

BYLAWS OF THE ROTARY CLUB OF ARCADIA, CALIFORNIA, USA

Revised and Adopted March 2008 (Revision 6)

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ARTICLE 1 – DEFINITIONS

1. Board The Board of Directors of the Rotary Club of Arcadia
2. Director A member of the Rotary Club of Arcadia’s Board of Directors
3. Member A member, other than an honorary member, the Rotary Club of Arcadia
4. RI Rotary International
5. Year The twelve-month period that begins on 1 July
6. Constitution Constitution of the Rotary Club of Arcadia

ARTICLE 2 – ORGANIZATION

A. GOVERNING BODY

1. The governing body of the Rotary Club of Arcadia, California, hereinafter referred to as “Club”, shall be twelve members of the club, hereinafter referred to as “Board”.
 - a. The Board shall consist of twelve Directors elected from members in good standing of the Club.
 - b. Six of the Directors shall be the following Officers of the Club:
 - 1.) President,
 - 2.) President-Elect,
 - 3.) Immediate Past President,
 - 4.) Vice President - Club Service Director,
 - 5.) Secretary, and
 - 6.) Treasurer.
 - c. Six of the Directors may be the chairmen of the following committees:
 - 1.) Community Service Chairman
 - 2.) Youth Service Chairman
 - 3.) Vocational Service Chairman
 - 4.) International Service Chairman
 - 5.) Environmental Service Chairman, and
 - 6.) Membership Chairman
 - d. Other titled positions, such as Sergeant-At-Arms and Executive Secretary, may be appointed by the President with the approval of the Board.

2. The business of the Club shall be administered by vote of the Board with each Director having one vote for each voting issue.
3. The term of office for the Board shall coincide with the Rotary year which is a 12-month period extending from July 1 through the following June 30.

B. TERMS OF OFFICE

1. The term of office of an elected Officer or Director shall commence on July 1 following the election.
 - a. The Vice President / Club Service Director and shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.
 - b. The Vice President shall succeed the following year as President Elect, unless he/she chooses not to serve or is not confirmed by the club at the annual meeting and shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.
 - c. The President Elect shall succeed the following year as President, unless he/she chooses not to serve or is not confirmed by the club at the annual meeting and shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified. The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.
 - d. The President shall succeed the following year as Past President, unless he/she chooses not to serve or is not confirmed by the club at the annual meeting.
 - 1.) If the Past President is not available to serve the year succeeding their year as president, the most recently available Past President shall serve as Immediate Past President..
 - e. The Secretary shall serve a one year term.
 - 1.) In subsequent years, the Secretary may be re-elected on a year-to-year basis to continue in office.
 - f. The Treasurer shall serve a one year term.
 - 1.) In subsequent years, the Treasurer may be re-elected on a year-to-year basis to continue in office.
 - g. All Directors shall serve two-year terms and the terms shall be staggered.
 - 1.) Committee assignments for Directors shall be as designated by the President.
 - 2.) Directors shall not be assigned to the same Committee both years.
 - 3.) Directors may be re-elected to serve a consecutive term but shall serve no more than two consecutive terms.
 - h. The Sergeant-At-Arms may be appointed to a one year term.
2. Board members may serve less than a full term if selected to complete a partial term.

ARTICLE 3 – ELECTION OF BOARD OF DIRECTORS

A. TIMING

1. The regular election of Officers and Directors shall be held at the Annual Meeting of the Club.
2. At a regular meeting of the Club, at least four weeks but no more than six weeks prior to Annual Meeting, the President shall
 - a. Announce that the Nominating Committee is meeting, and
 - b. Announce what Board positions are open for nomination.
3. At a regular meeting of the Club, at least two weeks prior to the Annual Meeting, the President shall receive the report of the Nominating Committee.

B. OFFICES TO BE FILLED

1. A new Board shall be composed of five carryover Directors;
 - a. The incoming President,
 - b. The immediate Past President, and
 - c. The three Directors who will have completed the first year of their two year term.
2. A new Board shall be composed of seven new Directors:
 - a. President-Elect,
 - b. Vice President / Club Service Director,
 - c. Secretary,
 - d. Treasurer, and
 - e. Three new Directors.
3. Each new Board shall be comprised of twelve Directors. The President shall include additional Directors in his call for nominations
 - a. if a current Director with an unexpired term is elected an Officer,
 - b. if a current Director with an unexpired term resigns from the Board, or
 - c. if there is an irregularity due to a dropout.

