

# **Bylaws of the Rotary Club of South Pasadena**

## **March 1, 2022**

### **Article I Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club. In the case of Corporate Member, the primary member is considered the voting member of the Club. (See Article 14) In the case of Spouse/Partner Membership, the primary member is considered the voting member of the Club. (See Article 15)
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

### **Article 2 Board**

The governing body of this club shall be the board consisting of three directors elected in accordance with article 3, section 1, of these bylaws, and the president(s) , president(s)-elect, secretary, treasurer, and the immediate past president(s).

### **Article 3 Election of Directors and Officers**

Section 1 – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall nominate an individual to be the Chairperson of an ad-hoc nominating committee and that person will recruit 2-3 others to join the committee. They will work together to nominate individuals for the offices of president-elect, secretary, treasurer, and one of three directors. [Note: The expectation is that each Director will serve for three years with staggered terms of one year requiring only one new Director elected per year in normal circumstances.] The nominations shall be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. 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, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The three candidates for director receiving a majority of the votes shall be declared elected as directors

Section 2 – The officers and directors, so elected, together with the immediate past president (or Co-Presidents) shall constitute the board.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

### **Article 4 Duties of Officers**

Section 1 – President. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Co-Presidents are permitted.

Section 2 – Immediate Past President. It shall be the duty of the immediate past president (or Co-Presidents) to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – President(s)-elect. It shall be the duty of the President-elect(s) to serve as a director(s) and carry out duties as ordinarily pertain to the office of President(s)-elect and to perform such other duties as may be prescribed by the president(s) 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, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has 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 5 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for them to the club annually and at any other time upon demand by the board, and to perform other duties as 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 accounts, or any other club property. The Treasurer may be held concurrently by the same individual as the Secretary office holder.

## **Article 5 Meetings**

Section 1 – Annual Meeting. The club will endeavor to hold its annual meeting before December 31 in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Tuesday at a time determined by the board . Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members, except an honorary member (or member excused pursuant to article 8, sections 2 and 3 of the 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, or as otherwise provided in the standard Rotary club constitution, article 8, sections 1 and 2.

Section 3 – 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. 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 5 – A majority of the directors shall constitute a quorum of the board.

#### Article 6 Fees and Dues

Section 1 — The admission fee shall be \$50 to be paid before the applicant can qualify as a member.

Section 2 —

(a) The Rotary International membership dues as assessed by Rotary International (currently \$57 per annum), payable semi-annually.

(b) THE ROTARIAN magazine subscription, as assessed by Rotary International, (currently \$12) per annum is payable semi-annually.

(c) District dues as assessed by District 5300 (currently \$58 per annum) are paid semi-annually.

(d) Each active member will be invoiced by the club (currently \$ 31.25 each quarter) for the above international, magazine and district dues.

Section 3 — Club dues as established by the board (currently \$15 per month) and meal costs as established by the board (currently \$48.33 per month) are invoiced to each member quarterly.

#### **Article 7 Method of Voting**

The business of this club shall be transacted by viva voce\* 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. (Note: Viva voce vote is defined as when club voting is conducted by vocal assent.) Board meetings may be held telephonically or electronically (Skype, GotoMeeting etc.) where all members can hear each other. Members may participate remotely (telephonically or electronically) as long as all members can hear each other. If action is taken by the board on the basis of individual approval, such action must be ratified by the board at a regular or properly called meeting of the board in order to become an official act.

#### **Article 8 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service and Youth Service.

#### **Article 9 Committees**

Club committees are charged with carrying out the annual and long-range goals of the club. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members, 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:

1. Membership - This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
2. Public Relations - This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
3. Administration - This committee should conduct activities associated with the effective operation of the club.
4. Service Projects and Grants - This committee should develop and implement educational, humanitarian and vocational projects and grants that address the needs of the community and communities in other countries.
5. The Rotary Foundation This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

The president(s) shall be ex officio a member(s) 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.

#### **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 by 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 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 11 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 no longer than twelve months.

(Note: Such leave of absence does operate 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 12 Finances**

Section 1 — The treasurer shall deposit all funds of the club in the bank to be named by the board.

Section 2 — All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. A thorough review of all financial transactions by a qualified person shall be made once each year. An internal audit must be conducted by an outside, qualified CPA once every 3-5 years, but no longer.

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, if required, to be borne by the club.

Section 4 — The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from the Secretary.)

Section 5 — At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of 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.

## **Article 13 Method of Electing Regular 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 in a meeting with

designated officer, 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 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 – Following the election of a new member, the membership chair shall arrange for the new member's induction, 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 Corporate Membership**

##### **General Qualifications for Membership**

An organization must be any form of business, corporation, government entity, non-profit organization, or religious institution with a minimum of two employees or associates."

Since the business entity itself cannot technically be a Rotarian, the principal owner or executive represents the company, and is identified as the primary member (PM) on record for our club, District 5300, and Rotary International.

Up to 3 additional employees and/or associates/partners may be identified as the Rotarian Affiliate Members (RAM) of the primary corporate membership, and will participate as representatives of the company in all of the Rotary Club's functions and activities. A minimum of one RAM is required for the business to be accepted as a corporate member.

It is the responsibility of the PM to communicate the benefits of attendance and participation to their RAMs: opportunities to enhance the company's public relations and marketing outreach; participating in improving their community; supporting and fostering the ongoing mission/message of the global and local missions of Rotary.

The primary member is considered the voting member of the Club, therefore voting privileges are NOT extended to RAMS.

Lunches are included within the current due schedule for ONE member at each meeting. When more than one corporate member attends (PM/RAMS), the additional member(s) will pay for

their lunch at the current meal rate.

There are no modifications in dues for those applying as corporate members. Corporate membership is good for one full year and will be reviewed by the Board and membership committee annually.

### **Article 15 Spouse/Partner Membership**

#### General Qualifications for Membership

The principal member represents the partner membership, and is identified as the primary member (PM) on record for our club, District 5300, and Rotary International.

The principal member's spouse, domestic partner, or adult child (21+) will be identified as the Rotarian Affiliate Members (RAM) of the primary Spouse/Partner membership, and will participate as representatives of the principal member in all of the Rotary Club's functions and activities. A minimum of one RAM is required for the partner membership to be accepted as a Spouse/Partner member.

It is the responsibility of the PM to communicate the benefits of attendance and participation to their RAMs: opportunities to enhance the principal member's public relations and marketing outreach; participating in improving their community; supporting and fostering the ongoing mission/message of the global and local missions of Rotary.

The primary member is considered the voting member of the Club, therefore voting privileges are NOT extended to RAMS.

Lunches are included within the current due schedule for ONE member at each meeting. When more than partner member attends (PM/RAMS), the additional member will pay for their lunch at the current meal rate.

There are no modifications in dues for those applying as partner members.

Partner membership is good for one full year and will be reviewed by the Board and membership committee annually.

### **Article 16 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 17 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 given 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.