

BYLAWS

BYLAWS OF THE ROTARY CLUB OF VISALIA



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ARTICLE 1 DEFINITIONS

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

- | | |
|-------------|---|
| 1. Board | The Board of Directors of this club |
| 2. Club | The Rotary Club of Visalia |
| 3. Director | A voting 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 July 1 |

ARTICLE 2 BOARD

The governing body of the club shall be the Board of Directors. The Board of Directors shall consist of eight voting members.

- | | |
|--|-------------------|
| 1. Director of International Service | |
| 2. Director of New Generations | ELECTED POSITIONS |
| 3. Director of Community Service | |
| 4. Director of Membership and Vocational | |
| 5. President Nominee | |
| 6. President Elect | |

- | | |
|-----------------------------|-----------------------|
| 7. President | NON-ELECTED POSITIONS |
| 8. Immediate Past President | |

1. Acceptance of membership on the Board of Directors shall serve an eight-year commitment.
2. The newest board member shall be assigned to the 1st position and each year move down one position, ending their commitment as Immediate Past President.
3. The president may also appoint non-voting members as needed to positions on the board such as Secretary, Treasure...

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ARTICLE 3 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1 Nominating Committee and Election

1. The President Elect of the Club shall chair the nominating committee.
2. The committee shall consist of 5 members:
 - a. Two past presidents
 - b. Two members from the club at large
3. At least one week prior to the annual meeting of the Club, the nominating committee shall nominate six members as Directors and deliver the slate of candidates to the club.
4. Additional nominations shall be allowed from the floor.
5. At the annual meeting, a ballot shall be given to each member consisting of the slate proposed by the nominating committee and spaces for any write in candidates.
6. The six candidates receiving the highest number of votes in this election shall be declared the directors for the ensuing year.
7. In the case of a tie, it shall be broken by a run-off election by the members.
8. In case of a subsequent tie, the President shall cast the deciding vote.

Section 2 Vacancies

1. 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.
2. If the office of the President becomes vacant, the Immediate Past President shall convene a special meeting of all Past Presidents to determine how the vacancy shall be filled. The Immediate Past President shall appoint one or more Past Presidents to fill the term.
3. If the office of the President Elect becomes vacant, and the President Nominee is able to attend P.E.T.S. then the President Nominee will assume the role of President Elect.
4. If the office of the President Elect becomes vacant, and the President Nominee cannot attend P.E.T.S., then the President shall convene a special meeting of all Past Presidents to determine how the vacancy shall be filled. The President shall appoint one or more Past Presidents to fill the following years Presidential term.

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ARTICLE 4 MEETINGS

Section 1 Annual meeting

1. The annual meeting of the Club shall be held on the second meeting day in December of each year, at which time the election of six Directors will be held to serve for the ensuing year.
2. A quorum must be present for elections to be held at this meeting.
3. Any member may give their proxy to another member to cast a vote for the board election.
4. The proxy vote will count toward the quorum for the annual meeting.

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 good cause, the Board may:

1. 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
2. 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.

Section 3 Meetings of the Board

1. Regular meetings of the Board shall be held monthly at such places and time as the Board shall determine. The Board may adopt a different meeting date at its discretion.
2. Special meetings of the Board can be called by the President, or upon the request of two members of the Board. A minimum of a one-week notice must be given to all Board members in both instances.
3. A quorum must be present for any business to be transacted at a *Meeting of the Board*.

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ARTICLE 5 FEES AND DUES

Section 1 Admission Fee

An admission fee shall be an amount determined 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 Rotary Club shall not be required to pay a second admission fee.

Section 2 Dues

The membership dues shall be such amount of money as determined 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, District membership fees, and RI membership fees.

ARTICLE 6 METHOD OF VOTING

The Visalia Rotary Club shall follow Roberts Rules of Order unless otherwise stated in these Bylaws.

