

Bylaws

Rotary Club of Livermore, California

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 or emeritus member, of this Club.
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 15 members of this Club:

- Officers: President, President-Elect (or president-nominee, if no successor has been elected), Immediate Past President, Secretary, a Treasurer, and a Sergeant-at-Arms who is not a member of the Board, all serving for a term of one year.
- Elected Directors: There shall be six elected Directors, each serving for two years with three being elected each year. Each of these Directors shall be responsible for one of the six Avenues of Service: Community Service, International Service, Vocational Service, Club Service, New Generations Service, and Major Events Service. This Club shall be active in each of the six Avenues of Service.
- Appointed Directors: There shall be four appointed Directors supporting respectively the International Foundation, Public Relations and Membership activities of the Club and a Parliamentarian. These Directors shall be appointed by the President-Elect before taking office.

Article 3

Election of Officers and Other Directors

Section 1 – At a regular meeting one month prior to the meeting for election of officers and other directors, the presiding officer shall ask for nominations by members of the Club for President, Secretary, Treasurer, and three directors. A nominating committee consisting of all available member Past Presidents, chaired by the Immediate Past President, will present nominations to the Club members. The nominations duly made shall be placed on a ballot, if necessary, in alphabetical order under each office, and shall be voted for at a regular meeting.

The date of the meeting at which elections will be held will be announced in the Club's Newsletter at least ten days in advance. The election shall take place not later than 31 December at the Annual Meeting of the Club. The candidates for 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. 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.

The Sergeant-at-Arms shall be appointed by the President-Elect before taking office.

Section 2 – A vacancy in the Board or any office shall be filled by action of the remaining members of the Board.

Section 3 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board.

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.

Section 2 – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the Board.

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. Before taking office as President, the President-Elect assigns each elected Director to an Avenue of Service, appoints the three Directors who manage the Club's efforts in support of Membership, Public Relations, and the International Foundation, and appoints the Club Parliamentarian.

Section 4 – *Secretary*. It shall be the duty of the Secretary to perform such duties as usually pertain to the office of Secretary, serve as a director, perform such duties as may be prescribed by the President and the Board, and other duties that may be required by Rotary International and by the District.

Section 5 – *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 property, including the current tax return to be filed.

Section 6 - The President-Elect, President, and Immediate Past President shall work together to ensure continuity of leadership and succession planning.

Section 7 – *Sergeant-at-Arms.* The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

Article 5

Duties of Avenues of Service Directors

Section 1 – *Community Service Director.* This Director shall devise and carry into effect plans to guide and assist the members of this Club in discharging their responsibilities in their community relationships and shall be responsible for the community service activities of the Club.

Section 2 – *International Service Director.* The International Service Director shall be responsible for the International Service activities of the Club and shall supervise and coordinate the work of all committees that may be appointed on particular phases of International Service.

Section 3 – *Vocational Service.* The Vocational Service Director shall be responsible for the Vocational Service activities of the Club and shall supervise and coordinate the work of all committees that may be appointed on particular phases of Vocational Service.

Section 4 – *Club Service.* The Club Service Director shall be responsible for the internal operations of the Club and shall supervise and coordinate the work of any subcommittees that may be appointed on particular phases of Club service.

Section 5 – *Youth Service.* The Youth Service Director shall be responsible for all activities related to youth and young adults and shall supervise and coordinate the work of all committees that may be appointed on particular phases of New Generations Service.

Section 6 – *Major Events Service.* The Major Events Service Director shall develop and implement major events to be used for fundraising and other purposes of the Club.

Article 6

Duties of Appointed Directors

Section 1 – *International Foundation Director.* The International Foundation Director shall develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Section 2 – *Public Relations.* The Public Relations Director shall develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.

Section 3 – *Membership.* The Membership Director shall develop and implement a comprehensive plan for the recruitment and retention of Club members.

Section 4 – *Parliamentarian.* The Club Parliamentarian shall: be the informed authority on parliamentary procedure as dictated by RI and/or stated in the RI constitution; advise the President and Board of Directors when proper procedures are not being followed; when requested, advise the President on questions of parliamentary procedure; and review and

study the Club's Bylaws and Club Operating Policies annually and if changes are required, ask the President to appoint a committee for this review. The provisions of the Bylaws and Constitution of the Club shall be carried out according to accepted standards of procedure, such as is described in Rosenberg's Rules of Order.

Note: Duties not assigned in these Bylaws shall be defined in the Club Operating Policies, a copy of which is available from the Club Secretary.

Article 7

Meetings

Section 1 – Club Assemblies - The Club shall, at least twice annually, hold a Club Assembly for the purpose of allowing the Club Officers and Directors to present programs and projects to the assembled members and to allow the Club members to provide input on Club activities.

Section 2 – Weekly Club Meetings - The regular weekly meetings of this club shall be held on Wednesday at 12:00 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. All members excepting an honorary member, a member excused pursuant to the standard Rotary Club Constitution and Emeritus Members 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 9, sections 1 and 2.

