

Bylaws of the Mariposa Yosemite Rotary Club

Adopted October 11, 2018

Article 1 Definitions

1. Board: The Club's Board of Directors
2. Director: A member of the Club's Board of Directors
3. Member: A member of the Club, other than an Honorary Member
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the Club's members for Club decisions and a majority of the Directors for Club Board decisions
5. RI: Rotary International
6. Year: The 12-month period that begins on 1 July

Article 2 Board of Directors

The governing body of this Club shall be the Board of Directors, which shall consist of the following 11 members: 5 Officers, namely, President, Immediate Past President, President Elect, Secretary, Treasurer, and 6 At-Large Directors elected pursuant to Article 3 of these Bylaws. Three of the At-Large Directors shall be elected in every odd-numbered year, and three of the At-Large Directors shall be elected in every even-numbered year. All At-Large Directors shall serve for a term of two years. All Board of Directors shall be in good standing and an active member of the Club.

Article 3 Election and Terms of Office

Section 1: Nominations – At a regular meeting of the Club in November each year, the presiding officer shall ask for nominations for the following offices for the next Rotary year starting July 1: President Elect, Secretary, Treasurer, and 3 At-Large Directors. (The other three At-Large Directors shall remain in office for another year.) The date of this November meeting shall be at least 4 weeks prior to the date of the meeting scheduled for the elections in December. At this November meeting, a slate of nominees for each office to be elected shall be presented by a nominating committee appointed by the President. Nominations may also be made by members from the floor.

Section 2: Elections – At the Club's Annual Meeting, to be held concurrent with a regular meeting of the Club on the first Thursday in December each year, at which a quorum is present, the presiding officer shall conduct an election for the following offices for the next Rotary year starting July 1: President-Elect, Secretary, Treasurer, and three At-Large Directors. The other three At-Large Directors shall remain in office for another year. The election shall be conducted by secret ballot, said ballots to contain the names of all candidates duly nominated as described in Article 3 section 1 of these Bylaws. The candidates for President Elect, Secretary, and Treasurer receiving the highest number of votes shall be elected to their respective offices for the next Rotary year. The three candidates for At-Large Director receiving the highest number of votes each shall be elected to that position for the next Rotary year.

Section 3: *Offices Determined by Succession* – On July 1 at the beginning of each Rotary year, the President during the prior Rotary year shall succeed to the office of Immediate Past President, and the President Elect for the prior Rotary year shall succeed to the office of President.

Section 4: *Sergeant-at-Arms* – Within the first two weeks of each new Rotary year, the Board of Directors shall meet and elect a Member of the Club to act as Sergeant-at-Arms.

Section 5: *Filling Vacant Offices* – If any current Officer or At-Large Director vacates his or her position by withdrawing from the Club, the remaining members of the current Board of Directors shall appoint a replacement for that position for the remainder of its term. If any Officer-Elect or At-Large Director-Elect becomes unavailable to serve in a position to which he/she has been elected, the current Board of Directors shall appoint a qualified replacement for that position for the term to which the departing person had been elected.

Section 6: *Terms of Office* –The terms of office for each position are as follows:

- President** – one year
- President Elect** – one year
- Treasurer** – one year
- Secretary** – one year
- Sergeant-at-Arms** – one year
- At-Large Director** – two years

Article 4 Duties of the Officers

Section 1: *President* - The President presides at Club and Board meetings, shall establish the agenda for any such meetings, shall conduct elections, and shall be an ex-officio member of all committees.

Section 2: *Immediate Past President* - The Immediate Past President serves as a Director on the Club Board and presides over Club and Board meetings in the absence of the President until such time as the President-Elect has completed PETS. In the absence of an Immediate Past President, the Board may appoint a qualified Director to serve in that position. Qualification consists of having served as President of this Club.

Section 3: *President Elect* - The President-Elect prepares for his or her year in office as President and serves as a Director. Upon completion of PETS, the President-Elect may carry out the duties of the President in his or her absence.

Section 4: *At –Large Director* – An At-Large Director attends Club and Board meetings.

Section 5: *Secretary* - The Secretary keeps membership and attendance records, as well as takes and keeps minutes for all Club Board Meetings and the Annual Club Meeting.

Section 6: *Treasurer* - The Treasurer oversees and provides an annual accounting of all funds.

Section 7: *Sergeant-at Arms* - The Sergeant-at-Arms maintains order at Club meetings.

