



AMENDED BYLAWS
ROTARY CLUB OF INDIO
INDIO, CALIFORNIA
2025

Approved by the Rotary Club of Indio Board of Directors: June 19, 2025

Approved by the Rotary Club of Indio: July 1, 2025

Article I. DEFINITIONS

- Section 1.01 Member: Unless otherwise indicated, an adult natural person admitted through the regular application process or an adult natural person admitted as a Business Member Designee.
- Section 1.02 Board: The Board of Directors of this club.
- Section 1.03 Director: A director on this club's board of directors.
- Section 1.04 Quorum: The minimum number of participants who must be present to commence a meeting at which a decision or other action is taken: One third of the members for a club meeting; a majority of the directors for a board meeting.
- Section 1.05 RI: Rotary International.
- Section 1.06 District: The RI district to which this club belongs, currently District 5330.
- Section 1.07 The Rotary Foundation: The charitable organization operated by RI.
- Section 1.08 The Rotary Club of Indio Foundation ("Foundation"): The charitable organization operated by this club.
- Section 1.09 Year: The 12-month period beginning 1 July.
- Section 1.10 Adult: A natural person who is at least 18 years of age.
- Section 1.11 Natural Person: A living human being.

Article II. BOARD OF DIRECTORS

- Section 2.01 This club (the "Club") shall be governed by its Board of Directors (the "Board"). The Board shall be comprised of not more than 11 directors who shall be members of the Club. The term of each director shall be until the end of the Club's fiscal year on June 30 of the year for which that director was elected or designated.
- Section 2.02 The President, Immediate Past President, President Elect, Secretary, Treasurer, and Foundation Vice President shall be directors *ex officio*.
- Section 2.03 The President may designate a maximum of five additional directors to serve during the year for which the President has been elected to serve.
- Section 2.04 The President shall chair the Board, and the President, or another director requested to do so by the President, shall preside over meetings of the Board.
- Section 2.05 Actions or decisions of the Board shall require approval by a vote of a majority of the directors present once a quorum has been established. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.
- Section 2.06 In all Club matters, the decision of the Board is final, subject only to an appeal

to the Club. An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal to each member at least five days before the meeting. The Club's action on an appeal is final.

Article III. OFFICERS

Section 3.01 The officers of the Club shall be the President, Immediate Past President, President Elect, Secretary, Treasurer, and Foundation Vice President. Officers shall be members of the Club.

Section 3.02 The President shall be the general manager and chief executive officer of the club and shall have overall responsibility and authority for the execution of the business of the Club, to preside at club meetings, to chair the Board of Directors, to appoint and supervise committee chairs and committee members, and to designate officers and directors as provided in Section 7.02 and Section 2.03 herein.

Section 3.03 The Immediate Past President shall fulfill the duties of the President when the President is unable to do so, plan the outgoing president's demotion party, and conduct the nominations for President, President Elect, President Nominee, or President Designate whenever any of those positions is vacant.

Section 3.04 Prior to the Annual Meeting immediately preceding his or her term as president, the President Elect shall prepare a proposed budget of anticipated income and expenses of the Club and the Rotary Club of Indio Foundation for his or her term as president, and the President Elect shall designate officers and directors, as provided herein, to serve during the President Elect's term as president.

Section 3.05 The Secretary shall be responsible for creating, maintaining, and where appropriate disseminating Club records, including the club constitution, bylaws, policies, and membership records, minutes of Club and Board meetings, and correspondence.

Section 3.06 The Treasurer shall keep the Club and the Rotary Club of Indio Foundation financial records, maintain all Club and Rotary Club of Indio Foundation funds and accounts, and provide monthly and annual accounting to the Boards of the Club and the Rotary Club of Indio Foundation of the Club's and the Rotary Club of Indio Foundation's funds and accounts.

Section 3.07 The Foundation Vice President shall oversee, promote, and maintain records of donations by the Club and Club members to The Rotary Foundation, and all donations to the Rotary Club of Indio Foundation.

Section 3.08 The term of office for each officer shall be until June 30 of the year for which that officer was elected or designated.

Article IV. MEMBERS

Section 4.01 Members shall be adult natural persons of good character and good business, professional, or community reputation.

Section 4.02 The Board shall prepare a membership application for individuals who wish to become a member of the Club in the regular manner. A person applying for membership shall submit a completed application to the President or another member appointed by the President for this purpose who will give notice of the application to the members of the Club. After a reasonable time for the members to comment upon or object to the application, the Board shall consider the application and will admit the applicant to membership upon approval by a majority of the Board.