C. NOMINATING COMMITTEE

1. The Nominating Committee shall be comprised of the five most recent Past Presidents who are able to serve.
2. The Nominating Committee shall select one member to act as Chair.
3. The Nominating Committee shall nominate one candidate for each open office.
4. The names of the candidates nominated by the Nominating Committee shall be given in writing to the President at or before the regular meeting wherein the President receives nominations from the floor.

D. OPEN NOMINATIONS

1. In addition to those nominations made by the Nominating Committee, any Club Rotarian in good standing may make nominations of candidates for one or more of the Officers being elected.
2. Each nominator shall certify that he / she has discussed the nomination with the nominee he / she is proposing and that the nominee has agreed that, if elected, he / she is ready, willing and able to serve.
3. The nominee shall be an active member in good standing of the Club.

E. ELECTION

1. Uncontested office
 - a. If there is no other candidate nominated for an office that is open, after nominations are closed by the President, the President shall declare the sole nominee duly elected.
2. Contested office
 - a. If there are more candidates duly nominated for an office than are to be elected to that office, the names of such candidates shall be listed as nominees in alphabetical order by last name on a ballot.
 - b. Said ballot shall be made available at the Annual Meeting at which time the members in good standing shall cast their respective votes.
3. Voting for a single-person office
 - a. When voting for one person to fill a position, a quorum of the voting membership must be present.
 - b. One candidate must receive a majority of the votes cast.
 - 1.) In order to receive a majority vote, it may be necessary to eliminate one or more of the candidates receiving the lowest vote counts and call for a second ballot.
4. Voting for a multiple-person office
 - a. When voting for two or more persons to fill similar positions (e.g. five nominees, each of whom is seeking one of three Directorships), a quorum must be present and the voters may cast as many votes as there are positions open.
 - b. Voters may cast no more than one vote per nominee.
 - c. Successful candidates shall be those receiving the highest number of votes.
5. Vacancy
 - a. The remaining term of a vacancy on the Board shall be filled by action of the remaining members of the Board.
 - b. A vacancy in the position of any Director-elect or Officer-elect shall be filled by action of the members of the Board.

F. METHOD OF VOTING

1. Officers and Directors
 - a. When the officer or director position is uncontested, the election shall be transacted by *viva voce*.
 - b. When there is a contested election, the issue will be resolved by ballot.
2. Other Business
 - a. The business of the Club shall be transacted by *viva voce* vote.
 - b. If the *viva voce* is inconclusive, the issue will be resolved by ballot.

ARTICLE 4 – DUTIES OF OFFICERS & DUTIES OF OTHER POSITIONS

A. PRESIDENT

1. The President shall
 - a. preside at meetings of the Club,
 - b. preside at meetings of the Board, and
 - c. perform other duties as ordinarily pertain to the office of President.
2. The President shall represent the Club to the District to whatever degree appropriate.

3. The President shall direct other Board members or members in good standing of the Club to act on his / her and the Club's behalf at functions wherein the Club's best interests can be served.
- B. PRESIDENT-ELECT**
1. The President-Elect shall preside at meetings of the Club and the Board in the absence of the President.
 2. The President-Elect shall serve on the Board of Directors of the Arcadia Rotary Foundation and shall serve on The Rotary Foundation committee.
 3. The President-Elect shall
 - a. serve as a Director of the Icebreakers,
 - b. attend the District President-Elect Training Seminar (PETS),
 - c. do organizational planning relative to the Club's functioning when he / she will become President, and
 - d. perform other such duties as prescribed by the President or the Board.
 4. The President-Elect shall make every effort to attend the annual Rotary International Convention.
- C. IMMEDIATE PAST PRESIDENT**
1. The Immediate Past President shall counsel the President.
 2. The Immediate Past President shall perform other such duties as may be prescribed by the President or the Board.
- D. VICE PRESIDENT / CLUB SERVICE DIRECTOR**
1. The Vice President / Club Service Director shall
 - a. preside at meetings of the Club and the Board in the absence of the President and the President-Elect, and
 - b. direct the affairs of the Avenue of Club Service.
 2. The Vice President / Club Service Director shall perform other duties as prescribed by the President or the Board.
- E. SECRETARY**
1. The Secretary of the Club, or his / her designee, shall
 - a. maintain the records of membership,
 - b. record attendance at all meetings,
 - c. send out notices of meetings of the Club, the Board, and Committees thereof,
 - d. record and preserve the minutes of all meetings,
 - e. make required reports to Rotary International,
 - 1.) including the semi-annual reports of membership to the General Secretary of RI on July 1 and January 1 of each Rotary year, and
 - 2.) including printed reports to the General Secretary on October 1 and April 1 which shall indicate
 - a.) every member who has been elected to membership in the Club since the start of the July or January recording period, and
 - b.) any changes in membership
 - f. collect and remit to Rotary International subscriptions to The Rotarian magazine, and

