



AMENDED AND REVISED BY-LAWS OF THE ROTARY CLUB OF VISALIA

ADOPTED AUGUST 31, 2016

(Replaces those adopted October 20, 2011,
Previously adopted December 15, 1992)

ARTICLE 1 DEFINITIONS

As used in these By-laws, unless the context otherwise clearly requires, the words in these By-laws shall have the following meanings:

1. Board – The Board of Directors of this Club
2. Club – The Rotary Club of Visalia
3. Director – A non-Officer member of this Club's Board of Directors
4. Member – An active member (exclusive of an honorary member) of this Club
5. RI – Rotary International
6. Year – the twelve month period that begins 1 July

ARTICLE 2 BOARD

The governing body of the Club shall be the Board consisting of 8 members of this Club, 7 elected in accordance with Article 3, Section 2 of these By-laws, and 1 appointed who is the immediate past President of this Club and one who is the current President-Elect by the previous Board of Directors..

ARTICLE 3 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1: Nominating Committee and Election: The current President of the Club shall appoint a nominating committee consisting of 5 members; which shall be 2 Past-Presidents, the current incoming President and 2 members of the Club at large from the Club membership. At least one week prior to the annual meeting of the Club, the nominating committee shall nominate 6 members as Directors and deliver their report of the Club. At the annual meeting, the nominating committee shall present the slate of directors to the Club. Additional nominations shall be allowed from the floor. A ballot shall be given to each member consisting of the slate proposed by the nominating committee and spaces for any write-in candidates. The 6 candidates receiving the highest number of votes in this election shall be declared the directors for the ensuing year. In the case of a tie, it shall be broken by a run-off election by the members.

Section 2: President-Elect and Directors – The Board of Directors-elect shall meet within one week after the official election and shall elect from its membership a president and a president-elect. At this same meeting, the Board of Directors-elect shall elect a secretary, a treasurer and a sergeant-at-arms, and all of whom may or may not be members of the board. If not members of the board, however, the secretary and the treasurer, when so elected, shall become ex officio members of the board with such responsibilities and privileges of membership thereon as the board may determine.

Section 3: *Vacancies* - A vacancy occurring on the Board shall be filled by action of the remaining members of the Board, and the person chosen to fill such vacancy shall serve the unexpired term, except that if the office of President becomes vacant, the President-Elect shall become President for the unexpired term and for the term next following.

Section 4: *Executive Director* – The Board may appoint an Executive Director who shall serve at the discretion of the Board. The Executive Director may or may not be a member of the Club.

ARTICLE 4 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 and to perform such other duties as ordinarily pertain to the office of President or as prescribed by the Board.

Section 2: *President-Elect* - It shall be the duty of the President-Elect to preside at meetings of the Board in the absence of the President and to perform such other duties as may be prescribed by the President or the Board.

Section 3: *Immediate Past President* - It shall be the duty of the immediate past President to perform such duties as may be prescribed by the President or the Board.

Section 4: *Secretary* - It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club and Board meetings; record and preserve the minutes of Board meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year; provide the monthly attendance report, which shall be made to the District Governor within 10 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform such other duties as usually pertain to the office of Secretary. Upon retirement from office the Secretary shall turn over to the incoming Secretary or to the President all records pertaining to their office, and other Club property in their possession.

Section 5: *Treasurer* – It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Club annually and at any other time upon demand by the Board and to perform such other duties as usually 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 account, or any other Club property in their possession.

Section 6: *Sergeant-at-Arms* - The duties of the Sergeant-at-Arms, who is appointed to that position by the President, shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

ARTICLE 5 MEETINGS

Section 1: *Annual Meeting* - The annual meeting of this Club shall be held on the second meeting day in December of each year, at which time the election of seven Directors to serve for the ensuing year. The elected directors will meet within one week of election, and select a President and President-Elect from among themselves, and a Secretary and a Treasurer from the membership.

Section 2: *Regular Weekly Meetings* - The regular weekly meetings of this Club shall be held on Wednesday, at 12:00 p.m., provided that in an emergency, or for a good cause, the Board may:

- (a) Change the regular meeting of any week to a different day of the same week, or to a different hour on the regular day, or to a different place; or
- (b) Cancel the regular meeting of any week when it falls on a legal holiday, or because of the death of the Club President, or an epidemic or a disaster affecting a substantial portion of the entire community.

Due notice of any changes in or cancellation of the regular meeting shall be given to all members of the Club.

All members, excepting an honorary member (or member excused by the Board pursuant to Article 11 of the Club's By-laws), 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.

Section 3: *Quorum* - 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 monthly at such place and time as the Board shall determine. The Board may adopt a different meeting date at its discretion. 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 6 FEES AND DUES

Section 1: The admission fee shall be such amount of money as determined annually by the Board, to be paid before the applicant can qualify as a member, except that an applicant who previously held an active membership in this or any other Rotary Club shall not be required to pay a second admission fee.

Section 2: The membership dues shall be such sum as established annually by the Board, payable semi-annually on the first day of July and of January, with the understanding that a portion of such dues shall be applied to the subscription price of the RI official magazine and the Club's weekly and monthly publications. A member may elect to pay such dues on an annual basis, either based on a fiscal or calendar year.