ARTICLE 7 FIVE AVENUES OF SERVICE

The five Avenues of Service are the philosophical and practical framework of this Club. This club will be active in each of the five Avenues of Service. They are:

- Club Service
- Vocational Service
- Community Service
- International Service
- New Generations Service

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ARTICLE 8 FINANCES

Section 1 Transactions

1. The Treasurer shall deposit all funds of the Club in a bank or financial institution to be named by the Board
2. The Treasurer shall pay all bills when approved by the President.
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 2 Fiscal Year

The fiscal year of this Club shall extend from July 1 to June 30.

Section 3 Dues

The payment of per capita dues and magazine subscriptions to RI and the District shall be made on July 1 and January 1 of each year based on the membership of the Club on those dates.

Section 4 Budget

1. On June 1 of each year the President Elect shall present to the incoming board a budget consisting of the estimated income and estimated expenditures for the year.
2. The first action of the Board on July 1 will be the approval of the budget.
3. The approved budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Section 5 Review of Financial Statements

The Treasurer shall present, and the Board will review monthly, the actual income and expenditures as compared to the budget.

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ARTICLE 9 ELECTION OF NEW MEMBERS

Section 1 Proposing a Member

The application of a prospective, or transferring, member proposed by an active member shall be submitted through our website. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 Requirements

The board shall ensure that the proposal meets all the requirements of the standard Rotary club constitution.

Section 3 Decision

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 Rotary Information Meeting

If the decision of the board is favorable, the prospective member shall attend a meeting of the **Rotary Information Committee**. Here the member will learn of the purposes, privileges, and responsibility of Rotary membership. At this meeting the prospective member shall be offered membership and asked to sign (agree to) the membership proposal form, thus permitting their name to be published to the club.

Section 5 Club Notification

The members application shall be published at the next two consecutive club meetings for acceptance or objection by all club members. Objections may be received by any board member from any active Club member (other than honorary).

Section 6 Acceptance

If no objection is received, as prescribed in these bylaws, the proposed member shall be considered to be elected to membership.

<http://www.VisaliaRotaryClub.com>
<http://www.VisaliaRotaryEvents.org>

Adopted October 20, 2020
Proposed 20.08.18
(Replace those Adopted August 31, 2016)

BYLAWS OF THE ROTARY CLUB OF VISALIA



Section 7 Membership Application Objection(s)

If any objection is filed with the board the board shall vote on the matter at its next meeting. If approved despite the objection(s), the proposed member shall be considered to be elected to membership.

Section 8 Induction

Following the election, the President shall arrange for the new member's induction, membership card, and new member Rotary literature. The Secretary will report the new members information to RI, the **Membership Committee** will assign a mentor, and the member will be assigned to the **COGS Committee** for the first three years.

Section 9 Honorary Members

The club may elect, in accordance with the standard Rotary Club constitution, Honorary members proposed by the board.

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ARTICLE 10 RESOLUTIONS

Section 1 Procedures

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.
2. Any resolution or motion offered at a Club meeting shall be referred, without discussion, to the Board.
3. After having given consideration to the matter, the Board shall either vote on the motion/resolution or submit the matter to the club with or without a recommendation.
 - (a) This decision must be implemented within 30 days of the time the motion/resolution is made.
4. If the Board chooses to vote on the resolution/motion and a member wishes to challenge the decision of the Board, a vote may be called in any meeting where a quorum of members is present.
 - (a) A veto of any Board Decision will require 51% approval by **ALL** members, regardless of the number of members present when the vote is taken.

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ARTICLE 11 AMENDMENTS

These bylaws may be amended as follows:

Section 1 By the Club

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 By the Board

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 3 RI Conformity

No amendment or addition to these Bylaws can be made which is not in harmony with the Constitution and Bylaws of RI.

ARTICLE 12 INDEMINIFICATION

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.

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

Dated: October 20, 2020

Club Secretary

<http://www.VisaliaRotaryClub.com>
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