



# Rotary Club of Lodi Sunrise

## Amended Bylaws

DRAFT August 25<sup>th</sup>, 2008 (proposed)

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# Article I : Definitions

The following terms, and their associated definitions, are used throughout this document:

1. Board: This club's Board of Directors.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.
6. Recognitions: Fines imposed on club members at club meetings.

# Article II : Board of Directors

## Section 1 : Governing Body

The governing body shall be the Board of Directors which shall be made up of no more than 17 club members, chaired by the Current President. Each member shall assume one or more roles including Immediate Past President, President-Elect or President-Nominee (for the next Rotary Year), President-Designate (President to follow the President-Elect), Secretary, Treasurer, and Sergeant At Arms. The board, at its discretion, may also consist of Directors in accordance with Article 3, Section 1 of these Bylaws.

Director positions may include Community Service Director, Programs Director, International Service Director, Club Service Director, Youth Service Director, Rotary Foundation Director, Sunrise Century Director, Communications Director, Membership Director, and Vocational Service Director.

A member may hold more than one Director Position with quorum majority approval of the board of directors.

# Article III : Election of Directors and Officers

## Section 1 : Nominations

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, vice-president, secretary, treasurer, and other 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 be appointed as the club may determine.

## Section 2 : Balloting

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, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors.

### **Section 3 : President Nominee**

The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.

### **Section 4 : Board of Directors**

The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

### **Section 5 : Vacancies**

A vacancy in the board or 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.

## **Article IV : Duties of Officers**

### **Section 1 : President**

It shall be the duty of the president to preside over meetings of the club and board, and to perform other duties as ordinarily pertains to the office of president.

### **Section 2 : Immediate Past-President**

It shall be the duty of the vice-president to preside over meetings of the club and the board in the absence of the president, and to perform other duties as ordinarily pertain to the office of immediate past-president.

### **Section 3 : President-Elect**

It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

### **Section 4 : President-Designate**

It shall be the duty of the president-designate to serve as a director and to perform such other duties as may be prescribed by the president or the board.

### **Section 5 : Secretary**

It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI and Rotary District 5220, 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; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

### **Section 6 : Treasurer**

It shall be the duty of the treasurer to 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.

### **Section 7 : Sergeant-at-Arms**

It shall be the duty of the sergeant-at-arms to track all club recognitions, track member recognition balances, and report such recognitions to the Treasurer for accounting and collection, and report such recognition balances to the club president on a weekly basis – within 24 hours of the conclusion of each weekly club meeting. The duties of the sergeant-at-arms shall also be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

## **Article V : Meetings**

### **Section 1 : Annual Meeting**

An annual meeting of this club shall be conducted as a Club Assembly during the club's regularly scheduled weekly meeting, not later than 31 December of the Rotary year. During this meeting, the election of officers and directors to serve for the ensuing year shall take place.

### **Section 2 – Regular Weekly Meetings**

The regular weekly meetings of this club shall be held on Wednesdays, from 7:00am until 8:15am. Due notice of any changes in, or canceling of, the regular meeting shall be given to all members of the club via email (at the minimum), and be published in the club calendar on the club website (when appropriate).

All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) 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 : Make-Up Activities**

Any member that misses a regularly scheduled club meeting may elect to participate in an acceptable make-up activity in order to earn membership make-up credit for any missed meetings. Acceptable make-up activities include:

- Attending a regularly scheduled weekly meeting of any other Rotary Club in District 5220 within two calendar weeks of missing a club meeting
- Participating in, or executing an acceptable make-up activity as prescribed by the club president, including but not limited to: volunteer community service work, club fundraising, Rotary awareness, and club public relations.

### **Section 4 : Club Meetings Quorum**

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

### **Section 5 : Board Meetings**

Regular meetings of the board shall be held on a specific and recurring day of each month, to be determined by each year's club president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

### **Section 6 : Board Meetings Quorum**

A simple majority of the governing body shall constitute a quorum of the board.

## **Article VI : Fees and Dues**

### **Section 1 : New Member Admission Fee**

The admission fee for new club members shall be \$50, to be paid before the applicant can qualify as a member.

### **Section 2 : Annual Membership Dues**

The required membership dues shall be, for each member:

- Membership Dues: \$120 per annum
- Rotary Foundation Dues: \$150 per annum.

New members are required to pay the pro-rated membership dues amount (for the current half-year billing cycle) along with the new member admission fee. The method for payment of dues is outlined in Article XIII, Section 7 of this document.

## **Article VII : Methods of Voting**

The business of this club shall be transacted by *viva voce (vocal assent)* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

## **Article VIII : Four Avenues of Rotary Service**

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

## **Article IX : Three Year Strategic Plan**

The club shall develop, and annually update, a three year strategic plan which shall guide the club long term plans by establishing a vision statement, mission statement, and measureable goals and objectives that can be tracked and reasonably achieved. The president shall oversee plan execution for the current year, the president-elect over the following year, and the president-designate over the year following the president-elect.

Once established, the strategic plan should be revised by the board during the month of June, in preparation for the following rotary year.

