The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 — Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

Section 4 — Each committee shall transact its business, as it is delegated to it by these bylaws and such additional business as may be referred to it by the president or the Board.

Section 5 — Additional ad hoc committees may be appointed as needed.

**Article 9 Duties of Committees**

Section 1 — 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 and avenues of service descriptions in the Standard Rotary Club Constitution.

Section 2 — Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for the 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 advance of commencement of the Year.

**Article 10 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 11 Finances**

Section 1 — Before each fiscal year starts, the Board prepares an annual 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 annual 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 deposits club funds in a financial institution or institutions designated by the Board, divided into two accounts: one for club operations and one for the Merced Rotary Club Foundation.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or Directors.

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 —Club Members will receive an annual financial statement of the club.

Section 6 — The fiscal year is from 1 July to 30 June.

**Article 12 Method of Electing Members**

Section 1 — A Member proposes a candidate for membership to the Board in writing through the club secretary. Another club proposes one of its transferring or former members for active membership. 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 reject the candidate’s membership within 30 days and notifies the proposing Member, 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 of the club within seven (7) days following publication of the information about the prospective member, that persons as prescribed in these bylaws, shall be considered elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at the next meeting. If approved despite the objection, the proposed member shall be considered elected to membership.

Section 6 — Following the election, the president shall arrange for the new member's induction, 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 13 Order of Business**

Meeting called to order.

Introduction of Visitors.

Correspondence, announcements, and Rotary information.

Committee reports.

Unfinished business.

New business.

Address or other Program features.

Adjournment.

**Article 14 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each Member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.