

Bylaws of the Rotary Club of Mendocino

Revised and Adopted July 24, 2016

Article A - Organization

1. The Governing Body of this Club shall be the Board consisting of members of this Club, namely: four (4) Officers, the Immediate Past President, three (3) Standing Committee Directors, and five (5) Avenue of Service Chairs and the President of the Mendocino Rotary Foundation Board.
2. The Officers are the President, President-Elect, Treasurer, and Secretary. The term of each officer is one (1) year, starting July 1, with the outgoing President succeeded by the President-Elect.
3. A President-Nominee, who will be in line to succeed the President-Elect, will be identified at the same time as the Officers are elected. The President-Nominee shall not be an Officer of the Club
4. Three (3) Standing Committee Directors will be elected in accordance with election section of these bylaws. The Directors will be responsible for the following committees: Club Public Relations, Membership, and The Rotary Foundation. A maximum of two (2) of the Club Officers, excluding the President, may serve simultaneous terms as Standing Committee Directors or as Committee Chairs.
5. The President will appoint Chairs of the five Avenues of Service Committees. An Officer of the Club or a Director of a Standing Committee may also serve as the Chair of an Avenue of Service Committee.
6. Additional Committee chairs may be appointed by the President to administer special programs important to the Club. Committee Chairs will not be Directors, unless they are Directors as defined under 1, 2, or 4, above, but may attend meetings of the Board of Directors as necessary and appropriate for their committee work.
7. The term for each Director and for each Chair shall be for one (1) year beginning July 1. When possible, Directors and Chairs will be members of the respective committees and serve two (2) to three (3) successive terms.

Article B - Election of Officers

1. The Nominating Committee for new Officers and Directors shall consist of five (5) members; the incumbent President, President-Elect, the immediate Past President who shall chair the Committee and who will choose two (2) from the members at large. The Nominating Committee shall insure that each prospective nominee is willing to be nominated and will serve in a Club office.
2. The nominations shall be presented to the membership at a regular meeting. At that time, any member may propose additional nominations, provided that the nominees have agreed to serve. All nominations must be approved by a majority of the members present.
3. The annual elections of officers and directors shall take place at the second regular meeting in December. Election shall be by simple majority vote of the members present. In the case of a contested election, the vote shall be by written ballot.

Article C - Duties of Officers

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.

2. President-Elect. It shall be the duty of the President-Elect to chair the annual Charter Night program, to preside at meetings of the Club and the Board in the absence of the President, and to perform such other duties as may be prescribed by the President or the Board.
1. Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices; report as required to the District and to RI, and perform other duties as usually pertain to the office of Secretary.
2. Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the Club semi-annually, and to perform other duties as pertain to the office of Treasurer. Administrative and Activity Funds shall be accounted for separately.
3. Immediate Past President, shall attend board meetings, advise the President, and chair the annual Debunking Meeting at the close of the Rotary Year.

Article D - Directors

The Directors are responsible for carrying out the annual and long-range goals of the club based on the five Avenues of Service Committees' objectives, plans, and projects.

1. Membership - This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
2. Club 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. The Rotary Foundation - This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Article E – Committees

1. The five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, Youth Service, and International Service. This Club will be active in each of the five Avenues of Service. The Club President will appoint the Committee Chairs for each Avenue of Service.
2. Additional ad hoc committees may be appointed as needed.
 - (a) The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.
 - (b) 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.
 - (c) Each Chair shall supervise and coordinate the work of the Committee and shall report to the Board on all Committee activities.

Article F – Operations

1. Rotary's Standard Constitution and By-Laws govern the Club
2. Regular luncheon meetings are held on the first, second, and third Thursday of each month between 12:00 and 1:15 p.m. Special meetings may be held on the 4th or 5th Thursday of a month as needed. Attending a board meeting and one other club activity during the month are additional attendance goals. No meeting will be held on Thanksgiving Day or during the week in which Christmas and New Year's Day fall on Thursday. No luncheon

meetings will be held during the weeks in which Charter and Debunking meetings are held. An annual meeting for the election of officers shall be held not later than 31 December of each year.

