

**Bylaws of the
Rotary Club of Villa Park, California**
(Revised: July, 2022)

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ARTICLE 1. BOARD OF DIRECTORS

The Board of Directors shall consist of up to fourteen (14) members of this Club, including President, Immediate Past-President, President-Elect, one Vice-President, Treasurer, Secretary, RI Foundation Representative, Sergeant-of-Arms, the Chairs of the five Avenues of Service, and the Chair of Membership. Should any one individual hold more than one position entitled to a board seat, such person or persons shall nevertheless be entitled to only one vote on the board, and the number of directors shall be reduced accordingly.

ARTICLE 2. ELECTIONS AND TERMS OF OFFICE

Section 1 - Elections. At a regular meeting one month prior to the Annual Meeting, the presiding officer shall invite nominations for the offices of President, Vice-President, Secretary, Treasurer, Sergeant-of-Arms, and chairpersons of the five Avenues of Service, each office to be held contemporaneously with the following fiscal year. Members may nominate themselves for any appropriate position. These nominations will then be added to the list presented by the nominating committee, and verified that all nominees are members in good standing of this club. A final ballot of the names so verified, in alphabetical order under each position, shall be presented to the membership at least one week prior to the Annual Meeting, and shall be voted on at the Annual Meeting by the attending membership. If at the time of the Annual Meeting, there is only one candidate nominated for each position, the presiding officer shall ask the membership for unanimous approval of the nomination slate as presented. If unanimous approval is denied by a dissenting vote, each candidate shall be elected individually. In the case of multiple candidates for a position, the candidate receiving the most votes shall be declared elected to the respective office. Voting may proceed by any reasonable format designated by the Board. The candidate for President elected in such balloting shall be designated the President-Nominee. The President-Nominee shall take the title of President-Elect on the first day of July next following the election.

and shall serve as an officer during **that** year. On the first of July immediately following that year, the President-Elect shall assume office as President.

Section 2 - Vacancies. A vacancy on the board or in any office shall be filled by action of the remaining Directors. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Section 3 - Removal from Office. Any elected official may be removed from office for reasonable cause by a majority vote of the complete Board of Directors. Any elected official may resign his or her position by submitting a written letter of resignation to the Board of Directors.

ARTICLE 3. DUTIES OF MEMBERS OF BOARD OF DIRECTORS

Section 1 - President. The President shall preside at meetings of the Club and the Board, and shall perform other duties as ordinarily pertain to the office of President. The President shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership of each committee.

Section 2 - Immediate Past President. The Immediate Past-President shall perform such duties as may be prescribed by the President or the Board.

Section 3 - President-Elect. The President-Elect shall be Chair of the Nominating Committee and report to the Board of the progress of all Standing Committees, and shall perform such other duties as may be prescribed by the President or the Board.

Section 4 - Vice-President. The Vice-President shall preside at meetings of the Club and the Board in the absence of the President; to assist the President in special tasks and projects as required; and to perform such other duties as ordinarily pertain to the office of Vice- President.

Section 5 - Secretary. The Secretary shall record and preserve the minutes of Club and Board meetings, clearly identifying the actionable items (e.g., motions passed, policies adopted, and procedures set in place); report as required to Rotary International ("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; and perform other duties as usually pertain to the office of Secretary. The records of meetings compiled by the Secretary constitute the historical archive of the Club and shall be updated and preserved in an e-file that may be passed from successor to successor in the office of Secretary, and shared with the Board or Members of the Club when requested.

Section 6 - Treasurer. The Treasurer shall have custody of all funds and financial records; collect all sums receivable and disburse all sums payable; affect the filing of all necessary or required tax forms; and perform such other duties as pertain to the office of Treasurer. The Treasurer shall disseminate to members invoices for dues and fees on the first day of each calendar quarter. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer, or to an individual designated by the President, all funds, books of accounts, or other Club property that may be under his or her control.