ARTICLE 7 METHOD OF VOTING

The business of this Club shall be transacted by voice vote except as otherwise provided in these By-laws.

Section 1:

ARTICLE 8 FIVE AVENUES OF SERVICE

The five Avenues of Service are the philosophical and practical framework for the work of this Club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations Service. This Club will be active in each of the five 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 five Avenues of Service. The President-Elect, President, and immediate past President should work together to ensure continuity of leadership and succession planning. The President-Elect is responsible, working in conjunction with the appropriate Directors, for appointing committee chairs as well as conducting planning meetings prior to the start of their year of office as President.

Each committee shall transact its business as is delegated to it by these By-laws and such additional business as is referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take an official Club position on a matter until the Board approves such position.

Each committee chair shall be responsible for meetings, shall supervise and coordinate the work of the committee and shall report to the Board on all committee activities.

Section 1: *All Committee Activities*

(a) The following standing committee chairs shall be appointed by the President:

- (1) Membership – This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- (2) Visalia Rotary Community Foundation – This committee should develop and implement plans to promote financial contributions by members to the Foundation.
- (3) The Rotary International Foundation – This committee should develop and implement plans to support the Foundation through both financial contributions and program participation.
- (4) Club Public Relations – This committee should develop and implement plans to provide the public information about Rotary and to promote the Club's service projects and activities.

(b) Committee chairs shall be appointed as provided in this article in each Avenue of Service to coordinate the work of the Club:

- (1) The Director of Club Service shall be responsible for all Club Service committees and shall supervise and coordinate their work.
- (2) The Director of Community Service shall be responsible for all community service activities and shall supervise and coordinate their work.
- (3) The Director of Vocational Service shall be responsible for all vocational service activities and shall supervise and coordinate their work.
- (4) The Director of International Service shall be responsible for all the international service activities and shall supervise and coordinate their work.
- (5) The Director of New Generations Service shall be responsible for all the new generations service activities and shall supervise and coordinate their work.

(c) The President shall also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, New Generations Service, and International Service as he may deem necessary.

(d) The President shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

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 make reference to appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals, and action plans established at 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 and to prepare a recommendation for committee activities, mandates, goals and plans for presentation to the Board in advancement of his or her year.

ARTICLE 11 LEAVES 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 Club credit for the member's attendance. Unless he or she attends a regular meeting of some other Clubs, the excused member must be recorded as absent)

ARTICE 12 FINANCES

Section 1: The Secretary shall deposit all funds of the Club in a bank or other financial institution to be named by the Board.

Section 2: All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 3: Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 4: The fiscal year of this Club shall extend from July 1 to June 30, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. . The payment of per capita dues and magazine subscriptions to RI 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 5: At the beginning of each fiscal year, the Board shall prepare or cause to be prepared a budget of the 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. The budget shall be prepared in two separate parts: one in respect of Club operations and one in respect of Community service operations. The Board shall regularly, during the fiscal year, review actual income and expenditures as compared to budget.

ARTICLE 13 ELECTION OF 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 ten (10) 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

Section 1: 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 resolutions or motions, if offered at a Club meeting, shall be referred, without discussion, to the Board. After having given consideration to the matter, the Board shall submit its recommendations to the Club. Having received the recommendation of the Board, the Club may then proceed to take such action, a quorum being present, as may seem proper to the majority.

Section 2: Any appeal to the Club, or its members as Rotarians, for charitable or other requests shall be handled in accordance with the procedure in Section 1 of this Article.

ARTICLE 15 ORDERS OF BUSINESS

The presiding Officer shall establish the order of the business of meetings.

ARTICLE 16 AMENDMENTS

These Bylaws may be amended as follows:

Section 1: At any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that each member shall have been notified at least ten (10) days before such meeting.

Section 2: At a regular meeting of the Board of Directors, a quorum being present, by a two-thirds vote of all directors present or by proxy, provided that notice of such proposed amendment shall have been delivered or mailed to each director at least thirty (30) days before such meeting, and a notice of the proposed amendment has been placed in the bulletin to members at least thirty (30) days prior to the vote on the amendment.

Section 4: No amendment or addition to these By-laws can be made which is not in harmony with the Constitution and By-laws of RI.

ARTICLE 17 INDEMNIFICATION

The corporation, to the maximum extent permitted by California law, shall indemnify any of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connections with any proceeding or potential proceeding arising out of the relationship, and to the maximum extent permitted by law, the corporation shall advance the agent's reasonable defense expenses in any such proceeding. For the purpose of this Section, "agent" means any person who is or was a Director, Officer, employee, committee member, or other agent of this corporation or predecessor to this corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" include but are not limited to attorneys' fees and any expenses of establishing a right to indemnification under this Section.

This Amendment has been approved by two-thirds of the current directors after notice to the general membership in the bulletin of this amended by-laws thirty (30) days prior to the Board's approval.

Dated : August 31, 2016



Wayne Yada, Secretary