Article 5 Meetings

Section 1: *Annual Meetings* – An Annual Meeting of this Club shall be held on the first Thursday of December each year to elect the Officers and Directors who will serve for the upcoming Rotary year. In the event that a quorum is not present on the first Thursday of December, the Annual Meeting will be held on the first succeeding Thursday on which a quorum is present.

Section 2: *Club Meetings* – The regular weekly meetings of this Club shall be held each Thursday at 7:00 am, holidays excepted. Due notice of any changes in or cancellation of the regular meeting shall be given to all Members of the Club. All Members (except honorary members or members excused pursuant to the standard Rotary Club Constitution) who are in good standing on the day of the regular meeting must be counted as present or absent. To be counted as present, the Member must be present for at least 60% 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. The regular weekly Club meeting must be conducted by a Member who has completed PETS training.

Section 3: *Board of Directors Meetings* – Regular Board of Directors meetings shall be held monthly, at a date, time, and place agreed upon by the board. Special meetings of the Board of Directors may be called by the President or upon the request of two Directors. Special meetings require no less than a 24 hour notice to all Board Members.

Article 6 Fees, Dues and Other Charges

Section 1: No application fee shall be paid before an applicant can qualify as a member.

Section 2: The membership dues shall be set by the Board per annum, payable semi-annually on, or about, the first day of July and of January, with the understanding that a portion of each semi-annual payment shall be applied to each member's subscription to the RI official magazine.

Section 3: The membership shall be billed approximately monthly for other items such as breakfasts, fines/pledges, “raffle” charges, self-imposed and Club imposed assessments, as well as other charges that may be levied from time to time.

Article 7 Method of Voting

The business of this Club is conducted by voice vote or a show of hands, except in the election of Officers and Directors, which is conducted by ballot. The Board may also provide a ballot for a vote on some resolutions.

Article 8 Committees

Section 1: *Club Committees* - Club committees coordinate their efforts to achieve the Club’s annual and long term goals based on the five Avenues of Service. Rotary’s Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. This Club shall have the following committees, as listed in article 13, section 7, of the Standard Rotary Club Constitution. The President, President Elect and Immediate Past President should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

The President shall review or establish the duties of all committees and sub-committees for his or her year. In declaring the duties of each, the President shall make reference to appropriate RI materials. The president is an ex officio member of all committees and, as such, has all the privileges of membership. The President Elect is responsible for appointing committee chairs for his/her term in office as President.

Standing committees are as noted below and additional ad hoc committees may be established or retained as needed:

- **Club Administration**

This committee should conduct activities associated with the effective operation of the Club, and shall be made up of the Board of Directors.

- **Membership**

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- **Public Image**

This committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's services, projects and activities.

- **The Rotary Foundation**

This committee should develop and implement plans to support The Rotary Foundation, through both financial contributions and program participation.

- **Service Projects**

This committee should develop projects that provide a variety of services. Projects to be considered when developing plans for the year should include vocational service, community service, and International service. This committee should also consider projects and services that build alliances with other organizations.

Sub-committees with specific goals and functions shall be formed to serve under these standing committees.

Section 2: The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership therein.

Section 3: Each committee shall transact its business as is delegated 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.

Section 4: Each 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 the Board on all committee activities.

Article 9 Finances

Section 1: Within the first two months of the Rotary year, the new board shall adopt an annual club budget of estimated income and expenses, which shall serve as a guide to expenditures for those purposes. Expenditures for items not included in the budget shall be approved in advance by the board.

Section 2: The Treasurer shall deposit all club funds into one or more accounts in financial institutions. Each such account shall be approved by the board.

Section 3: Bills shall be paid by the Treasurer or in his/her absence by another Officer of the Club. All checks shall be signed by at least two authorized signers, as designated by the board, one of which may be the Treasurer.

Section 4: The board shall review detailed financial reports at least quarterly.

Section 5: All financial reports presented to the board, as well as the club's annual tax filings, shall be made available to any member in good standing, upon that member's request.

Section 6: The fiscal year is from 1 July to 30 June. 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 to RI of per capita dues and for the RI official 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 7: The Club has a separate legal entity, the Mariposa Rotary Fund, to fulfill certain charitable purposes. The Mariposa Rotary Fund is a 501(c)(3) organization. The Fund shall maintain bank accounts separate from those of the Club, and Club and Fund monies shall be segregated to the maximum degree possible. If the Club receives funds intended for the Fund, the Treasurer shall transfer those funds to the Fund within a reasonable time. The Club and the Fund shall be accounted for as separate entities. The board of the Club shall also serve as the board of the Fund.