Section 7 – RI Foundation Representative. The RI Foundation Representative shall serve as the Club's liaison with the District and RI regarding all issues relating to the RI Foundation and

the Club's contributions to the RI Foundation, and such other duties as may be prescribed by the President or the Board.

Section 8 – Membership Chair. The Membership Chair shall be responsible for keeping track of potential new members and overseeing the transition of a potential new member into an active or honorary member of the Club, and such other duties as may be prescribed by the President or the Board.

Section 9 - Sergeant-at-Arms. The Sergeant-at-Arms shall keep membership records and record attendance at meetings, and such other duties as may be prescribed by the President or the Board.

ARTICLE 4. MEETINGS

Section 1 - Annual Meeting. The Annual Meeting of this club shall be held on the second Thursday of December.

Section 2 - Regular Meetings. The membership shall hold regular meetings each Thursday at a place and time determined by the Club, except that, the fifth Thursday of a month shall consist of a social meeting preferably held in the evening.

Section 3 - Board Meetings. Regular meetings of the Board shall be held each month as needed to conduct the business of this Club, with a minimum of nine meetings per year. Each meeting shall convene on such day and time as designated by the President, due notice having been given. 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 4 - Quorum. At the Annual and regular meetings, one-third of the Members shall constitute a quorum. At Board meetings, a majority of the Board members shall constitute a quorum. Neither attendance by proxy nor voting by proxy shall be allowed.

Section 5 - Format of Meetings. The Board shall determine the format of the Annual Meeting and the regular meetings.

ARTICLE 5. FEES AND DUES

Annual membership dues, in an amount to be determined by the Board, and to include the dues levied by District 5320 and RI, plus a subscription to the official RI magazine and a Paul Harris Fellow donation, shall be paid by each Member.

ARTICLE 6. AVENUES OF SERVICE

The chair of each Avenue of Service shall be responsible for the following:

- (a) Maintaining a current roster of committee members for the Avenue of Service;
- (b) Convene meetings of the Avenue of Service quarterly;
- (c) Assume responsibility for the budgetary resources made available to that Avenue of Service.

ARTICLE 7. STANDING COMMITTEES

The club shall maintain the following standing committees:

Club Administration. This committee shall conduct activities associated with the most effective organization and management of the club (e.g., constitution, bylaws, policies. etc.)

Membership. This committee shall develop and implement a plan for the recruitment and retention of members.

Nominating. This committee shall consist of at least the President, the President-Elect and the Past-President, and shall work to encourage participation in the elective positions of the club by as wide a range of the membership as is feasible. The committee shall develop a complete slate of candidates for elective offices in advance of the Annual Meeting, and shall make appropriate recommendations to the Board in the event of vacancies in elective offices during the operating year. This committee shall be chaired by the President-Elect.

Public Image. This committee shall develop and implement plans to provide general public information about Rotary, and to promote this Club's service projects and activities.

Rotary Foundation. This committee shall develop and implement plans to support The Rotary Foundation through both financial contributions and program participation, and shall recognize Paul Harris Fellows on a periodic basis.

Service Projects. There shall be a committee associated with each of the Avenues of Service. These committees shall be comprised of members that support, and meet quarterly with, the Chairs of the Avenues of Service to further the functions and goals of each Avenue of Service.

ARTICLE 8. FINANCES

Section 1 - Budgets. At the beginning of each fiscal year, the incoming Board shall establish a budget of estimated income and expenditures for the year.

Section 2 - Control of Funds. The Treasurer shall deposit all club funds in a federally insured depository, established by authority of the board.

Section 3 - Disbursements. Disbursement of club funds shall be made by the Treasurer only when approved by the applicable Avenue of Service chair (or the president. in the case of a special action of the board), and shall be properly documented to record the payee and purpose of the expenditure. Authorization for disbursement of more than \$2,500 shall require two signatures.

Section 4 - Audits. A thorough annual review of all financial transactions shall be accomplished by a qualified individual.

