

Rotary 
Club of Rohnert Park-Cotati
Sonoma County, California

**Bylaws
of the
Rotary Club
of
Rohnert Park – Cotati**

Adopted by the Membership – February 2016

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Article I Definitions

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

Article II Board

The governing body of this club shall be the board consisting of at least 12 members of this club, namely, the 6 directors and the president, president-elect, president-nominee, secretary, treasurer, and the immediate past president and other members appointed as needed

Article III Election of Directors and Officers

Section 3.1 Election Process

At a regular meeting at least one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president-nominee, secretary, treasurer, and 6 directors. The nominations may be presented by the president-elect, a nominating committee, by members from the floor, or by a combination of any or all as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made 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-nominee, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 6 candidates for director receiving a majority of the votes shall be declared elected as directors and shall assume office on the first day of July immediately following the election. The candidate for president-nominee elected in such balloting shall serve as a director for the balance of the current Rotary year immediately following election. Commencing on July 1 in the subsequent Rotary year, the president-nominee shall take the title of president-elect and will continue to serve as a director for that year. On July 1 of the 3rd Rotary year following the election, the president-elect shall assume office as club president.

Section 3.2 Election Results

The officers and directors, so elected, together with the immediate past president shall constitute the board. The president-elect shall select some member of the club to act as sergeant-at-arms during his/her term as president.

Section 3.3 Vacancy of Office

A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 3.4 Vacancy of Office-Elect

A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Article IV Duties of Officers

Section 4.1 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 4.2 President-elect and President-nominee.

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

Section 4.3 Immediate Past President, Other Past Presidents, or the President-Elect.

It shall be the duty of the immediate past president, or other past presidents to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of immediate past president. For purposes of preparatory development, the president-elect may be asked to preside over a meeting at the discretion of the president.

Section 4.4 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, which shall include per capita dues for all members and prorated dues for active members who have 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, 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; and perform other duties as usually pertain to the office of secretary.

Section 4.5 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, and any other club property.

Section 4.6 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. This position is not a member of the board.

Section 4.7 Directors.

It shall be the duty of each of the directors to preside over one of the Five Avenues of Service Committees; Club Service, Community Service, International Service, Vocational Service, Youth Service; and over the Rotary Foundation Committee.

Article V Meetings

Section 5.1 Annual Meeting.

An annual meeting of this club shall be held on the fourth Tuesday in July of each year, at which time the election of officers and directors to serve for the following Rotary year shall take place.

5.1.1 In the event that the fourth Tuesday is unavailable, the annual meeting shall be held the first available Tuesday in August.

5.1.2 Due notice of such change shall be given to all members of the club at least 10 days prior to the scheduled meeting via electronic mail to the member's address as recorded in the club directory.

Section 5.2 Regular Meetings

The regular meetings of this club shall be held weekly, on Tuesday (day) at 7:15 AM (time).

Section 5.3 Meeting Changes

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 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 sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

Section 5.4 Meeting Quorum

One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 5.5 Board Meetings

Regular meetings of the board shall be held once each month, on an agreed upon date. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5.6 Board Meeting Quorum

A majority of the directors shall constitute a quorum of the board.

Article VI Fees and Dues

Section 6.1 Admission Fee

An admission fee of \$ 100.00 may be required by the club and if instituted, is to be paid before the applicant can qualify as a member, except as provided for in the Standard Rotary Club Constitution, Article 11. This fee covers the cost of induction materials, including but not limited to the Rotary pin, badge, banner, shirts, and related documents.

6.1.1 For corporate members, an admission fee may be required of each designee.

Section 6.2 Membership Dues

6.2.1 The membership dues for active and corporate members shall be \$200.00 per annum, payable on the first day of July.

Section 6.3 Pro-ration of Dues

Dues will be pro-rated after January 1 to the semi-annual dues amount.

Article VII Method of Voting

The business of this club shall be transacted by *viva voce* (*live voice*) vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article VIII 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, Community Service, International Service, Vocational Service, and Youth Service. This club will be active in each of the five Avenues of Service.

Article IX 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-elect, the president-nominee, the president, and the 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 and the president-elect are responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

Section 9.1 Avenues of Service

- Club Service
- Community Service
- International Service
- Vocational Service
- Youth Service

Each Avenue of Service Director shall select a committee to develop and implement projects suitable to that avenue of service and in concert with club goals to address the needs of the communities served.

Section 9.2 The Rotary Foundation

The club's Rotary Foundation Director shall select a committee to develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Section 9.3 Membership

This committee, which reports to the Club Service Director, should develop and implement a comprehensive plan for the recruitment and retention of members.

