

**BYLAWS OF THE ROTARY CLUB OF THE VALLEY OF THE MOON
SANTA ROSA, CALIFORNIA, USA**

Adopted: September 30, 2011

Article 1: Definitions

Club:	The active members of the Rotary Club of the Valley of the Moon
Board:	The board of Directors of this club
Director:	A member of this club's Board of Directors, including officers
Member:	A member, other than honorary member, of this club
RI:	Rotary International
Rotary Year:	The 12 month period that begins on 1 July
Mail	USPS, electronic mail, messenger, delivery service

Article 2: Board

The governing body of this club shall be the board consisting of fifteen members, namely, the president, president-elect/vice-president (or president-nominee, in the absence of a president-elect), secretary, treasurer, sergeant-at-arms, the immediate past-president, and the following directors: Club Service, Community Service, Vocational Service, New Generations, International Service, Membership, Public Relations, Foundation, and Fundraising.

Article 3: Election of Directors and Officers

Section 1: Nomination Procedures: The nomination of the president-nominee shall be by a nominating committee consisting of the president, the immediate-past president and no more than three additional past presidents of the club appointed by the president. Nominations for the secretary, treasurer, sergeant-at-arms and the nine directors prescribed in Article 2 shall be by the president-elect and approved by the board. The election of officers and directors may occur at any regular meeting provided that notice is given in a meeting at least two weeks in advance of the elections and at said meeting nominations from the floor may be made by the active members present. No additional nominations shall be recognized.

Section 2: Election Procedures: Elections of officers and directors shall be *viva voce*, except voting shall be by printed ballot when more than one member is nominated for the same office. The ballots shall be tabulated by the secretary and the sergeant-at-arms.

Section 3: President-nominee's Progression of Office: The president-nominee shall be the president-elect on the July 1 following the president-nominee's election and shall be president on the July 1 following the president-nominee's assumption of office as president-elect.

Section 4: Vacancies: A vacancy of any board member shall be filled by the remaining board members and a vacancy of any board member-elect shall be filled by the remaining board members-elect, except that a vacancy of the president-nominee, president-elect or president shall be filled by nomination and elections hereinbefore prescribed.

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Article 4: Duties of Officers and Directors

Section 1: President: The president shall preside at meetings of the club and the board, shall perform duties as provided for herein, and shall perform other duties as ordinarily pertain to office of president.

Section 2: President-elect: The president-elect shall serve as the vice-president and perform other duties as may be prescribed by the president or the board and these bylaws, and the president-elect shall assume the office of president in absence of the president, attend meetings, conferences and training sessions presented by the district and zone to train the president-elect for the office of president, and prior to assuming the office of president shall prepare an action plan prescribed in Article 10, Section 1.

Section 3: Secretary: The secretary shall keep membership records, record attendance at meetings, send out notices of club and board meetings, record and preserve the minutes of such meetings except that the bulletin prepared under the direction of the Public Relations Director constitutes the minutes of the club meetings, report as required to RI including the semiannual reports of membership every 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members elected to membership in the club since the start of the January and July semiannual report periods, report changes in membership, provide the monthly attendance report which shall be done online for the district Secretary within 15 days of the last meeting of the month, collect and remit RI official magazine subscriptions, prepare and issue annual membership cards, prepare, distribute and update the club schedule, prepare and distribute club and member rosters and the committee descriptions, and perform other duties as usually pertain to the office of secretary.

Section 4: Treasurer: The treasurer shall have custody of all funds and shall account for such funds to the club annually and at any other time on demand by the board, and shall perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or the president all funds, books of accounts, and other club property. The treasurer shall be the chair of the Finance Committee.

Section 5: Sergeant-at-arms: The Sergeant-at-arms shall prepare the place of the club meetings in advance of the meetings and remove and store the meeting paraphernalia after the meetings, keep order during club meetings, and shall perform other duties usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 5: Meetings

Section 1: Annual Meeting. An annual meeting of the club shall be held in December of each year, at which time the election of the secretary to serve for the ensuing year shall take place. If the office of president-elect is vacant, the president-elect shall be elected at the annual meeting.