- g. report monthly attendance at Club meetings to the District immediately following the last meeting of each month.
 2. The Secretary shall perform other duties as usually pertain to the office of Secretary and as may be prescribed by the President or the Board.

F. TREASURER

1. The Treasurer of the Club shall
 - a. monitor the annual operating budget as approved by the Board,
 - b. assume custody of all funds, and
 - c. provide an accounting for all funds annually and at any other times as mandated by the Board.
2. The Treasurer shall perform other such duties as pertain to the office of Treasurer and as prescribed by the President or the Board.
3. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the incoming President, all funds, books of accounts, and any other Club property.

G. SERGEANT-AT-ARMS

1. The Sergeant-At-Arms shall serve as Fine Master of the Club and assist the President in preserving decorum at Club meetings.
2. The Sergeant-At-Arms shall perform other duties as may be prescribed by the President or the Board.

H. EXECUTIVE SECRETARY

1. The Executive Secretary shall be under the direct supervision of the President and the general supervision of the Vice President / Club Service Director.
2. The duties of the Executive Secretary shall be
 - a. to coordinate with the Secretary and the Treasurer to insure timely accomplishment of administrative functions between the Club, the District, and Rotary International,
 - b. to perform those tasks as may be prescribed by the President or the Board.

ARTICLE 5 – MEETINGS

A. REGULAR MEETINGS

1. The Regular Meetings of the Club shall be held each Friday at 12:00 noon at the place as determined prior to the commencement of the Rotary year by the Board of Directors.
2. Due notice of any changes in the date, time, location or cancellation of Regular Meetings shall be given to all members of the Club at least one week prior to such meeting.
3. Each member in good standing of the Club, excepting Honorary Members or a member excused by the Board, must, on the day of the meeting, be counted as present or absent.
4. Attendance of all members will be recorded in accordance of ARTICLE 9 of the Constitution.
5. A member is expected to attend at least sixty percent of the Regular Meetings.

- a. A member shall be counted as present if the member is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place.
- b. In order for a member to receive credit for a make-up, the make-up must be made within the two weeks prior to or the two weeks subsequent to the Regular Meeting missed.
 - 1.) When a member is outside the member's country of residence for more than fourteen days, the fourteen day time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period.
 - 2.) Each such attendance shall count as a valid makeup for any regular meeting missed during the member's time abroad.
- c. The make-up record, in its correct form, must be presented to the Secretary at the time of the next Regular Meeting attended.

B. ANNUAL MEETING

- 1. The Annual Meeting of the Club will be held on the second Friday of December each year at the time and location of a Regular Meeting.
- 2. At the Annual Meeting, the election of Officers and Directors to serve for the ensuing Rotary year shall take place.

C. QUORUM FOR ANNUAL OR REGULAR MEETING

- 1. No official business can be conducted at a Regular Meeting or the Annual Meeting unless a quorum of the membership is in attendance.
- 2. One third of the Club membership shall constitute a quorum.

D. BOARD MEETINGS

- 1. Meetings of the Board of Directors will be held on the third Wednesday of each month at a time and place as determined by the President and approved by the Board.
- 2. The agenda for Board Meetings will be prepared in advance by the Secretary and distributed to the Board members prior to the meeting.
- 3. No official business can be conducted at a Board Meeting unless a quorum of the Board members is present.
- 4. A majority of the Board members shall constitute a quorum.

E. SPECIAL BOARD MEETINGS

- 1. Special Board Meetings shall be called by the President whenever deemed necessary or upon the request of two other members of the Board.
- 2. A one week advance notice shall be given to each Board member for a Special Board Meeting. This notice may be waived if consent is received from a majority of the Board members.
- 3. No official business can be conducted at a Special Board Meeting unless a quorum of the Board members is present.
- 4. A majority of the Board members shall constitute a quorum.

