

BYLAWS

of the

ROTARY CLUB OF MARIPOSA YOSEMITE

Article I Definitions

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

Article 2 Board

The governing body of this Club shall be the Board consisting of 12 members of this Club, namely, 6 Directors elected in accordance with Article 3, Section 1, of these Bylaws, and the President, immediate past President, President-elect, Vice-President, Secretary, and Treasurer.

Article 3 Elections of Directors and Officers

Section 1 - At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the Club for President, Secretary, Treasurer, and 3 Directors (3 shall remain until the following year). The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the Club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the Club may determine. The nominations duly made, their names shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 3 candidates for director receiving a majority of the votes shall be declared elected as Directors. The candidate for President elected in such balloting shall become the Vice President 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 the first day of July immediately following that year. The Vice President shall take the title of President-elect upon the election of a successor.

Section 2 - The officers and Directors, so elected, together with the immediate past President shall constitute the Board. Within one week after their election, the Directors-elect shall meet and elect some member of the Club to act as sergeant-at-arms.

Section 3 - A vacancy in the Board or any office shall be filled by action of the remaining Board members.

Section 4 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the current Board.

Article 4 Duties of Officers

Section 1 - *President*. It shall be the duty of the President to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertain to the office of President.

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

Section 3 – President-elect. It shall be the duty of the President-elect, upon completion of the PETS (President Elect Training Session), to preside at meetings of the Club and the Board in the absence of the President and to perform other duties as may be prescribed by the President or the Board.

Section 4 - Vice-President. It shall be the duty of the Vice-President to serve as a director, as noted above and to perform such other duties as may be prescribed by the President or the Board.

Section 5 - Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club, Board and committee meetings; record and preserve the minutes of such meetings, report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports 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, report changes in membership; provide the monthly attendance report utilizing the District website and the DacDb link, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; order new badges and pins in June for new Officers and Directors and perform other duties as usually pertain to the office of Secretary.

Section 6 - Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Club annually (and at any other time upon demand by the Board) and to perform other duties as pertains to the office of Treasurer. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club financial property.

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

Article 5 Meetings

Section 1 - Annual Meeting. An annual meeting of this Club shall be held on the first Thursday of December each year, at which time the election of officers and Directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this Club shall be held on Thursday at 7:00AM. 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 (or member excused pursuant to Article 8, Sections 3 and 4 of the standard Rotary Club Constitution), 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 50 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 8, Sections 1 and 2.

Section 3 - One-third 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 on the first Wednesday, or other day designated by the Board, of each month at 7:00 AM. 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 - A majority of the Board shall constitute a quorum of the Board.

Article 6 Fees, Dues and other charges

Section 1 - No admission 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 shall be transacted by *viva voce vote* except the election of officers and Directors, which shall be by ballot, unless only one candidate for each position is nominated. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce vote*.

Article 8 Five Avenues of Service

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, International Service and New Generations. This Club will be active in each of the Five Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the Club based on the five Avenues of Service. 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-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of their year in office. It is recommended that the committee chairs have previous experience as a member of the committee. Standing committees are as noted below and additional ad hoc committees may be established or retained as needed:

Standing Committees

- Community Services

This Committee should develop projects that provide a variety of services to the community. This committee should also contribute to projects and services that build alliances with other organizations.

- Fund Raising

This committee should develop and recommend projects that provide the economic resources to implement the Community Projects and Services.

- Club Administration

This committee should conduct activities associated with the effective operation of the Club. This committee should develop and implement a comprehensive plan for the recruitment and retention of members. 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.

- Community Projects

This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.

- The Rotary Foundation, District and Rotary International

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

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

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

(b) 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.

(c) 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 10 Duties of Committees/Sub-Committees

The duties of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall make reference to appropriate RI materials. The Community Projects committee will consider vocational service, community service and international service avenues when developing plans for the year.

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 their year as noted above.

Article 11 Leave of Absence

A Leave of Absence will be granted only if each Leave of Absence is requested in writing to the Board of Directors, and approved by the Board of Directors prior to the Leave of Absence. Excluding Leave of Absences, the member must attend 50% of all regular meetings or make-up meetings each year. The minimum amount of time for a Leave of Absence is one month.

Upon written application to the Board, setting forth good and sufficient cause (such as, family emergencies, illness, etc.), a leave of absence may be granted excusing a member from attending the meetings of the Club for up to 90 days. Leave of Absence shall not be granted for vacations. Members are encouraged to attend other Rotary Clubs while on vacation. The member must be current in bills and have paid for the current six-month period (one-half of semi-annual dues).

Article 12 Finances

Section 1 - 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. The budget shall be broken into two separate parts: one in respect to Club operations and one in respect to charitable/service operations.

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

Section 3 - The Treasurer or other authorized officer shall pay all bills.

Section 4 - A thorough review of all financial transactions by a qualified person may be made once each year.

Section 5 - Officers having charge or control of Club funds shall give bond in an amount as required by the Board for the safe custody of the funds of the Club; cost of bond to be born by the Club.

Section 6 - The fiscal year of this Club shall extend 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.

Article 13 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 3 sponsor paid meetings, through the Club Secretary. 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.

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, shall permit his or 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 one(s) 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 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. "Emergency" Board meetings shall not be called if at all possible. Votes shall not be done by email.

Article 14A Communications

The Club/membership may from time to time; use member email addresses to communicate about Club business and activities. The Club shall receive signed written permission from each member, prior to such use of email addresses. The Club/membership, except for personal use of their own email address, shall not make member email addresses available to the general public.

Article 15 Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence, announcements and Rotary Information.
Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features.
Adjournment.

Article 16 Amendments

These Bylaws may be amended, following approval by the Board, at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that the text of such proposed amendment (in writing or email) shall have been distributed to each member at least thirty (30) 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.