

Bylaws of the Rotary Club of Merced Sunrise, Merced, California

(Revised November 2015, Adopted March 2016)

Article 1 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 member, of this club
4. RI: Rotary International
5. Year: The twelve-month period that begins on 1 July

Article 2 Board of Directors

The Board of Directors shall consist of six officers and five directors. The officers shall be president, president-elect, vice president, immediate past president, secretary, and treasurer. The directors shall be the committee chairpersons of the five standing committees pertaining to Club Service/Administration, Community Service, Youth Service, Vocational Service and International Service.

Article 3 Election of Officers

Section 1 – In October of each year a nominating committee shall meet to select candidates for officers. Directors are appointed and are the responsibility of the president-elect. At a regular meeting of the membership in December of each year, election of officers shall take place. Nominations from the floor, if offered, shall be accepted at the election meeting in addition to the nominations made by the committee. The election of officers shall be by voice vote unless a written ballot is requested by a member. The candidates for officers receiving a majority of the votes shall be declared elected to their respective positions. The customary succession shall be vice president, president-elect, president, and immediate past president. The terms for the treasurer and secretary shall be two years.

Section 2 – A vacancy on the board shall be filled by majority action of the remaining board members.

Section 3 – A vacancy in the position of any officer-elect shall be filled by majority action of the remaining members of the board-elect. A vacancy in the position of director-elect shall be filled by the president-elect. No election by the board-elect is necessary.

Article 4 Duties of the Officers

The officers of the club are the president, the president-elect, the vice president, the immediate past president, the secretary, and the treasurer.

Section 1 – Duties of the President

It shall be the duty of the president to preside at meetings of both the club and the board of directors and to perform such other duties as traditionally pertain to the office of president.

Other duties of the club president include:

1. Ensuring that each meeting is carefully planned and opens and adjourns on time

2. Ensuring that each committee has definite objectives and that each is functioning consistently
3. Holding quarterly/regular club assemblies, the first as soon as possible after the appointment of committees
4. Attending the district conference
5. Cooperating with the district governor and the assistant district governor in various club and district Rotary matters and handling all correspondence promptly
6. Supervising the preparation of the club budget and the proper accounting of club finances, including a regular audit
7. Ensuring that written reports by the various committee chairpersons are presented to the district governor and/or assistant district governor on the occasion of the district governor's and/or assistant district governor's official visits to the club
8. Making use of information and helpful suggestions available at the Secretariat
9. Ensuring that important information from *RI publications*, the district governor's monthly newsletter, and other bulletins and literature from the Secretariat and district governor is forwarded to the club members
10. Ensuring that the club is properly represented at the district conference and at the RI Convention
11. Maintaining oversight of the club's committees and activities
12. Conferring with the incoming club president before leaving office
13. Arranging a joint meeting of the incoming and outgoing boards of directors for the dual purposes of assisting the new administration with its new functions and providing continuity of club administration
14. Formally inducting new members into the club
15. Presenting Paul Harris Fellows and other awards as appropriate
16. Planning and organizing the induction banquet for the purpose of installing the new board
17. Representing the club at local activities and ceremonies, as appropriate
18. Meeting monthly with the other Area club presidents to coordinate group projects and functions.
19. Seeing to it that all guests and visiting Rotarians are introduced at the Club's weekly meetings

Section 2 – Duties of the President-elect

It shall be the duty of the president-elect to serve as a voting member of the board of directors of the club and to perform such other duties as may be prescribed by the president or board.

Other duties of the club president-elect include:

1. Chairs the major fundraising activity for funding the charities account for the club during the Rotary year
2. Shadowing the president for training purposes
3. Serving on the Nominating Committee that nominates the club's officers for the next Rotary year
4. Presiding at meetings of the club and board in the absence of the president

Section 3 – Duties of the Vice President

It shall be the duty of the vice president to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the president or board.

Other duties of the club vice president include:

1. Scheduling all weekly programs/speakers and introducing them, as appropriate, to the club
2. Arranging for any audio/video equipment that may be required by the speakers
3. Serving on the Nominating Committee that nominates the club's officers for the next Rotary year
4. Presiding at meetings of the club and board in the absence of the president and president-elect
5. Assuring that all new members are assigned to at least one committee before 4 weeks have passed
6. Shadowing the President-elect especially with the major fundraising efforts for training and continuity purposes.