Section 5 - Fiscal Year. The fiscal year of this club shall extend from 1 July to 30 June.

Section 6 – Reserves. The Club shall maintain in reserve for the present fiscal year an amount no less than the sum of the prior year's (i) fixed costs and (ii) budgeted allocation to the Avenues of Service. Fixed costs shall include all costs incurred by the Club not otherwise funded by

membership dues or funds derived directly from fund raising events held by the Club; including by example only, bookkeeping fees/costs, DACdb costs, weekly meeting room rent, etc.

ARTICLE 9. METHOD OF ELECTING MEMBERS

Section 1 - Application. The name of a prospective member proposed by an active member of the club and reviewed by the Membership Committee shall be submitted to the board in writing by the Membership Committee Chair. 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 - Board Review and Approval. The Board shall ensure that the proposal meets all the requirements of the club constitution, and may request supporting information from the Membership Committee as needed to facilitate its decision process. The Board shall approve or disapprove the proposal within 30 days of its submission.

Section 3 - Advertising to the Club. If the decision of the Board is favorable, the prospective member shall be informed by the Membership Committee Chair 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 4 - Response by the Club.

(a) If no valid objection to the proposal is received by the Board from any member of the club within ten (10) days following publication of information about the prospective member, the prospective member, upon payment of fees prescribed in these bylaws, shall be deemed to have been elected to membership.

(b) To be considered valid, an objection to a membership proposal shall meet the following criteria: (1) it shall only be for a substantive and cogent reason; (2) it shall be presented to the board in written communication; and (3) it shall be supported by material evidence as may be deemed appropriate by the Board. If a valid objection has been filed with the Board, the Board shall consider the matter at the next Board meeting. If approved despite the objection, the proposed member, upon payment of prescribed fees (if not honorary membership), shall be deemed to have been elected to membership. Should the objection be sustained by the Board, the President shall cause the Board's decision to be communicated to the applicant in oral communication. The substance of matters discussed by the Board in considering the objection shall remain confidential to the Board.

Section 5 - Induction and Assimilation. Following the election of a new member, the Membership Committee shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the secretary shall 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 6 - Honorary Members. The club may elect honorary members proposed by the Board for a period of one year. Honorary members shall be exempt from the payment of dues, but will be expected to pay the other direct costs (e.g., cost of meals, social events) on the same basis

as other members. The term may be extended for additional periods of one year each with the approval of the Board.

ARTICLE 10. LEAVE OF ABSENCE

Members may take a leave of absence from the Club, upon Board approval, on the following conditions:

(a) During the leave of absence, such Member (i) shall be responsible for payment of all District and RI dues and fees, as well as Club contributions to the Rotary Foundation, but (ii) shall not be responsible for payment of other dues assessed by the Club, such as payment for meals, holiday parties and operation costs, or other dues or fees as may be invoked by the Board, except to the extent that such Member attends regular meetings or social events for which dues are assessed;

(b) A leave of absence shall only last for six (6) months, except that the Board may approve an additional period of six (6) months if so requested.

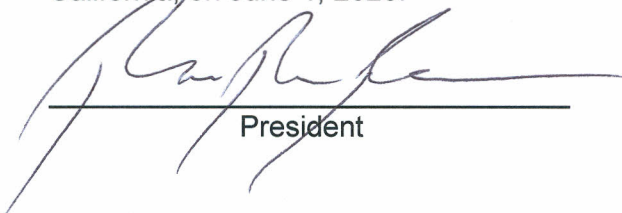
ARTICLE 11. RESOLUTIONS

The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it and ruled on the advisability of such action. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

ARTICLE 12. AMENDMENTS

These Bylaws 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 provided to each member at least ten (10) days before such meeting. Amendments or additions to these Bylaws, which are not consistent with the Club Constitution and with the Constitution and Bylaws of RI, shall not be admissible.

ADOPTED AND PLACED INTO EFFECT at a Club Meeting held in the City of Villa Park, California, on June 1, 2023.



President



Secretary