At a minimum, the strategic plan shall articulate ways the club shall advance the internal and external recognition and public image of Rotary, increase the club's capacity to provide service to others, expand membership globally in both numbers and quality, emphasize Rotary's unique vocational service commitment, optimize the use and development of leadership talents within the club, fully implement the strategic planning process to ensure continuity and consistency throughout the organization – and over time. The president, president-elect, and president-designate shall be required to participate in, and approve the final strategic plan revision.

## **Article X : Committees**

Club committees are charged with carrying out the annual and three-year strategic plan goals of the club based on the four Avenues of Service. The president, president-elect, president-designate, and immediate past president should work together to ensure continuity of leadership and succession planning to insure implementation of the club strategic plan. When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

Committees shall operate within the following guiding principles:

- The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is

given by the board, such committees shall not take action until a report has been made and approved by the board.

- Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities. Meetings shall be held, at a minimum, every other month during the rotary year, beginning in August.

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:

### **Membership Committee**

The membership committee shall be chaired by the Membership Director. It shall include, at a minimum, the president, president-elect, president-designate, immediate past-president. Other club members may volunteer to serve on this committee in order to ensure that club membership goals can be attained.

The committee should develop and implement a comprehensive plan for the recruitment and retention of members, and shall maintain process and procedures for new membership and member retention.

### **Public Relations Committee**

The public relations committee shall be chaired by the Communications Director. Advisory members shall include the president, president-elect, president-designate, and immediate past-president.

This committee should develop and maintain a comprehensive communications plan to provide club members and the general public with information about Rotary International, and to promote the club's service projects, activities, achievements, awards, and recognition of individual member achievements.

This committee shall have at its disposal the club website, club email lists, press releases, and other communications tools required to disseminate information to the club, and general public.

The president shall be responsible for establishing a vision for the club website during his/her rotary term, or shall designate a club member to act in this capacity. Said club member shall, by default, be a member of this committee.

### **Club Administration Committee**

The board shall act as the Club Administration Committee for this club, and assume the responsibility for developing and implementing a club management plan to support club operations, and meet the goals and objectives of the three-year strategic plan.

## **Club Projects Committee**

The club projects committee shall be chaired by the Club Service Director, or by an appointee of the club president should the club service director be unable to serve in this capacity.

Advisory members of this committee shall include the immediate past-president, president, president-elect, and president-designate.

Required committee members shall include the community service director, vocational service director, international service director, youth service director, sunrise century director and club service director. Other club members may volunteer to serve on this committee.

This committee shall develop, maintain and implement fundraising and project plans for all avenues of Rotary service including education, humanitarian and vocational projects for local and international communities.

## **Rotary Foundation Committee**

The Rotary Foundation committee shall be chaired by the Rotary Foundation Director. Required members shall include the immediate past-president, president, president-elect, and president-designate. Advisory members shall include the club service and community service directors.

This committee shall develop, maintain and implement a foundation giving plan to support the Rotary Foundation, foundation giving, foundation fundraising, and foundation program participation (including such programs as the Rotary Foundation Ambassadorial Scholar, and other programs funded directly by the Rotary Foundation).

## **Ad Hoc Committees**

Additional ad hoc committees may be appointed as needed, at the direction of the president.

## **Article XI : 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 reference to appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. Each committee shall be responsible for contributing to the ongoing development of the three-year strategic plan.

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 in advance of the commencement of the year as noted above.

## **Article XII : 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.

*Such leave of absence shall not be utilized 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 XIII : Finances**

### **Section 1 : Budget**

Prior to the beginning of each fiscal year, the board shall prepare a 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 budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

### **Section 2 : Club Bank Accounts**

The treasurer shall deposit all club funds in a bank, named and approved by the board. The club funds shall be divided, at minimum, into two separate parts: club operations and service projects.

### **Section 3 : Accounts Payable**

All bills shall be paid by the treasurer. Should the treasurer be unexpectedly unavailable for an extended period of time (3 or more days), then bills may be paid by any other club officer with approval of two additional officers or directors.

### **Section 4 : Financial Audit**

A thorough review of all financial transactions by a qualified person shall be made once each year, in the month of July, for the previous Rotary year. A "qualified person" must consist of a non-club member who acts professionally as a certified public accountant, public book keeper, or other fiduciary financial professional. Assignment of such a qualified person shall require a quorum majority vote of the board.

### **Section 5 : Bonding**

Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

### **Section 6 : Fiscal Year**

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

### **Section 7 : Collection of Member Dues**

The collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official

magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

## **Article XIV : Method of Electing Members**

### **Section 1 : Candidate Member Proposals**

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 : Classification**

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

### **Section 3 : Approval Process**

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 : Approval**

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 : Objections**

If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) 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 : Induction**

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 : Honorary Members**

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

## **Section 8 : New Member Policies, Processes and Procedures**

The means for proposing, qualifying, approving and accepting new members shall be described in its entirety as part of the the Lodi Sunrise Rotary Club “New Membership Policies, Processes and Procedures” document. The guidelines outlined above do not reflect the detail of such; but instead provide a framework upon which policies, processes and procedures shall be developed and maintained.

## **Article XV : Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

## **Article XVI : Order of Business**

Meeting called to order  
Greeting  
Invocation  
Pledge Of Allegiance  
Introduction of guests and visitors  
Correspondence, announcements, and Rotary information  
Committee reports, if any  
Any unfinished business  
Any new business  
Address, speaker or program  
Adjournment

## **Article XVII : Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.