3. The President-elect shall issue a Club Organizational Chart to the membership prior to July 1 annually.
4. Every member of the Club shall be assigned to at least one (1) committee.
5. For continuity of Club projects and operations, the incoming and outgoing Boards shall meet jointly before July 1st of each year.
6. Each July, the Club Services Committee shall publish and distribute to the membership the Membership Roster and Service assignments and the current Club By-Laws in the Membership Handbook.
7. The Treasurer shall report monthly, in writing, to the Board of Directors, showing the breakdown between funds allocated and funds unallocated, receipts and expenditures for the past month and the balance in each account.
8. A review or an audit of Club fiscal affairs and records shall be made each fiscal year.
9. No resolution or motion to commit this Club to any matter shall be considered by the Club until it has been considered by the Board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.
10. Any member may propose an amendment of these By-laws by presenting the proposed change in writing at a Board meeting.
11. Amendments may be adopted at any regular meeting by an affirmative vote of two-thirds of the members present provided that notice of any proposed amendment shall have been given at two (2) previous regular meetings. No amendment can be made which is in conflict with Rotary International Constitution and By-Laws.
12. One-third of the membership shall constitute a quorum at the annual and regular meetings of the Club.
13. Regular meetings of the Board shall be held monthly on a date, time, and location as determined by the board. Members are invited to board meetings and will be informed of them at the preceding club meeting. A majority of the board members shall constitute a quorum of the board.
14. The board may take emergency action by email All board members must be included in the email exchanges. All board members must be notified of the date and time when the motion, second, and vote count will occur. A quorum of the board must vote on an email motion that has an email second. All measures adopted in this manner must be discussed and voted upon at the next scheduled board meeting. The purpose of this review and vote is to insure the action taken relative to the motion is recorded in the club minutes.

Article G - Dues and Fees

1. The Initiation Fee of \$35.00 shall be paid at the time of induction.
2. Semi-annual dues shall be payable July 1 and January 1. Dues for new members shall be prorated to the nearest month.
3. Any member failing to pay his/her dues within thirty (30) days after the proscribed time shall be notified in writing by the Secretary. If dues are not paid within ten (10) days from the date of notification, said membership shall be terminated automatically.
4. Luncheon prices shall be set by the Board, with the approval of the membership.

5. Fines shall be levied on Club members as follows:
 - (a) Fine Master questions: \$2.00 if the answer is incorrect. Free if the answer is correct; however, the person on each side then pays \$1.00.
 - (b) Birthdays, anniversaries, Club anniversaries, spouses' birthdays are assessed \$5.00 for each occasion. Single members will be given the opportunity to give \$5.00 in February for Freedom Day.
 - (c) Leaving early costs \$2.00
 - (d) Happy Bucks, How happy are you? These are for new cars, new jobs, name in the paper, children graduating from college, getting paroled, etc. Amount is at the member's discretion.

Article H - Club Expenditures

1. The Club shall carry liability insurance.
2. The Treasurer is authorized to pay recurring charges or costs of Board approved contracts such as Rotary International dues, District dues, luncheon costs and insurance premiums.
3. The Treasurer is authorized to pay any bill presented by a committee chairman provided it is for an item covered by the Budget and approved by the Board for that committee.
4. All four (4) officers of the Club are authorized to sign Club checks. Check amounts over five hundred dollars (\$500) must be signed by two (2) officers.
5. All Club operating expenses shall be paid for by the membership. All funds derived through fundraising projects shall be maintained in the Activities Account and spent only on board approved Avenue of Service Committee's projects using guidelines approved by the Board of Directors.
6. Funds over five hundred dollars (\$500) for one-time special projects, or for benefits to individuals, shall be considered by the Board at any regular meeting of the Board, but voted on by written ballot at the next following board meeting, allowing time for an appropriate investigation.
7. All proceeds earned from the Rotary Club's Activities Program of fundraising events, regardless of the fundraising title, are to be commingled into the Activities Account and thereafter available to any of the club committees requesting Activities funds, given that said request has been presented to the Board of Directors and approved by same.
8. Any Service Committee budgeting allocation which has not been specifically committed by the Board or expended during the fiscal year, shall again become commingled into the Activities Account effective July 1 of the forthcoming year.
9. The Club Service Committee is excluded from funds in the Activities Account, and will receive its funding exclusively from the Club Administration Account.

Article I – Club Membership

1. The Club may have two kinds of membership, namely, Active and Honorary.
 - (a) Active Membership
 1. Each active member shall be an adult person of good character and good business or professional reputation
 2. engaged as a proprietor, partner, corporate officer or manager of any worthy and recognized business or profession, or
 3. holding an important position in an executive capacity with discretionary authority in any worthy and recognized business or profession, or
 4. acting as a local agent or branch representative of any worthy and recognized business or profession, having charge of such

agency or branch in an executive capacity, and personally and actively engaged in the business or profession in which that person is classified in the Club, and

5. having a place of business or residence located within the territorial limits of the Club, or
6. having retired from a vocation that meets one or more of the above criteria.

(b) Honorary Membership

1. A person who has distinguished him/herself by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership.
2. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the Club.

1. Classifications

- (a) Classifications should spell out the occupation, or former occupation if retired, of new members by which they receive most of their income or to which they devote most of their time.
- (b) Classifications should be spread out over as many fields of endeavor as possible so that one field does not dominate the Club. Twenty percent (20%) shall be considered excessive.