ARTICLE 6 – ORGANIZATION OF COMMITTEES

A. REGULAR COMMITTEES

1. The President, subject to the approval of the Board, shall appoint the following committees:
 - a. Club Service
 - b. Membership
 - c. Community Service
 - d. Youth Service
 - e. Vocational Service
 - f. International Service
 - g. Environmental Service
2. Each committee shall be chaired by a Director.
3. The Director of the Club Service Committee shall be the Vice President of the Club.
4. The President of the Club shall be a member of every committee.

B. OTHER COMMITTEES

1. Icebreakers Committee
 - a. The Icebreakers committee shall be an organization of the Club comprised of new members.
 - b. Each new member of the Club shall automatically be assigned to the Icebreakers until that member has satisfied the requirements for graduation there from.
 - c. The Icebreakers shall elect their own officers and conduct operations as they see fit.
 - d. The Icebreakers shall function at the pleasure of the Board of Directors, and the President-Elect shall act as an advisor to the Icebreakers.
2. The President, subject to the approval of the Board, shall appoint such other special committees as the President deems necessary.

ARTICLE 7 – DUTIES OF COMMITTEES

- A. Club committees are charged with carrying out the annual and long-range goals of the club. The vice-president, president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members may be re-appointed to the same committee for consecutive years to ensure consistency. The president is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office.
- B. Committees shall take no action until a report has been made to and approved by the Board.
- C. General responsibilities of the various Committees may consist of, but not necessarily limited to, the following:
 1. Club Service Committee
 - a. Club Operations,
 - 1.) Facilities

- 2.) Supplies
- 3.) Regalia
- 4.) Insurance
- 5.) Payroll
- 6.) Equipment
- b. Member services,
- c. Communications and publications,
- d. Meetings and venue, and
- e. Fund raising
- 2. Membership Committee
 - a. Recruitment,
 - b. Induction, and
 - c. Retention
- 3. Community Service Committee
 - a. Club-sponsored community functions,
 - b. Chamber of Commerce liaison,
 - c. Services to Seniors,
 - d. Community health programs, and
 - e. Awards, recognitions, and special events.
- 4. Youth Service Committee
 - a. Academic recognitions,
 - b. Scouting,
 - c. Rotary Youth groups,
 - d. Sports, and
 - e. Special programs
- 5. Vocational Service Committee
 - a. Career programs,
 - b. Music, speech and other competitions, and
 - c. Teacher grants and awards
- 6. International Service Committee
 - a. Mexico projects, and
 - b. Worldwide projects in concert with Rotary International
- 7. Environmental Service Committee
 - a. Projects in Arcadia and the Arboretum, and
 - b. Projects in the surrounding area
- 8. The Rotary Foundation. This committee should develop and implement plans to support The Rotary Foundation through both
 - a. financial contributions and
 - b. program participation.

D. Activities of the various Committees generally are of three types:

- 1. Traditional on-going programs and activities that have been undertaken by the Club over the years;
- 2. Traditional annual events that have been undertaken by the Club over the years;
- 3. New on-going and annual events that are deemed in concert with the traditions of the Club over the years.

ARTICLE 8 – MEMBERSHIP

A. CATEGORIES OF MEMBERSHIP

1. The categories of Rotary membership are
 - a. regular, and
 - b. honorary.

B. MEMBERSHIP ELECTION

1. Proposal of prospective member
 - a. Regular members of the Club may nominate individuals for prospective membership.
 - b. The nomination shall be seconded by another member in good standing.
 - c. The name of the prospective member shall be submitted in writing to the Club Secretary.
 - d. The Secretary shall keep the nomination confidential and submit the proposal to the Membership Classification Committee Chair (MCC).
 - e. The MCC Chair shall ensure that the nominee meets all the classification requirements of the Club's Constitution.
 - f. After approval by the MCC Chair, the Secretary shall present the completed application to the Board for approval.
 - g. Within thirty days of the presentation of the completed application, the Board shall approve or disapprove the application.
 - 1.) If the decision of the Board is not favorable, the applicant's sponsor shall be so informed by the Secretary.
 - 2.) If the decision of the board is favorable, the Club Secretary shall cause a notice of proposed membership to be sent to each member of the Club in good standing, and requesting any objections to the proposed membership be submitted to the Board in writing.
 - a.) If no objection is received by the Board, and upon payment of the appropriate admission fee, the prospective member shall be elected to membership.
 - b.) If an objection is received by the Board, it shall vote on the matter at its next meeting.
 - (1.) If the applicant is approved despite the objection, the proposed member, upon payment of admission dues, shall be elected to membership.
 - (2.) If the objection is upheld by the Board, the applicant's sponsor shall be so informed by the Secretary.
 - h. If the decision of the Board and the Club members are favorable, this will constitute election to membership in the Club.
 - i. Prior to induction, the Director of Membership or the Secretary shall meet with and inform the prospective member of the purposes of Rotary, the privileges and responsibility of membership. New members shall be apprised of the attendance requirements.