Section 4 – Duties of the Secretary

It shall be the duty of the club secretary to serve as a voting member of the board of directors of the club, and to perform such other duties as traditionally pertain to the office of secretary.

Other duties of the club secretary include:

1. Keeping the records of membership
2. Recording the attendance at meetings
3. Sending out notices of meetings of the club, board, and committees
4. Recording and preserving the minutes of such meetings
5. Making the required reports to RI including
 - a. The semiannual reports of membership to the general secretary of RI by 31 December and 30 June of each year
 - b. The prorated reports to the general secretary of RI on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period
 - c. The report of changes in membership to the general secretary of RI
 - d. The monthly report of attendance at the club meetings to the district governor within 15 days of the last meeting of the month or as prescribed by the District 5220 secretary.
6. Collecting and remitting to RI subscriptions to *The Rotarian*

Section 5 – Duties of the Treasurer

It shall be the duty of the club treasurer to serve as a voting member of the board of directors of the club and to perform such other duties as traditionally pertain to the office of treasurer.

Other duties of the club treasurer include:

1. Having custody of all funds
2. Accounting for those funds to the club annually, to the board monthly, and at any other time upon demand of the board
3. Upon retirement from office, giving to the incoming treasurer or the incoming president all funds, books of accounts, or any other club property
4. In conjunction with the Finance Committee, recommending investment strategies to the board for all funds, minimizing risk but maximizing investment revenue
5. Attached in Appendix A are a number of best practices for the Treasurer. These are recommendations, not requirements. The Treasurer is encouraged to review and use them. Since the contents of Appendix A are not to be considered a formal part of these Bylaws, the amendment procedure of Article 16 does not apply. The content of Appendix A may be revised by a simple majority of the votes of the Board.

Section 6 – Duties of the Immediate Past President

The immediate past president serves as a member of the board of directors of the club and is generally available as an information resource for the club president and board as needed.

Other duties of the club immediate past president include:

1. Presiding over the Nominating Committee that shall nominate the club's officers for the next Rotary year
2. Ensuring that the club historian is provided with a written summary of the club's accomplishments during his/her year as president
3. Remaining available to serve as an advisor to the club's president upon request

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held in December of each year, at which time the election of officers and directors to serve for the ensuing Rotary year shall take place. The meeting shall be scheduled to allow sufficient time to meet Rotary International’s reporting requirements. The annual meeting may be a club assembly at a regular weekly meeting or a brief interlude at the holiday party.

Section 2 – Regular Meetings. The regular weekly meetings of this club shall be held on Fridays at 6:30 a.m. Due notice of any changes in or canceling of the regular meeting shall be given by the president or his/her designee to all members of the club and the restaurant staff where the meetings are held. Each member in good standing, except an honorary member or a member excused pursuant to the standard Rotary club constitution, must be counted as present or absent on the day of the regular meeting. 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 constitution.

Section 3 – One-half of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular meetings of the board shall be held monthly on whichever date of each month the president determines. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) board members, due notice having been given.

Section 5 – Six (6) board members present shall constitute a quorum of the board.

Article 6 Fees and Dues

The membership dues shall be set by the board. For members who pay annually, membership dues shall be payable on June 30. For those who elect to pay quarterly, membership dues quarterly on June 30, October 1, December 31 and April 1, with the understanding that a portion of membership dues shall be applied to semiannual payments to Rotary International for RI per capita dues and for members’ subscriptions to the RI official magazine. For those members who are grandfathered in with the older payment system, the club dues are due June 30. Breakfast must be paid at each meeting or in advance.

Article 7 Method of Voting

The business of this club shall be transacted by voice vote, except by written ballot if requested by a club member.

Article 8 Five Avenues of Service

The Five Avenues of Service shall be the philosophical and practical framework for the work of this Rotary club. They are Club Service/Administration, Vocational Service, Community Service, Youth Service and International Service. This club shall be active in each of the Five Avenues of Service.

