

Bylaws

Rotary Club of Livermore, California

Article I

Definitions

- 1.1. Board shall mean the Board of Directors of this Club as defined in Article 2.
- 1.2. Director shall mean the members of this Club's Board of Directors as defined in Articles 4, 5, and 6.
- 1.3. Member shall mean a member, other than an honorary or emeritus member, of this Club as defined in Article 13.
- 1.4. RI shall mean Rotary International.
- 1.5. Year shall mean the twelve-month period that begins on 1 July.
- 1.6. Foundation shall mean The Rotary Foundation of Rotary International
- 1.7 Club shall mean the Rotary Club of Livermore, California

Article 2

Board

The Board consists of the following positions:

- 2.1 Officers: President, President-Elect (or president-nominee, if no successor has been elected), and Immediate Past President serve for a term of one year. The Secretary and Treasurer shall each serve for a term of two years, with one of them elected each year.
- 2.2 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, Youth Service, and Major Events Service. This Club shall be active in each of the six Avenues of Service.
- 2.3 Appointed Directors: There shall be four appointed Directors supporting respectively the Foundation, Club Trainer, Club Membership and a non-voting Parliamentarian. These Directors shall be appointed by the President-Elect before taking office.

Article 3

Election of Officers and Other Directors

- 3.1 At a regular meeting at least one month prior to the meeting for election of officers and other directors, the Immediate Past President shall ask for nominations by members of the Club for President, Secretary, Treasurer, and three elected directors. A nominating committee consisting of all available Past-Presidents and chaired by the Immediate Past President, will present its nominations to the Club members. In selecting a candidate, the committee shall give consideration to the suitability of the candidate to fit the requirements of the position and to the ability of the candidate to work with the President-Elect. All candidates must have been a member of the Club for at least two years. 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 elected to their respective offices. The three candidates for director receiving the greatest number of votes shall be 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 in the following year. The President-Nominee shall take the title of President-Elect on 1 July in the year prior to taking office as President.
- 3.2 The President may hold office only once. The Secretary and Treasurer may hold office more than once, but for a maximum of six years.
- 3.3 A vacancy in the Board or any office shall be filled by action of the Board.
- 3.4 A vacancy in the position of any officer, officer-elect, director or director-elect shall be filled by the Board and such officer, officer-elect, director or director-elect shall serve until the next election.

Article 4

Duties of Officers

- 4.1 *President.* It shall be the duties of the President to preside at meetings of the Club and the Board, to perform other duties as ordinarily pertains to the office of President and those duties prescribed in formal club policies. The President may appoint club members in good standing as advisors to the Board as circumstances warrant. These advisors may attend Board meetings, but are not members of the Board.
- 4.2 *Immediate Past President.* It shall be the duties of the Immediate Past President to serve as a director, to perform such other duties as may be prescribed by the President or the Board and those duties prescribed in formal club policies.
- 4.3 *President-elect.* It shall be the duties of the President-Elect to serve as a director, to perform such other duties as may be prescribed by the President or the Board and those duties prescribed in formal club policies. Before taking office as President, the President-Elect assigns each newly elected Director to an Avenue of Service, appoints the three Directors who manage the Club's efforts in support of Membership, Training and the Foundation, and appoints the Parliamentarian. The President-Elect appoints the Sergeant-

at-Arms before taking office as President.

- 4.4 *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, those duties prescribed in formal club policies and other duties that may be required by RI and by the District.
- 4.5 *Treasurer*. It shall be the duties of the Treasurer to have control of all funds, accounting for the fund to the Club periodically and no less than annually and at any other time upon demand by the Board, to perform other duties as pertains to the office of Treasurer and those duties prescribed in formal club policies. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President control of all funds, books and records or any other property.
- 4.6 *The President-Elect, President, and Immediate Past President* shall work together to ensure continuity of leadership and succession planning.
- 4.7 *Sergeant-at-Arms*. The Sergeant-at Arms shall be appointed by the President-Elect before taking office as President and shall not be a member of the Board. During Club meetings, the Sergeant-at-Arms maintains order, encourages fellowship among members, and assists the Club officers as needed.

Article 5

Duties of Avenues of Service Directors

- 5.1 *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, and such other duties as may be prescribed by the Board.
- 5.2 *International Service Director*. This 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, and such other duties as may be prescribed by the Board.
- 5.3 *Vocational Service*. This 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, and such other duties as may be prescribed by the Board.
- 5.4 *Club Service*. This 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, and such other duties as may be prescribed by the Board.
- 5.5 *Youth Service*. This 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 youth service, and such other duties as may be prescribed by the Board.