Section 4.03 Entities such as commercial businesses, whether organized as a sole proprietorship, partnership, or corporation, non-profit organizations, educational institutions, and governmental agencies may support and participate in the Club by becoming a Business Member. The Board shall prepare a business member policy stating the terms and conditions of a business membership and shall prepare a business member application. An entity applying to be a business member shall submit its completed application to the President or another member appointed by the President for this purpose who will give notice of the application to the Directors. The applicant shall be admitted as a business member under the terms and conditions set forth in the business member policy upon approval by a majority of the Board. The business member shall then name a business member designee or designees as provided in the business member policy. A business member designee will become an individual member with the rights and privileges of a regularly admitted member upon approval by a majority of the Board. The business member shall be financially responsible for its designee member's fees and dues set forth in Article V of these bylaws.

Section 4.04 In addition to members who are regularly admitted or business member designees, the Club may also admit persons of good character and reputation as Honorary members in recognition of their service in support of the Club and Rotary ideals or Associate members who support and participate in the Club's activities. Honorary and Associate members shall be admitted upon such terms as the Board shall determine by a vote of a majority of the Board. Honorary and Associate members shall not have voting rights or be eligible to be directors or officers of the Club.

Article V. FEES AND DUES

Section 5.01 An admission fee in the amount determined by the Board shall be paid before an applicant or designee may be admitted as a member.

Section 5.02 A member shall pay dues to the Club in the amount determined by the Board. Member dues will be billed in the manner and at the times determined by the Board and shall be payable upon billing. Member dues shall include dues and assessments that the Club is required to pay on behalf of the member to RI and to the District and a dues payment to the Club in the amount determined by the Board.

Section 5.03 The Board may impose assessments upon the members to further the purposes of the Club by submitting a resolution to that effect to a vote of the members at a noticed meeting of the Club. Upon approval by a vote of the members, each member shall pay a per capita share of the assessment as directed by the Board.

Section 5.04 So that the Club will attain the status of having all of its members qualify as Sustaining Members of The Rotary Foundation, each member, including business member designees, shall pay to the Club, in addition to any other donations the member may choose to make to The Rotary Foundation, the amount of the Sustaining Member donation. The donation shall be paid when and as billed by the Club and shall be forwarded in the member's name to The Rotary Foundation.

Article VI. MEETINGS

Section 6.01 Club Meetings.

- (a) An Annual Meeting of the Club shall be held each year not later than 31 December to confirm, by a vote of a majority of the members present after a quorum has been established, the election or designation of the officers and directors for the next year as provided herein, to present financial reports on the previous fiscal year for the Club and the Rotary Club of Indio Foundation and the proposed budget for the Club and the Rotary Club of Indio Foundation, and to conduct such other business as may be brought before the members upon reasonable notice.
- (b) A Mid-Term Meeting of the Club shall be noticed and held as part of a regularly scheduled weekly meeting during the month of January at which the President shall present current financial reports on the Club and the Rotary Club of Indio Foundation, including the year-to-date balance sheets and income and expense statements, special accounting for major projects conducted since the last mid-term meeting, the status of or anticipated changes to the budget previously approved for the current fiscal year, and any other information or issues material to the Club.
- (c) The Club shall have weekly meetings which shall be held regularly on Tuesday at 12:10 p.m. unless the Board gives notice that a meeting will be cancelled, held on a different day, or held at a different time. The club shall meet at least twice each month.

Section 6.02 Board Meetings.

- (a) The Board shall meet regularly each month on a day established by the President at the beginning of the President's term unless the Board approves holding a particular meeting on a different day or at a different time and gives notice to all of the directors of such change. The Board may hold such special meetings as may be called with reasonable notice by the President or upon the request of two directors. All Board meetings shall be open to all the members of the club if they wish to attend
- (b) The President shall prepare an agenda giving notice of the matters to be considered at the Board meeting and distribute the agenda to the directors prior to the day of the meeting.
- (c) Any action that the Board is required or permitted to take may be taken without a meeting if all of the directors individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6.03 Club and Board meetings shall be governed by the rules contained in the current editions of "Rosenberg's Rules of Order at a Glance" and "Rosenberg's Rules of Order Cheat Sheet," where they are applicable and when they are not inconsistent with the Club's Constitution, Bylaws, or standing rules.

Section 6.04 The Board may choose to hold Club or Board meetings in person or by electronic conferencing.

Section 6.05 Voting at meetings of the Club or the Board shall be by voice vote or a show of hands. When a voice vote has been taken, a vote by show of hands shall be taken if requested by a member or director and the result of the vote by show of hands shall be controlling.