Article 9 Committees

Section 1 – Club committees shall be charged with carrying out the annual and long-range goals of the club based on the Five Avenues of Service. The vice president, president-elect, president, and immediate past president shall work together to ensure continuity of leadership and succession planning. When feasible, committee members shall be appointed to the same committee for three years to ensure consistency. The president-elect shall be responsible for ensuring the appointment of committee chairs and members to fill committee vacancies and conducting planning meetings prior to the start of the year in office. It is recommended that each chairperson has previous experience as a member of his/her committee. Standing committees shall be appointed as follows:

1. Membership

This committee shall be the responsibility of the director of Club Service/Administration and shall develop and implement a comprehensive plan for the recruitment and retention of members.

2. Club Public Relations

This subcommittee shall be the responsibility of the director of Club Service/Administration and shall develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

3. The Rotary Foundation

The appropriate committee reports to the president or his/her designee and shall develop and implement plans to support the Rotary Foundation through both financial contributions and program participation. This committee shall be responsible for the managerial review of all grants generated by the club, particularly those being submitted for funds provided by the Rotary Foundation.

Section 2 – Additional ad hoc committees shall be appointed as needed.

1. The president shall be an *ex officio* member of all committees and shall have all the privileges of membership thereon.
2. Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.
3. Each chairperson shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.
4. Additional ad hoc committees may be formed to support thrust areas identified by Rotary International or District 5220. Effort should be made to respect the current reporting relationships of the club, e.g., the directors of the Five Avenues of Service.

Article 10 Duties of the Club Service/Administration Sub-committees

Section 1 – Functions of the Principal Club Committees

Because of the current thrust areas at RI and the District, some major club committees shall be associated with membership, public relations, and the Rotary Foundation, as mentioned above. The Object of Rotary is to carry out activities in each avenue of service. The club committees referred to as sub-committees are the administrative framework within which these activities are organized.

The directors of each avenue of service shall be selected by the president-elect just before taking office as president. Although the chairpersons of each related subcommittee are chosen each year, it is preferred that they serve for staggered three-year terms. The subcommittee chairpersons shall be appointed by the directors, subject to the approval of the board. The service chairperson (director) shall have overall responsibility for the functions of the

committees, reporting regularly to the board and periodically to the club. The avenue directors of sub-committee chairs are encouraged to establish vice chair to provide for continuity in the following years.

Section 2 – Membership Related Committees’ Functions

The committees, all of which report through Club Service/Administration, shall focus on four areas of club effort for recruitment or retention:

1. Membership/Classification
2. Orientation
3. Family of Rotary
4. Fellowship

Membership/Classification

This subcommittee shall be concerned with reviewing the club roster, taking positive action to present names to the board of suitable potential members, and updating necessary classification changes. It is the responsibility of the membership committee to carry out a major membership drive each fiscal year to maintain or increase membership at the level set by the president or board or at current plus one.

Orientation

This subcommittee shall devise and carry into effect plans to give prospective members information about the privileges and responsibilities of membership in a Rotary club and give the members, especially the new or potential members, adequate understanding of the privileges and responsibilities of membership.

Family of Rotary

Subcommittees related to this area shall devise and carry into effect plans to give members information about Rotary, its history, objectives, scope, and activities; to give members information as to developments in the administrative operation of Rotary International; and to inform members of district and international events and encourage participation in these events. Activities should be aimed at extending the ideals of Rotary to members, family and friends.

Fellowship Activities

Subcommittees related to this area shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, and do such work in pursuance of the general objectives of the club as may be assigned by the president or the board.

Section 3 – Public Relations Subcommittee Functions

This committee shall focus upon the following six areas of club activity:

1. Public Relations
2. Websites and Technology
3. Photography
4. Awards
5. Scroll/newsletter
6. Community Interface (e.g., Chamber of Commerce representative)

Public Relations

This subcommittee shall devise and carry into effect plans to give the public general information about the history, objectives, and scope of Rotary and to secure proper publicity for the club. The club historian shall be an *ex officio* member of this subcommittee.

Web sites and Technology

This subcommittee shall ensure that the club has web site presence and links to district and international websites. It shall help the club utilize modern communication technologies.

Photography

This subcommittee shall have the responsibility to ensure that photographs of various club functions are taken and made available to the Web sites and Technology subcommittee and other subcommittees as

appropriate.

Awards

This subcommittee shall review periodically the nomination procedures for various awards. It shall propose nomination of the club itself and club members for various local, district, and international awards.

Club Newsletter/Scroll

This subcommittee shall endeavor, through the publishing of a weekly club newsletter (Scroll), to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members, and of the worldwide Rotary program.