5.6 *Major Events Service*. This Director shall develop and implement major events to be used for fundraising and other purposes of the Club, and such other duties as may be prescribed by the Board.

Article 6

Duties of Appointed Directors

6.1 *Rotary Foundation Director*. This Director shall develop and implement plans to support the Foundation through both financial contributions and program participation, and such other duties as may be prescribed by the Board.

6.2 *Membership Director*. This Director shall develop and implement a plan for the recruitment and retention of Club members, and such other duties as may be prescribed by the Board.

6.3 *Parliamentarian*. The 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.

6.4 *Club Trainer*. The Club Trainer shall develop and implement a plan for mentoring Club members, training the Board members and promoting Rotary-sponsored training sessions, and such other duties as may be prescribed by the Board.

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

7.1 *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 Members to provide input on Club activities.

7.2 *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. See Article 8 Section 1 for rules concerning cancelled meetings.

- 7.3 *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 action to be taken.
- 7.4 *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.
- 7.5 *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. This meeting shall be held in November or December with the election being held by 31 December.

Article 8

Fees and Dues

- 8.1 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.
- 8.2 The annual membership dues, which shall include a subscription to the RI official magazine, shall be decided by the Board. The mechanism for collection of dues shall be determined by the Board and published in the Club Finance Policy (#25). The Board may establish other fees as needed for the successful operation of the Club.

Article 9

Method of voting

- 9.1 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

- 10.1 *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 RI.

10.2 *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.

10.3 *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 an ex officio 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

11.1 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 for the member or in his or her family
- Temporary job assignment
- Training sessions
- Military service Training
- Extended jury duty

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. A leave of absence does not relieve a member of any financial obligations to the club, including payment of dues and facility fees.)

Article 12

Finances

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. Balances in Restricted funds held on our behalf by the Rotarian Foundation of Livermore or the District 5170 Foundation are not included in the budget, but are noted as funds available for uses prescribed. Board approval is required for disbursements from those funds.

- 12.1 The Treasurer shall deposit all Club funds in a bank, named by the Board.
- 12.2 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.
- 12.3 When requested by the Board, the Treasurer shall obtain an independent review of the Club's financial statements.
- 12.4 Officers having charge or control of Club funds shall give bond as required by the Board for the safe control of the funds of the Club, cost of such bond to be borne by the Club.
- 12.5 The fiscal year of this Club shall extend from 1 July to 30 June. Membership dues for RI and District 5170 shall be paid by the Club on either an annual or semi-annual basis, as required by RI. The Club's Finance Policy (#25) shall establish the mechanism for collecting these dues. The collection of other club membership dues and/or fees shall also be stated in the Club Finance Policy.

Article 13

Members

- 13.1 *General Qualifications.* This Club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.
- 13.2 *Type of Membership.* The types of membership available in the Rotary Club of Livermore shall be described in a Club policy approved by the Board. A decision is made when a person applies to join the Club, as to which type of membership shall apply. A change in membership type for current members requires Board approval.
- 13.3 *Affiliations.* The Club may provide special groups of people with a formal association with the Club to provide them with an avenue to participate in Club activities. The Board shall establish policies covering the benefits and limitations of these types of groups.
- 13.4 *Election of Members.* The procedure for the election of Members shall be described in a Club Policy established by the Board.

Article 14

Method of Termination

- 14.1 *Directors.* All Directors shall attend meetings of the Board. If any Director misses three regularly scheduled (Section 7.4) meetings in any six-month period, said Director is automatically terminated as a Director of the Board. If a Director's conduct or habits are such as to reflect discredit upon Rotary or the 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 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 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.
- 14.2 *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 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 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 approve a resolution to commit the Club on any matter unless written notice is provided to Officers and Directors at least one week prior to the Board meeting at which a vote shall take place. In an emergency, the Board can overrule this section by a 2/3 majority vote. If the Board should use this overrule provision, it shall so notify the membership at the next regular club meeting. 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

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.

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 17

Interpretation and Amendments

- 17.1 *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 RI's Manual of Procedure, and then by the decision of the Board. If there is a conflict between the Bylaws and the Constitution, the Constitution will prevail and these Bylaws will be amended accordingly.
- 17.2 *Amendments.* These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds majority 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 consistent with the Standard Rotary Club Constitution and with the Constitution and Bylaws of RI.

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

Amended and approved at a Club Meeting held on 7 September 2016

Amended and approved at a Club Meeting held on 16 January 2019

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 2 January 2019, comprising ten (10) pages, constitute the Restated Bylaws of said corporation as duly adopted by the members thereof.

Dated: _____

Sblend Sblendorio, Parliamentarian