Section 6.06 Written minutes of all Board meetings and Annual Meetings of the Club shall be taken by the Secretary, or another person designated by the presiding officer, and made available to the members of the Club within 30 days of the meeting.

Article VII. ELECTION, DESIGNATION, AND REMOVAL OF OFFICERS AND DIRECTORS

Section 7.01 The Club shall elect its President by establishing a line of succession consisting of the President, President Elect, President Nominee, and President Designate. On July 1, the President Elect, President Nominee, and President Designate will advance to the positions of President, President Elect, and President Nominee, respectively. The Immediate Past President shall then canvass the active Past Presidents who are reasonably available to participate in order to identify a nominee or nominees for President Designate. The Board shall then elect the President Designate from the nominees identified. If only one nominee has been identified, the nominee shall not be elected unless the nominee receives the support of a majority of a quorum of the Board. In the event of a vacancy during the year in any position in the line of succession, the Board shall elect a replacement using the same procedure as set forth herein for the election of the President Designate.

Section 7.02 The President shall designate the Secretary, Treasurer, and Foundation Vice President.

Section 7.03 The directors and officers elected or designated as provided herein shall assume their duties upon July 1 of the presidential term for which they were elected or designated after confirmation by the members pursuant to Section 6.01.

Section 7.04 Directors and officers elected or designated as provided herein may be removed from their positions for cause by the President upon written notice to the officer or director, by a vote of a majority of the directors present once a quorum has been established at a meeting of the Board of Directors held at least 14 days after written notice to the directors of the intention to take such vote at the meeting, or by a vote of a majority of the Club members present after a quorum has been established at a regularly scheduled meeting of the Club at least 14-days after written notice to the members of the intention to take such vote at that meeting. A vote to remove an officer or director shall be called and notice of the intention to hold such vote shall be given by the President, or by the Secretary if the vote refers to the President, at least 14 days before the vote is to be held when a written request to remove the officer or director is made by two directors, in the case of a request for action by the Board, or three Club members, in the case of a request for action by the Club members.

Article VIII. FINANCES

Section 8.01 The fiscal year of the Club is from 1 July to 30 June.

Section 8.02 At the first Board meeting of the new fiscal year, the President shall submit a proposed annual operating budget of income and expenses for the Club to the Board for its consideration. Upon approval by the Board of an annual operating budget for the Club, the President shall notify the members of the Club of the approval of the annual operating budget and of any changes from the estimated operating budget presented at the previous Annual Meeting.

Section 8.03 Annually, the Club shall engage a Certified Public Accountant ("CPA") to perform a compilation engagement to review the financial procedures, books, and financial statements of the Club and of the Rotary Club of Indio Foundation for compliance with Generally Accepted Accounting Principles and submit a report of the engagement ("compilation report") to the Club by 31 August. The Treasurer shall provide the Club's financial statements and any other information requested by the CPA for the year ended 30 June to the CPA by July 31 or such other time as required so that the CPA can complete the compilation engagement by 31 August. The financial statements and the compilation report prepared by the CPA shall be presented to the Board at the next regular Board meeting after they are received and shall be provided to the members of the Club at the Annual Meeting as provided in Section 6.01(a) herein.

Section 8.04 Federal and State tax returns and any other documents required by a governmental entity shall be prepared and filed by the Treasurer as required by law. With approval of the Board, the Treasurer may engage a Certified Public Accountant to assist in the preparation of the tax return.

Section 8.05 The Treasurer shall deposit club funds in a financial institution or institutions designated by the Board. Separate accounts shall be maintained for the Club and the Rotary Club of Indio Foundation. Club and Foundation funds shall not be co-mingled with each other or with any other funds.

Section 8.06 Club funds shall be disbursed only by the Treasurer or another officer authorized by the Board to do so. Disbursement of Club funds may be made for an item that has been specifically identified in the approved annual budget or otherwise approved by the Board.

Article IX. AMENDMENT

Section 9.01 These Bylaws may be amended or repealed by the Board as provided in California Corporations Code Sec. 5150(a) in the manner provided in Section 2.05, herein, and with the approval of a majority of the members present after a quorum has been established at a regular meeting of the club held at least 14-days after written notice to the members of the intention to take such vote at that meeting. These Bylaws may be amended or repealed by the members of the Club as provided in California Corporations Code Sec. 5150(b) by a vote of a majority of the Club members present after a quorum has been established at a regularly scheduled meeting of the Club held at least 14-days after written notice to the members of the intention to take such vote at that meeting. Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution, and the RI Bylaws.

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