Community Interface

This subcommittee shall include those club members who have administrative roles with the cities of Merced and other cities represented by members of the club, UC Merced, Merced College, the State of California, or the nation. Its duties shall be to promote good relations between the club and these agencies and to maintain lines of communication with them.

Section 4 – Additional Sub-committees and their Functions

The committees shall focus upon the following six areas of club activity:

1. Audit
2. Attendance
3. Programs and Social Functions
4. Yearbook/Historian
5. Sergeant-at-Arms
6. Long Range Planning

Audit

This subcommittee annually shall examine the treasurer's books and report the results of the audit to the Board.

Attendance

This subcommittee shall devise means for encouraging attendance by club members at all Rotary meetings including interclub meetings, district and regional conferences, and international conventions. This subcommittee shall especially encourage attendance at regular meetings of the club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

Programs and Social Functions

This subcommittee shall develop programs, report programs, and plan social functions such as the Holiday Party. Its chairperson shall be the Vice President (for major events) or someone designated by the President (for ongoing social activities).

Yearbook/Historian

This subcommittee shall maintain a record of all club activity and organize the reporting of activities for club, district, and international reports. Its chairperson shall be an *ex officio* member of the Public Relations subcommittee.

Sergeant-at-Arms

This person shall maintain order and decorum at club functions and perform other duties prescribed by the Board and club president such as arranging the site for the weekly meetings..

Long Range Planning

This subcommittee shall examine past activity of the club related to its mission and to suggest activities

designed to make the club more effective. This committee shall include past presidents to capture institutional memory and historical development of goals and objectives.

Section 5 – Chief Financial Officer

Reporting directly to president, the chief financial officer shall

1. Keep financial records of all funds received and disbursed by the organization, preferably in a standard bookkeeping system such as QuickBooks.
2. Provide accounting records as requested by the board.
3. File or cause to file all paperwork and reports necessary to maintain the 501(c)(3) status of the charities and operations, respectively, of the club's organization.
4. Provide guidance and assistance to the board each year to create the club's various budgets.
5. During the course of the year, provide the board, and particularly the treasurer, with reports to show expenditure status.

Section 6 – Finance Committee

Reporting to the president, this committee shall consider and recommend dues structure, provide budget analysis and recommend disposition of surplus funds (not included in the budget). This may include large, sustainable projects. This committee will review new ideas and concepts put forward by the board. The output from this committee will be recommendations only. The committee shall be comprised of the treasurer and CFO plus other interested club members.

Section 7 – Needs Assessment Committee

Local Charities and Project Development and Oversight

This subcommittee, reporting to the director of Club Service/Administration, shall examine the needs of local charities and community organizations and regularly propose to the Board activities and projects that the club may consider to support. It shall work with the program subcommittee to make club members aware of local charity activities and oversee currently supported local projects. As needed, upon approval of the club, it shall organize the various efforts to raise new funds.

Section 8 – Rotary Foundation Committee Functions

Reporting to the president, this committee shall organize grant proposals and develop interactions with other clubs and/or support agencies to help raise the necessary funding to ensure program success for district and international efforts beyond the capability of the local club. Often, this committee will work jointly with a specific avenue of service for a specific project. Managerial activities include:

1. Rotary Foundation fundraising
2. Local club oversight and implementation of district and international projects
3. Grants, matching funds, and other resource development

Rotary Foundation Fundraising

This subcommittee shall organize and promote Paul Harris Fellows, Polio Plus efforts, and other fundraising activities of Rotary International.

Oversight Implementation of District and International Projects

This subcommittee annually shall examine the function and scope of active District 5220 and international projects supported by the club, suggesting ways in which the project support may be improved.

Grants, Matching Funds, and Other Resource Development

District and international efforts generally require support beyond the capability of the local club. This subcommittee shall manage the organization of grant proposals and develop interactions with other clubs and/or support agencies which can help raise the necessary funding to ensure program success.

District and International Projects

This subcommittee shall guide activity of district and international projects approved by the club. A

chairperson and at least one other person shall be appointed to oversee each activity.

Section 9 – Nominating Committee

A slate of candidates for the officer positions shall be developed and presented to the club at a club meeting at least one week prior to the weekly meeting when elections are planned. Nominations from the floor shall be accepted, if offered, at the nominations meeting. If there are no nominations other than by the Nominations Committee, the candidates are elected by acclamation and no votes are required.