3. Election of New Members

- (a) 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 former member of another club may be proposed to active membership by the former club. Membership proposals shall be kept confidential except as otherwise provided in this procedure.
- (b) The Board shall ensure that the proposal meets all the classification and
- (c) Membership requirements of the Club bylaws.
- (d) The Board shall approve or disapprove within thirty (30) days of the submission of the proposal and shall notify the proposer, through the Club Secretary, of its decision.
- (e) 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 membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name to be proposed to the Club members for membership.
- (f) If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary membership) of the Club within seven (7) days following the 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.
- (g) 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.
- (h) Following the election, the President shall arrange for the orientation and induction of the new member; the Club Secretary shall issue a membership card and shall report the new member to RI and the Rotary Membership Committee shall provide appropriate literature for presentation at the induction and assign a member as a Mentor to assist in the assimilation of the new member.

Article J – Indoctrination

The Director of Membership will arrange indoctrination meetings to be held to acquaint the prospect with the objectives and purposes of Rotary and the various plans and programs of the Club. Present at this session, in addition to the new member, should be his or her sponsor, the Club President and the other officers. If possible, the new member's spouse should be present.

Article K – Induction

The Director of Membership will arrange an appropriate induction ceremony for the new member at the first practical regular Club meeting after election and indoctrination. If possible, the new member's spouse should attend and participate in the ceremony. The new member shall be assigned to a committee by the President.

Article L – Attendance at Meetings

The membership of any member, other than honorary members, shall automatically terminate if, without the consent of the Board for good and sufficient reasons, he/she fails: (a) to attend or make up four (4) consecutive regular meetings, or, (b) to attend or make up at least 60% of the regular meetings in the first or second six (6) months of the fiscal year, of which at least 30% must be regular meetings of this Club in the proscribed periods, or [c] a make-up may be made within fourteen (14) days before or after the usual time for that meeting for which make-up is being made.

Articles M – Termination for Other Causes

The membership of any member may be terminated in accordance with the terms of the Standard Rotary Club Constitution, by the Board of Directors, for a reason which the Board may deem to be sufficient thereof, at a meeting called for that purpose

Article N – Leave of Absence

1. Upon written application to the Board, such application to be received in time for the Board's considerations before absence begins, setting forth good and sufficient cause, such absence may be granted excusing a member from attending the meetings of the Club for a period of four (4) to eight (8) weeks. Members may "make up" during such leaves, and the Secretary must be notified before the end of the month. Lack of "make up" will preclude the achievement of a perfect attendance rating.
2. For periods greater than eight (8) weeks, the member will be terminated. When the member is able to return to regular and active status, the member shall be automatically reinstated without payment of initiation fee or induction ceremony. Dues shall be paid from the time of reinstatement. No penalty shall be imposed for a member's absence.
3. A member's absence shall be excused if absence is caused by protracted ill health or impairment so the member is physically unable to attend a regular meeting and the Board approves of that absence, in which case the absence shall be computed in the Club's attendance record, or (1) the member is a Senior Active of one or more clubs for an aggregate of twenty (20) years or more and has reached the age of sixty five (65) years, or (2) has been a member of one or more clubs for an aggregate of fifteen (15) years and has reached the age of seventy (70) years and the Secretary has been notified in writing of the member's desire to be excused from attendance.
4. The Secretary shall give a monthly report to the Board on which members are on leaves of absence and on sick leave and the expected date of return to regular attendance.

Article O - Programs

1. All programs are the responsibility of the President-Nominee. He/she will be responsible for planning programs for the entire year. All members are expected to participate.
2. The program for the President's Debunking Party shall be assigned to the Immediate Past President.
3. The program for the annual Charter Night held each January, shall be assigned to the President-Elect.

4. A guest speaker's luncheon shall be paid for by the Club. The Club will normally pay for no more than two *guest* luncheons on any given date. Any exception to this ruling must be approved by the Board prior to the appearance of multiple speakers or guests.
5. The President is authorized to present, on behalf of the Club, a small gift to speakers. The Club does not pay honoraria to speakers. However, when speakers come from a distance, *especially representatives of foreign governments and* other international authorities, not locally available, the Club may offer to pay expenses. If the guest declines, the Board may approve of an appropriate gift in lieu of *expenses*.

Article P - Miscellaneous

1. A plaque or trophy shall be awarded to the outstanding "Rotarian of the Year" at the President's Debunking Party. Selection shall be made by the President. The President may also make an award for the "Rookie of the Year" and additional awards as deemed appropriate.
2. A lapel pin, plaque and Past President's badge shall be presented to the out-going President, commemorating his/her term of office. The President's pin should be passed along.
3. Charter members and Past Presidents shall be honored at the Charter Night Party.
4. Perfect attendance pins shall be awarded to members as each becomes eligible.

Article Q - 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 provided to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the constitution and bylaws of R.I.