Article 10 Method of Electing Members

NOTE: Until approval is granted by the general membership, prospective members should not be informed that they have been approved for membership.

Section 1: The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in written application after at least three sponsor paid meetings, through the Club Secretary. Upon receipt of an application for membership, the club will pay for the prospective member's meals until the Board takes action on the application. A former member or transferring member from another Club may be proposed with written application, to active membership by the former Club. The application shall be kept confidential except as otherwise provided in this procedure.

Section 2: The Board shall ensure that the prospective member meets all the classification and membership requirements of the standard Rotary Club Constitution and has attended at least three meetings within the previous six weeks prior to nomination.

Section 3: The Board shall approve or disapprove the application within 30 days of its submission, and shall notify the sponsor, through the Club Secretary, of its decision.

Section 4: If the decision of the Board is favorable, the prospective member having been previously informed of the purposes of Rotary and of the privileges and responsibilities of

membership, he/she shall permit his/her name and proposed classification to be published to the Club.

Section 5: If no written objection to the prospective member, stating reasons, is received by the Board from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person shall be considered to be elected to membership. If any such objection has been filed in writing with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the prospective member shall be considered elected to membership.

Section 6: After the seven (7) day publication of the name of the proposed new member, if there are no written objections from members, the Membership Committee shall meet with the proposed new member in a timely matter. The Membership Committee shall ensure they understand the role of Rotary International, the benefits of being a Rotarian, and their financial responsibility to the Club for weekly meals and dues.

Section 7: Following the meeting with the Membership Committee, the President shall arrange for the new member's induction, Rotary pin, badge, and new member literature. In addition, the President or Secretary will report the new member information to RI and the President will ask the proposing member to assist with the new member's assimilation to the Club. New members shall explore various committees and choose which ones they want to serve on by the end of their first year of service.

Section 8: The Club may elect, in accordance with the standard Rotary Club Constitution, Honorary Members proposed by the Board.

Section 9: A person who resigned from the Club, and is now being proposed as a new or returning member, must follow the same guidelines as any new prospective member.

Section 10: Individuals join Rotary, not businesses or organizations. Any agreement for payment or reimbursement of dues and fees by an employer is between the individual and employer. The individual member bears the ultimate financial responsibility.

Article 11 Excused Absences

A member's absence shall be excused if he/she meets the conditions for, and has been approved by the board for, either a Leave of Absence or the Rule of 85, as detailed below.

Section 1: Leaves of Absence : A member desiring a leave of absence shall make a written application to the Secretary, stating the desired starting and ending dates, and setting forth good and sufficient cause (such as family emergencies, illness, etc.). Leaves of Absences shall not be granted for vacations, as members are encouraged to attend other Rotary clubs' meetings while on vacation. To be considered for a Leave of Absence, the member must be current on his/her Rotary Club bill, including having paid dues for the current six month period. If all of the above conditions are met, the board may grant a Leave of Absence for a minimum of 30 days and a maximum of 180 days. Using the same procedure and subject to the same conditions, the board may extend a Leave of Absence up to a maximum cumulative term of 12 months. However, if the

Leave of Absence is for a medical reason or after the birth, the adoption, or foster care of a child that extends for more than 12 months, such leave may be extended by the board for a period of time that extends beyond 12 months.

While on an approved Leave of Absence, a member is excused from all attendance requirements, and will be charged only for those Rotary meals, events, or other costs in which he/she actually participates. However, the member is required to pay all Rotary International and District Dues throughout the Leave of Absence.

Section 2: Rule of 85 – A member desiring to qualify for excused absences under the Rule of 85 shall make a written application to the Secretary. To qualify for the Rule of 85, the aggregate of a member’s age and years of membership in one or more Rotary Clubs must be 85 years or more, and the member must have been a member of one or more Rotary Clubs for at least 20 years. Upon receiving such application, the Secretary shall verify that the member qualifies, and then present the application to the board for approval, which shall approve it unless there are good and sufficient reasons for denial.

After being approved for the Rule of 85, a member is excused from all attendance requirements, and will be charged only for those Rotary meals, events, or other costs in which he/she actually participates. However, the member is required to continue paying all Rotary International and District Dues.

Article 12 Resolutions

The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has approved it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion. Votes of the Board shall not be done by email or telephone.

Article 13 Communications

The Club/Membership shall not make member email addresses or other personal information available to the general public.

Article 14 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Date Presented to the Club: September 5, 2018

Date Adopted by the Club: October 11, 2018

Secretary: _____