Section 3 – Quorum - One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club. A majority of the officers and directors shall constitute a quorum of the Board. A quorum must be present for a vote to be taken.

Section 4 – Board Meetings - Regular meetings of the Board shall be held monthly at a time and place selected by the 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 5 – Annual Meeting – The purpose of the Annual Meeting shall be to elect Officers and Directors to take office on 1 July of the following year, plus other Club business as determined by the President.

Article 8

Fees and Dues

Section 1 – The initiation fee shall be decided by the Board and reviewed as needed. It shall be paid before the applicant can qualify as a member, except as provided for in the standard Rotary Club Constitution, Article 11.

Section 2 – The annual membership dues shall be decided by the Board, payable semiannually on the first day of July and of January, with the understanding that a portion of each

semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 9

Method of voting

In general, the business of this Club shall be transacted by viva voce* vote except the election of officers and directors, which may be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

Between Board meetings, the Board may vote on routine business of the club by mail. In these Bylaws, the terminology "mail", "mailing," and "ballot-by-mail" will include utilization of electronic mail (email) and internet technology to reduce costs and increase responsiveness. If a "No" vote or an objection to the process is made by any member of the Board, the voting shall be conducted at a regular or special meeting of the Board.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

Article 10

Committees

Section 1 – General Committees. Each Director is authorized to form committees to carry out the annual and long-range goals of their service to the Club. When feasible, committee members shall be appointed to the same committee for two years to ensure consistency. It is recommended that committee chairs have previous experience as a member of the committee. Each Director shall supervise and coordinate the work of all committees that may be appointed on particular phases of their service to the Club and to Rotary.

Section 2 - Ad Hoc Committees - Ad hoc committees may be formed as needed. The duties of all ad-hoc 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.

Section 3 – General Rules. 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.

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 delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board.

Each committee 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 their Director and to the Board on all committee activities.

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 a specified length of time not to exceed 12 months

Possible reasons for issuing a Leave of Absence include but are not limited to:

- Long-term health issues, Rotarian or family
- Temporary job assignment
- Training sessions
- Military service Training
- Extended jury duty
- Excused Absence

The President may excuse a member from attending a specific meeting of the club for health (member or family) or business reasons, where attending a makeup meeting is not possible or very difficult. An excused absence can be made for only one meeting at a time and is limited to 5 such absences per year except in exceptional circumstances.

(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 – Prior to the beginning of each fiscal year, the Treasurer and President 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.

Section 2 – The Treasurer shall deposit all Club funds in a bank, named by the Board.

Section 3 – The persons authorized to disburse funds to pay for obligations of the club shall be established by the Board of Directors in the Club's Finance Policy.

Section 4 – When requested by the Board, the Treasurer shall obtain an independent review of the Club's financial activities.

Section 5 – 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 – The fiscal year of this Club shall extend from 1 July to 30 June, and for 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 shall

be made on 1 July and 1 January 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 payable on invoice from the Treasurer.)

Article 13

Members

Section 1 - *Kinds of membership.* There are four (4) kinds of membership in the Rotary Club of Livermore: active, honorary, corporate and emeritus. A decision is made when a person applies to join the club, as to which category of membership shall apply. A change in membership type for current members requires Board approval.

- (a) **Active Membership.** A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in this club. These members pay dues and are members of the club and of Rotary.
- (b) **Honorary Membership.** This type of membership is the highest distinction this club can confer and is exercised only in exceptional cases to recognize an individual for unusual service and contributions to Rotary and society. An honorary member is elected for one year only. Honorary members do not vote, cannot propose new members to the club, do not hold office and are exempt from attendance requirements and club and Rotary dues.

The name of a proposed candidate for Honorary Membership shall be submitted to the Board of Directors in writing and the election may be held at any regular or special meeting of the Board. Unless the members of the Board cast two or more negative votes in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

- (c) **Corporate Membership.** The Rotary Club of Livermore offers a Corporate Membership program for corporations and large businesses. These organizations may designate one corporate member, who must be the President, chief executive officer, key department head or general manager, and up to two (2) Associate Members, who must be senior officers or managers. All three must meet the regular requirements for membership in the club and in Rotary but only the Corporate Member shall be a member of the club and of Rotary. The Corporate Member is required to attend in person only once per quarter. Other attendance and participation required of a member of the Club may be met by either of the Associate Members. The dues for this membership shall be established by resolution of the Board of Directors. Only the Corporate Member can vote or hold office in the Club. However, the Associate Members may apply for Active Membership in the Club.
- (d) **Emeritus Membership.** Emeritus Status may be awarded to those Rotarians who were long-term exemplary members of the Club and who, for various reasons, can no longer actively participate in regular meetings/events. This status is to be considered an honor for service and gives the recipient a continuation of belonging to the Club. The name of a proposed candidate for Emeritus status shall be submitted to the Board of Directors in writing and the Board shall determine the election. This status remains in effect until revoked by the Board. Emeritus members do not vote, cannot propose new members to the club, may not hold office and are exempt from attendance requirements. The

Emeritus Member is a member of the club but not a member of Rotary and does not pay dues.

