

BY-LAWS OF THE ROTARY CLUB OF FULLERTON, CALIFORNIA

AS AMENDED MAY 17, 2007

These Bylaws shall be the Bylaws of the Rotary Club of Fullerton, California and shall supersede all previous bylaws, revisions and amendments.

ARTICLE 1 ELECTION OF OFFICERS

Section 1: Nominations:

(1) By the first meeting in November, a screening committee of not more than five (5) past presidents who are active members shall, with the immediate past president as chairman, list members who on the next July 1 will have a minimum of two (2) years service in the Fullerton Club and from these eligible candidates solicit, for two (2) separate ballots,

- (a) The names of all those who agree to serve as a director if elected, and as vice president if subsequently appointed, and
- (b) The names of all those, except the current president and president elect, who on July 1 of the following calendar year will have had at least one (1) year's service (current or past) as a director or as secretary of the Fullerton Club and who agree to serve as president elect and president, if so elected.

(2) The president elect shall automatically accede to the presidency one year from July 1 following his election as president elect.

(3) On or before the third meeting in November each candidate shall submit to the Secretary, if so requested by the screening committee, a list of all elective or appointive offices previously held by him in the Rotary Club of Fullerton. On or before the fourth meeting in November, the Secretary shall prepare all ballots. Each ballot shall list the office sought, the name of each candidate for that office, the offices previously held by each candidate and the classification of each candidate. A copy of the ballot for each elective office shall be distributed prior to the election for that office.

Section 2: Election:

(1) President Elect: At the first meeting in December, the ballots listing the candidates for president elect shall be distributed to the club members and the club members shall elect a president elect from the candidates so listed. The candidate with a majority of the votes cast shall be elected president elect of the club. If no one receives a majority of the votes cast, then the two candidates receiving the highest number of votes will be placed on a run-off ballot. (In the event of ties more than two run-off candidates are possible). The candidate then receiving the majority of the votes cast shall be declared elected. If no one still receives a majority of the votes, this process shall be repeated until a majority election is obtained.

(2) Directors: At the first meeting in December, the secretary shall distribute the ballots listing the candidates for the Board of Directors and the club shall vote on the candidates so listed. The candidates receiving the highest number of votes cast shall become the needed number of directors on the incoming Board.

(3) Vice-President: At the first regular meeting each year of the board of directors the President shall appoint a Vice President from amongst the directors. The person so appointed shall continue to serve as a director.

(4) Secretary, Treasurer and Sergeant-at-Arms: Prior to taking office as President, the president elect shall select a secretary, treasurer and a sergeant-at-arms any of whom may, but need not be, a member of the board and who shall take office with the president.

Section 3: Vacancies: Board Members:

(1) A vacancy of the Board of Directors, other than the president or president elect, shall be filled by action of the remaining members of the Board.

(2) A vacancy in the office of president shall be nominated by the screening committee (as referenced in Section 1(3) and subject to club approval by majority of club members. The minimum qualification of the appointee shall be:

1. Fullerton Rotarian for three (3) years.
2. Completed one year of Board service
3. Attended PETS, unless waived by District Governor per Rotary International Bylaws

(3) A vacancy in the office of the vice-president shall be filled by the President appointing a Vice President from amongst the directors. The person so appointed shall continue to serve as director.

ARTICLE II BOARD OF DIRECTORS

Section 1: Board of Directors:

(1) The governing body of this club shall be the board of directors consisting of six (6) directors (elected pursuant to Article 1, Section 2 of these by-laws) the president, president elect and the immediate past president.

(2) The secretary, treasurer and sergeant-at-arms shall be non-voting members of the Board of Directors.

Section 2: Term of Office:

The directors of the club shall be elected for a term of two (2) years, and not more than three (3) directors' terms of office shall expire in any one year. A Director's failure to attend Board meetings or perform their duties is subject to action by the Board.

ARTICLE III DUTIES OF OFFICERS

Section 1: President:

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

Section 2: President Elect:

It shall be the duty of the president elect 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.