C. INDUCTION

1. Following the election, the President shall arrange for the induction of the new member.

2. The Secretary shall issue a membership card and shall report the new member to Rotary International.
3. The Rotary Information Committee shall provide appropriate literature for presentation at the Induction, and shall assign a regular member of the Club to assist in the assimilation of the new member.

D. ATTENDANCE

1. 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 specific length of time.
 - a. Such leave of absence does not operate to prevent a forfeiture of membership.
 - b. Such leave of absence does not operate to give the Club credit for the member's attendance.
2. If a member does not attend a regular Club meeting, he / she will be recorded as "absent".
 - a. If the member attends a regular meeting of some other club within two weeks prior to or two weeks subsequent to his / her absence from a regular Club meeting, the member's absence shall be commuted to "present".
 - b. Certain absences may be authorized under provisions of the Club Constitution.

ARTICLE 9 – FINANCES

A. FEES AND DUES

1. Admission fees
 - a. The amount of the membership admissions fee shall be determined by the Board.
 - b. The fee must be paid before an applicant can qualify as a member.
 - c. Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club, pursuant to ARTICLE 7, Section 4 of the Constitution, shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.
2. Membership dues
 - a. The membership dues shall be determined by the Board.
 - b. Membership dues shall be payable quarterly on the first day of July, October, January, and April with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

B. HANDLING OF FUNDS

1. Bank account
 - a. The Treasurer shall deposit all funds of the Club in a bank named by the Board.
 - b. Said bank may be changed if approved by the Board.
2. Payment of bills

- a. All bills of the Club shall be paid only by dual signature checks presented by the Treasurer upon vouchers signed by any Officer, Board Member and / or the Executive Secretary.

C. OFFICER BONDING

1. For the safe custody of the funds of the Club, officers having charge or control of funds shall be bonded as may be required by the Board.
2. The cost of bonding shall be borne by the Club.

D. BUDGET

1. Prior to the beginning of each Rotary year, the incoming Board shall prepare or cause to be prepared a budget of estimated income and expenses for the next year.
2. The budget shall be agreed to by the Board.
3. The approved budget shall be the limit of expenditures for the respective categories.
4. The budget may be amended during the course of the year only by action of the Board.

E. PAYMENTS TO DISTRICT AND INTERNATIONAL

1. Payments to the District shall be made as required by the District.
2. The payment of *per capita* dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year.
 - a. The basis of such payments shall be the membership of the Club on those dates.

F. AUDIT OR REVIEW

- a. As determined by the Board, a limited procedure review shall be made once a year.
- b. The Board shall select the individual or entity that shall conduct the review.

ARTICLE 10 – RESOLUTIONS

A. CONSIDERATION

No resolution or motion to commit the Club on any matter shall be considered by the Club until it has been considered by the Board.

B. DISCUSSION

Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

ARTICLE 11 – ORDER OF BUSINESS

A. BOARD MEETING

1. The general agenda for a Board meeting shall include, at the discretion of the President:
 - a. Call to order,
 - b. Introduction of visitors
 - c. Request for agenda changes,

- d. Review and approval of minutes of the previous meeting,
 - e. Correspondence, announcements, and Rotary information
 - f. Officers' reports,
 - g. Directors' reports,
 - h. Committee reports, if any
 - i. Old business.
 - j. New business, and
 - k. Adjournment
2. The Order of Business may be amended by the President or the Board upon general agreement of the two.

ARTICLE 12 – AMENDMENTS

A. PROCEDURE

1. Any member in good standing may propose an amendment to the Club Bylaws by submitting such proposal to the President.
2. After appropriate review, the President shall cause a Notice of Proposed Amendment to be mailed to each Club member in good standing at least ten days prior to the Regular Club Meeting at which a vote on the amendment is to take place.
3. The Amendment can be considered and acted upon if a quorum of the Club members in good standing is present and by a two-thirds affirmative vote of all members present.

B. LIMITATIONS

No amendment or addition to the Bylaws shall be made which is not in harmony with the Club Constitution and with the Constitution and Bylaws of Rotary International.