Section 9.4 Club Public Relations

This committee, which reports to the Club Service Director, should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

Section 9.5 Club Administration

This committee, which reports to the Club Service Director should conduct activities associated with the effective operation of the club.

- Website & Social Media

- Meeting and Event Photography
- Club Historian
- Club Newsletter
- Audio/Visual

Section 9.6 Additional Ad Hoc Committees

Additional ad hoc committees may be appointed by the president or board as needed.

- 9.6.1** The president shall be an ex officio (*by right of office*) member of all committees and, as such, shall have all the privileges of membership thereon.
- 9.6.2** 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.
- 9.6.3** 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 X Duties of 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 reference to appropriate RI materials. Each Avenue of Service Director and the Rotary Foundation Director shall select a committee to develop and implement projects suitable to that avenue of service and in concert with club goals to address the needs of the communities served and report to the club on a regular basis.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

Article XI Past Presidents Advisory Council

Section 11.1 Organization

The Past Presidents Advisory Council (PPAC) shall be composed of all Past Presidents of this Club. The President shall be an ex officio member of the Council.

Section 11.2 Duties

The Past Presidents Advisory Council shall act in an advisory capacity to the President and the Board of Directors, as well as to any of the club’s standing or ad hoc committees.

The Council may be used to review proposed resolutions or amendments to the Club By-Laws and make recommendations to the Board before such proposed resolutions or amendments are submitted to the membership for a vote.

Article XII Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

Article XIII Article 12 Finances

Section 13.1 Budget Preparation

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 of club operations and one in respect of charitable/service operations.

Section 13.2 Separation of Funds

The club funds shall be divided into two separate parts: club operations and service projects. The treasurer shall deposit all club operations funds in a bank, named by the board. All funds identified as charitable or service operations funds shall be forwarded to the treasurer of the Rohnert Park-Cotati Rotary Foundation.

Section 13.3 Payment of Bills

All bills shall be paid by the treasurer or other authorized officer only when approved in writing by two other officers or directors.

Section 13.4 Review of Finances

A thorough, independent review of all financial transactions by a qualified person shall be made once each year.

Section 13.5 Bonding of Club Financial Officers

Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 13.6 Fiscal Year

The fiscal year of this club shall extend from 1 July to 30 June

Article XIV Members

Section 14.1 Active Member

An Active Member shall be an adult person of good character and good business, professional and/or community reputation, who is engaged as a proprietor, partner, corporate officer, manager, or employee of any worthy and recognized business or profession, or who has retired from any such position, or who is a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary, and who should have his or her place of business or residence located in or near the city limits of Rohnert Park or Cotati. An active member shall pay full dues and fees set for active membership and is expected to be actively engaged with club operations, projects and events. The election of Active Members shall follow the procedure outlined in Article XV below, except that any current Honorary Member or Corporate Member designee who wishes to convert to Active membership need only obtain board approval.

Section 14.2 Honorary Member

An Honorary Member is a person who has distinguished himself or herself by meritorious service in the furtherance of Rotary ideals or a person who is considered a friend of Rotary for his or her permanent support of Rotary's cause and who has been elected by the members as an Honorary Member. An Honorary Member shall be exempt from the payment of any dues and fees, but shall be required to pay for any meals at meetings he or she attends during the Rotary year. An Honorary Member shall have no vote and shall not be eligible to hold any office in this Club or be a Director of this Club. An Honorary Member may serve on Club Committees, but shall not serve as a Committee Chair. The election of an Honorary Member shall follow the procedure for electing Active Members in Article XV, except that any current Active Member who wishes to convert to Honorary membership need only obtain board approval.

Section 14.3 Corporate Member

A Corporate Member shall be a reputable and established business, corporation, institution or government entity located in or near the city limits of Rohnert Park or Cotati. Corporate members may appoint up to four (4) designees, one of whom should be a member of the business's executive team. Designees shall be adult persons of good character and good business, professional and/or community reputation, who are engaged as full-time employees of the Corporate Member. Corporate Members as an entity shall pay full dues and fees set forth for corporate membership. The executive Corporate Members shall pay the monthly meal invoice which may be shared by all corporate designees, except when more than one designee attends a meeting, the additional designees shall pay for meals at the meeting they attend. The election of a Corporate Member and each of its designees shall follow the procedure for electing Active Members in Article XV.

Only the executive Corporate Member will be reported to Rotary International as a member of the club. Other designees will be listed in the club directory, but will not be reported to Rotary International as members of the club.