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Section 2: Regular Meetings and Absentees. The regular weekly meetings shall be indicated on the club schedule and shall be held on the day, time and place prescribed by the board and approved by the club. Due notice of any changes of day, time or place or canceling of the regular meeting shall be given to all members of the club. All members, excepting an honorary member (or member excused pursuant to the standard Rotary Club Constitution,) in good standing in the club, on the day of the regular meeting, shall be counted as present or absent, and satisfactory attendance shall be evidenced by the member being present for at least fifty (50%) percent of the scheduled regular meetings, or as otherwise provided in the standard Rotary Club Constitution, Article 9, sections 1 and 2, which includes make up attendance at other club meetings or club, district or RI meetings, conferences, assemblies and conventions or participate in club, district or RI authorized service projects. In order to be credited with a make up attendance, each member shall be responsible to notify the secretary of make up attendance within 14 days before or after such make up attendance.

Section 3: Board Meetings. A meeting of the board shall be held each month at the day, time and place determined by the president with approval of the board. Special meetings of the board shall be called by the president when deemed necessary, or upon the request of two (2) directors, due notice having been given. The president may request the secretary to transmit minor, single item topics for the board's consideration by electronic transmission and votes shall be by electronic transmission, the quorum for which shall be determined by the number of responses..

Section 4: Quorums: One third of the active members constitute a quorum at the annual and regular meetings, and at least 50% of the directors constitute a quorum at board meetings.

Article 6: Fees and Dues

Section 1: Admission Fee: The admission fee, which shall be transferred to The Rotary Foundation under the account of the applicant for membership, shall be \$100 to be paid before the applicant qualifies as a member, except that former or transferring active Rotarians shall pay the difference between \$100 and the amount previously contributed to the Rotary Foundation.

2: Membership Dues: The membership dues shall be assessed in two categories which are annual dues and recognition dues.

The annual membership dues shall be \$140 per annum, payable semiannually on the first day of July and January, a portion of each semiannual payment shall be applied to each member's RI official magazine subscription and to RI and district dues and assessments.

The recognition membership dues shall be a minimum of \$50 per annum, which is payable in increments during club meetings, and shall be self-assessed by members for significant personal events. Any recognition dues payments totaling less than the minimum shall be billed to the member by the treasurer at the end of the Rotary year.

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Section 3: Increase of Dues and Fees: The annual and recognition membership dues may be increased by action of the board. Such increase shall be limited to 20% per Rotary year, except with approval of the club.

Article 7: Method of Voting: The business of the club shall be by *viva voce* vote except as prescribed for officers' and directors' elections in Article 3 hereinbefore. The board may determine that specific resolutions are considered by ballot.

Article 8: Five Avenues of Service: 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, New Generations and International Service. This club shall be active in each of the Five Avenues of Service.

Article 9: Committees: The president-elect shall assign active members to standing committees and shall assign members and committee chairs to additional committees prior to taking office and upon assuming the office of president shall fill vacancies and make changes of committee member throughout the presidents term of office. All committees are subject to the scrutiny and direction of the president and the board.

Section 1: Continuity of Committee Members: With the assistance of the president, the president-elect as feasible shall continue the committee members and chairs from year to year, and, as feasible, shall appoint committee chairs from the same committee.

Section 2: Standing Committees: Each standing committee shall be chaired by the appropriate director prescribed in Article 2.

Club Service: Consistent with the president's action plan, the club service committee shall conduct activities associated with the effective operation of the club.

Vocational Service: Vocational Service: Consistent with the president's action plan, the Vocational Service Committee shall recognize the worthiness of all useful occupations, and: contribute their vocational talents to the problems and needs of society.

Community Service: Consistent with the president's action plan, the Community Service committee shall develop and implement humanitarian projects that address the needs and well being of the community at large.

New Generations: Consistent with the president's action plan, the New Generations committee shall develop and implement vocational and educational projects that address the needs and well being of the community with emphasis on youths.

International Service: Consistent with the president's action plan, the International Service committee shall develop and implement educational, humanitarian, and vocational projects that address the needs and well being of communities in other countries.

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Membership: Consistent with the president's action plan, the Membership committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

Public Relations: Consistent with the president's action plan, the Public Relations committee shall develop and implement a plan to provide the public with information about Rotary and to promote the club's service projects and activities.

Rotary Foundation: Consistent with the president's action plan, the Rotary Foundation committee shall develop and implement plans to support the Rotary Foundation through financial contributions and program participation.