Section 2 – Election of Members. The procedure for the election of Members shall be described in a Club Policy established by the Board of Directors.

Article 14

Method of Termination

Section 1 - Directors. All Directors shall attend meetings of the Board. If any Director misses three regularly scheduled (Article 7, Section 4) meetings in any six month period, said Director is automatically terminated as a Director and member of the Board. If a director's conduct or habits are such as to reflect discredit upon Rotary or the Livermore Rotary Club or if other good cause exists, the Director may be removed from office by an affirmative vote of a majority of the members of the Board of Directors at any regular meeting of the Board or at any special meeting called for that purpose. No such vote upon removal of a Director shall be taken until the Director has been advised of the reasons therefore and has had opportunity to submit to the Board of Directors a statement relative thereto, either oral or written. If the Director affected is present at the meeting, the Director shall leave the place where the meeting is being held after his/her statement has been submitted and prior to the vote upon the matter of his/her removal.

Section 2 - Members. If a member's conduct or habits are such as to reflect discredit upon Rotary or the Rotary Club of Livermore or if other good cause exists, the member's membership may be terminated by an affirmative vote of a majority of the members of the Board of Directors at any regular meeting of the Board or at any special meeting called for that purpose. No such vote upon removal of a member shall be taken until the member has been advised of the reasons therefore and has had opportunity to submit to the Board of Directors a statement relative thereto, either oral or written. If the member affected is present at the meeting, the member shall leave the place where the meeting is being held after his/her statement has been submitted and prior to the vote upon the matter of his/her removal.

Article 15

Resolutions

The Board shall not pass a resolution to commit the Club on any matter unless it has received the issue in writing at least one week prior to the Board meeting at which a vote shall take place. In an emergency, the Board can overrule this article by a 2/3 vote. 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 16

Friends of Livermore Rotary

Section 1 - The Board of Directors is authorized to form a *Friends of the Rotary Club of Livermore* organization composed of community members who wish to have a formal association with the club to enable them to participate in Club activities. The “Friends” are not Rotarians and not members of the Rotary Club of Livermore. The rights, obligations, limitations, dues, term of membership, etc., of the Friends of the Rotary Club of Livermore are defined in a Club Policy approved by the Board of Directors.

Article 17

Order of Business for a General Meeting

The following is the general order of business at a club meeting. It may be changed at the discretion of the President to fit present circumstances.

- Meeting Called to Order
- Pledge of Allegiance
- Song
- Non-Religious, Non-Political Thought of the Day
- Introduction of Visiting Rotarians
- Introduction of Guests
- Correspondence and Announcements
- Committee Reports if Any
- Any Unfinished Business
- Any New Business
- Address or Other Program Feature
- Adjournment

Article 18

Interpretation and Amendments

Section 1 – Interpretation. Any question about the meaning or interpretation of any provision of these Bylaws will be resolved by adherence first to the Club's Constitution, then to Rotary International's Manual of Procedure, and then by the decision of the Club's Board of Directors. If there is a conflict between the Bylaws and the Constitution, the Constitution will prevail and these Bylaws will be amended accordingly.

Section 2 – 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 written or e-mail notice of such proposed amendment shall have been sent 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 Rotary International.

Amended and approved at Club Assembly held on February 24, 1998.

Amended at Club Meeting on March 26,1998.

Amended and approved at a Club Assembly held on 18 June 2008.

Amended and approved at a Club Assembly held on 26 August 2009.

Amended and approved at a Club meeting held on 25 August 2010.

Amended and approved at a Club meeting held on 14 September 2011

Amended and approved at a Club Meeting held on 22 February 2012

Amended and approved at a Club meeting held on 11 July 2012

Amended and approved at a Club meeting held on 26 September 2012

Amended and approved at a Club meeting held on 16 April 2014

Amended and approved at a Club meeting held on 17 June 2015

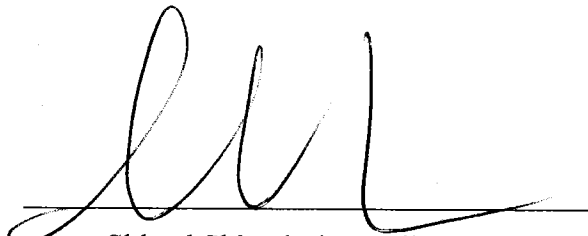
CERTIFICATE OF PARLIAMENTARIAN

of

Rotary Club of Livermore, California

I hereby certify that I am the duly appointed and acting Parliamentarian of the Rotary Club of Livermore and that the foregoing Bylaws, as amended by the Club members on 17 June 2015, comprising nine (9) pages, constitute the Restated Bylaws of said corporation as duly adopted by the members thereof.

Dated: 6-22-15


Sblend Sblendorio, Parliamentarian