Article 11 Leave of Absence and Rule of 85

Section 1 -- Upon written application to the Board, a member, setting forth good and sufficient cause, may request a leave of absence excusing him/her from attending the meetings of the club for a specified length of time. A leave of absence shall normally be for 3 months. One additional 3 month leave in a given 12 month period may be approved by the board. This may be repeated annually with the approval of the board.

Section 2 – For those requesting status in the Rule of 85,

- a) the sum of the member's age plus years as a Rotarian being at least 85,
- b) the member needs to be in good standing and dues paid,
- c) attendance does not adversely affect the club,

a formal request shall be written to the President requesting the status. The Board is required to approve the request.

Article 12 Finances

Section 1 – The fiscal year of this club shall extend from 1 July to 30 June. As described in Article 6, a portion of membership dues shall be applied to RI per capita dues and subscriptions to the official RI magazine. The payment of RI per capita dues and official RI magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 2 – Prior to the beginning of each fiscal year, the board 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. It is encouraged that the budget be broken into two separate parts: one representing club operations and one representing charitable/service operations. The full membership shall receive a hard copy or electronic version of the budget and shall vote on the budget at a succeeding meeting. Simple majority vote shall be required for approval. A vote of greater than 50% of those attending the meeting shall constitute a valid vote.

Section 3 – The treasurer or his/her designee shall deposit all club funds in a bank named by the Board. There shall be a minimum two board members with signature authority for each bank account.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made at least biennially.

Section 5 – Officers having charge or control of club funds shall give bond, if 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 – Special projects such as the Field of Honor and funds designated for The Rotary Foundation (Paul Harris, etc.) shall be handled by an individual identified for that specific function. Deposits and expenditures need to be coordinated with the club treasurer. No separate checking account shall exist. Section 3 above shall exist for all deposits.

Section 7 – A program for voluntary contributions to TRF, e.g., \$100 per Rotarian each year, shall be integrated with the Dues and Fee collection. The finance committee should be instrumental in devising and recommending the plan to the board for approval.

Article 13 Method of Electing Members

Section 1 – Active members. The name of a prospective member, proposed by an active member of the club, shall be submitted to the classification committee in writing, through the club secretary, within one week. A transferring or former member of another club may be proposed to active membership by the former club. All proposals shall be kept confidential except as otherwise provided in this procedure.

Section 2 - The classification committee shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution, and advises the secretary and the director of Club Services/Administration within one week.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission and shall then notify the proposer, through the club secretary, of its decision.

Section 4 – If the decision of the Board is favorable, one or more members of the orientation committee shall meet with the prospective member in a formal orientation session and inform him/her of the purposes of Rotary and of the privileges and responsibilities of membership. Following the orientation session, the prospective member shall be requested to verify the information in the membership proposal and sign the form. Signing permits his/her name and proposed classification to be published to the entire club. The orientation shall take place within two weeks after the orientation committee is notified.

Section 5 – The secretary shall notify the entire membership of the club and request approval or comments. If no written objection to the proposal, stating reasons, is received by the Board from any active member of the club within seven (7) days following publication of the information about the prospective member, that person upon payment of the admission fee and dues shall be considered elected to membership. If any such objection has been filed with the Board, the Board shall vote on this matter at its next meeting. If the Board approves the membership despite the objection, the proposed member, upon payment of the admission fee and dues, shall be considered elected to the club.

Section 6 – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. The vice president shall assign a long-established member to assist with the new member's assimilation to the club and assign the new member to a club project or function. In addition, the secretary shall report the new member information to RI and District 5220.

Section 7 – Honorary members. The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board. Honorary members shall be exempt from the admission fee and

Article 14 Resolutions

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.

It is understood that members may be impressed by a presentation and request funds or non-financial assistance. Any member may recommend, publicly or privately, a level of assistance for deliberation and allocation by the board. However, no action shall be taken before the next meeting of the board.

Article 15 Order of Business

The weekly meeting shall consist of any items that Rotary International requires for each Rotary meeting and any other item as the president deems appropriate. The order of items to be addressed at each meeting shall be set at the discretion of the president.

Article 16 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed, including emailed, 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 RI.