Article XV Method of Electing Members

Section 15.1 Proposal

The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 15.2 Review by Board

The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 15.3 Approval by Board

The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

Section 15.4 Application

If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 15.5 Review by Club Members

If no written objection to the proposal, 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, upon payment of the admission fee and annual dues (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee and annual dues (if not honorary membership), shall be considered to be elected to membership.

Section 15.6 Approval by Club Members - Induction

Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 15.7 Honorary Members

The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Section 15.8 Corporate Membership

At its sole discretion, the Board of Directors may establish Corporate Memberships

A Corporate Membership shall provide an opportunity for a company, as an entity and via an executive member of its organization, to become a member of the Rotary Club of Rohnert Park – Cotati.

15.8.1 Premise

A corporate membership category will increase the club's ability to attract and retain a qualified and diverse professional base within the community. It allows for flexibility and recognizes the tremendous mobility that is the norm within the current corporate environment.

15.8.2 Approval.

A corporate entity or organization can become an eligible corporate member of the Rotary club through the approval process outlined in this Article.

15.8.3 Designees.

Once an entity becomes an eligible corporate member through the established approval process, it may appoint up to four persons to be its designees, one of whom must be a member of that entity's senior executive group; the others can be individuals in a managerial capacity or higher, employed full time by the eligible corporation.

15.8.4 Changing designees.

The club will determine the ability of the eligible corporation to change any of its designees so long as at all times one of them is a member of the eligible corporation's senior executive group.

15.8.5 Inductions.

A corporate member designee will be formally inducted into the club as established in Section 15.6.

15.8.6 Attendance.

The attendance requirement for an eligible corporation as an entity shall be the same as an Active Member, except that the attendance of each of the designees shall be accumulated and count towards the corporation's attendance.

15.8.7 Classification.

The classification of the eligible corporation and its designees will be established by the club.

15.8.8 RI registration.

Only the executive designee will be reported to Rotary International as an official member of the Rotary club and will be noted in the club roster as the executive designee. Additional corporate designees will only be listed in the club roster, but will not be reported to Rotary International.

15.8.9 Badges.

Badge references will be determined by the club.

15.8.10 Votes and quorum.

For the purpose of general meetings and club matters, the corporate member as an entity shall have one vote, which may be cast by any one of the designees.

15.8.11 Holding office.

Each designee, as an individual, may hold any office in the club to which the designee is elected in the normal way, except that no more than one (1) designee from any corporate member may hold an office at any one time. A corporate designee so elected may not rely on the other corporate designees to fulfill the roles of the office to which they are elected and must be generally available for meeting and attendance requirements of the office.

15.8.12 Conversion.

A designee of the eligible corporation, while still an employee of the eligible corporation, may convert to an individual membership of the club at any time

A designee who has been a member, upon leaving the employ of the corporation, may convert his/her membership to an individual membership.

15.8.13 Bulletin and communication.

Each designee will receive the club’s weekly bulletin/newsletter and regular club communications.

15.8.14 Receipt of The Rotarian or Rotary regional magazine.

The club will decide how a designee will receive the relevant RI magazine and whether the cost will be assumed by the club, the designee, or the eligible corporation.

15.8.15 Public liability cover.

The corporate member designees will be included under the respective club liability insurance while participating in any approved club activities or projects, if applicable.

15.8.16 Participation in youth activities.

The corporate member designees are expected to abide by all restrictions, policies, and procedures with respect to club activities involving youth.

15.8.17 Termination.

The process for terminating the membership of a designee or the eligible corporation will be the same as for active members, as outlined in Article 12 of the Standard Rotary Club Constitution.

Article XVI 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.

- 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 XVII Amendments

These bylaws may be amended at any regular club meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been electronically mailed, physically mailed or personally delivered to each member by the club secretary, or designee, at least ten (10) days before such meeting. For purposes of this requirement, electronic mail shall include a “Delivery” request to allow affirmative notification to the club secretary that the amendment has been received. 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.

Adopted this 16th day of February, 2016 by the members of the Rotary Club of Rohnert Park – Cotati and the Board of Directors.

Jeff Thomas, *President*

Jessica Schieberl, *Immediate Past President*

Peggy Wyman, *President-Elect*

Miki Jones, *Secretary*

Louise Mason, *Treasurer*

Art Ferris, *Club Service Director*

Darren Patterson, *Community Service Director*

Mike Pastryk, *International Service Director*

Wayne Sutton, *Rotary Foundation Committee Director*

Gerard Guidice, *Vocational Service Director*

Cindy Wise, *Youth Service Director*