Fundraising. Consistent with the president's action plan, the Fundraising Committee shall develop and implement plans to generate funds to support the club's vocational, community new generations and international projects. In addition to committee members that may be selected by the president, the committee shall include the chairs of separate fundraising event committees.

Finance: The Finance committee shall develop and monitor the budget as prescribed in Article 12.

Section 3: Additional Committees. The president-elect and the president may form additional committees and additional committee chairs. Such additional committees may be assigned to appropriate directors for direction.

Section 4: President as Ex officio: The president shall be an ex officio member of all committees and shall have the privileges of membership thereon.

Article 10: Duties of Committees

Section 1: Advance Planning - Action Plan: Prior to the start of the president-elect's term of office as president, the president-elect, with assistance by the president and, if feasible, the anticipated committee chairs, shall prepare a description of committee duties and goals in an action plan. In declaring the duties and goals of each committee, the president-elect shall be guided by the goals of RI, The Rotary Foundation and the district, and shall include continuing projects. When completed, the action plan shall be submitted to the board for approval. The secretary shall compile and distribute the action plan to club members.

Section 2: Committee Duties: When committees desire to propose a program or when committees are requested by the president or the board to consider or implement a program, the committee shall submit to the board a written description of the plan of action proposed by the committee, which description shall include a budget of anticipated expenses. The committee shall notify the board of proposed changes to the action plan of programs approved by the board. In addition to a written description, the budget prepared by a fundraiser committee shall include anticipated profits and shall

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revise such description and expense and profit budget when substantial changes are contemplated.

Article 11: Leave of Absence: Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending meetings of the club for a specified length of time.

Article 12: Finances

Section 1: Finance Committee: Prior to the beginning of the Rotary year, the finance committee shall submit a budget of estimated income and expenditures for the year *for* board approval, which shall stand as the limit of expenditures, unless otherwise ordered by the board. The budget shall be prepared in two separate accounts, club operation accounts and service accounts. Accounts maintained by the treasurer for the Valley of the Moon Rotary Foundation shall be separate from club accounts.

Section 2: Bank: The treasurer, or other authorized officer in the absence of the treasurer, shall deposit all club funds in a bank named by the board.

Section 3: Bills: All bills shall be paid by the treasurer, or other authorized officer in the absence of the treasurer, by checks signed by the treasurer, or other authorized officer, and one other officer of the club. Officers authorized by the board to sign checks shall be named on the bank's signature authorization card.

Section 4: Audit: An audit of all financial transactions by a qualified person shall be made when ordered by the board.

Section 5: Bonding Officers: When ordered by the board, 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 paid by the club.

Article 13: Method of Electing Members

Section 1: Procedures: After attending at least two club meetings, a guest of a member or a transferring or former Rotarian may declare an interest in joining the club and, as an applicant for membership, shall be subject to procedures set forth by the board, which procedures shall include an interview and report to the board by a senior club member, submittal of an application for membership by the applicant, a review of the qualifications of the applicant by the board, an announcement in at least two club meetings and notice in the club bulletin of the board's recommendation of the applicant for membership, an induction ceremony, and a post induction orientation program.

Section 2: Secretary's Duties: Upon induction, the secretary shall enroll the new member in RI and the district and shall transmit to the new member a Certificate of Membership, a membership card, a red badge, a Rotary pin, the member roster, the "Information for New Members" and other RI and club documents

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useful to a new member. Depending on the time and extent of previous Rotary membership, former or transferring Rotarians may be issued a blue badge.

Section 3: Orientation: The orientation program for new members shall be determined by the board. Depending on the extent of previous Rotary membership, the orientation for former or transferring Rotarians may be less extensive.

Article 14: Order of Business: The president may revise the order and content of the order of business.

Meeting called to order
Flag salute and "Thought For The Day"
Introduction of visitors
Announcements
Pertinent committee reports
Club business
Recognition "fines"
Raffle
Address or other program features
Adjournment

Article 15: Amendments: These bylaws may be amended at the annual or any regular meeting, a quorum being present, by a two-thirds vote of members present, provided that notice of such proposed amendment shall have been mailed to each active member at least ten (10) days before such meeting. No amendment or addition to these bylaws shall be made which is not in harmony with the standard Rotary club constitution and bylaws, and with the RI constitution and bylaws.