Section 3: Vice President

It shall be the duty of the vice president to preside at meetings of the club and board of directors in the absence of the president and to perform such other duties as ordinarily pertain to the office of the president.

Section 4: Secretary:

It shall be the duty of the secretary to keep records of the membership, report attendance at meetings, send out notices of meetings of the club, the board and committees, make the required reports to Rotary International, including semi-annual reports of the membership, which shall be made to the general secretary of Rotary International on January 1 and July 1 of each year, and report any changes in membership to the general secretary of Rotary International, report the monthly attendance at club meetings which shall be made to the District Governor following the last meeting of the month, collect and remit to Rotary International subscriptions to the Rotarian and perform such other duties as usually pertain to the office of secretary.

Section 5: Treasurer

It shall be the duty of the treasurer to have custody of all funds, accounting for the same to the club annually and at any other time upon demand by the Board and to perform such other duties as normally pertain to his office. Upon his retirement from office he shall turn over to his successor or to the president all funds, books of account or any other club property in his possession.

Section 6: Sergeant-at -Arms

The duties of the sergeant-at-arms shall be such as are usually prescribed for that office and such other duties as may be prescribed by the president and board.

ARTICLE IV MEETINGS

Section 1: Regular meetings:

The regular meetings of this club shall be held on Wednesday of each week at 12:10 P.M. Due notices of any changes in or cancellation of the regular meeting shall be given to all members of the club.

Section 2: Quorum:

One third of the membership shall constitute a quorum at any general meeting of the club. At board meetings, a majority of the board members shall constitute a quorum. Such majority shall include at least three (3) directors.

Section 3: Board Meetings:

Regular meetings of the board shall be held monthly as determined by the board. Special meetings of the board shall be called by the president whenever deemed necessary, or upon request of two or more members of the board, due notice having been given the board members.

ARTICLE V FEES AND DUES

Section 1: Initiation Dues:

The admission fee shall be an amount set by the board, to be paid before an applicant may qualify as a member.

Section 2: Dues:

The membership dues shall be determined by the board. The treasurer shall bill each member quarterly by the 15th day of July, October, January and April. Membership dues shall include subscription to the Rotarian magazine. Dues are payable within thirty (30) days.

ARTICLE VI METHOD OF VOTING

The business of the club shall be transacted by viva voce except the election of officers and directors which shall be by ballot.

ARTICLE VII COMMITTEES

Section 1: Appointment of committees:

(1) The president shall, subject to the approval of the board, assign directors to supervise the four avenues of service including:

Club Service
Community Service
International Service
Vocational Service

(2) The president shall, with the approval of the board, also appoint such committees on particular phases of the four avenues of service as he may deem necessary to carry out the intentions, services and purposes of the club.

(3) Where feasible and practical in the appointment of committees, provision should be made for continuity of membership, either by appointment of one or more members for a second term or by appointing one or more members to a two year term.

(4) Each committee shall conduct such business as is delegated to it by the president, the board, or the director in charge of its particular avenue of service. Except when special authority is given by the board, such committees shall take no action until a report has been made to and approved by the board.

(5) The president shall be ex-officio member of all committees and, as such, shall have all privileges of membership thereon.

Section 2: Duties of the "Directors in Charge":

The directors designated by the president as "directors in charge" of the four avenues of service shall devise and carry into effect plans which guide and assist the members of the club in discharging their responsibilities with regard to the avenues of service.

ARTICLE VIII 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 meetings of the club for a maximum of six (6) months unless extended by a majority vote by the board of directors. Such leave of absence does operate to prevent a forfeiture of membership: it does not operate to give the club

credit for the member's attendance. Unless he attends a regular meeting of some other club, the excused member must be recorded absent except that absence authorized under Article 8, Section 5 of the club constitution is not computed in the attendance record of the club.

ARTICLE IX FINANCES

Section 1: Deposits:

The treasurer shall deposit all funds of the club in a bank to be named by the board.

Section 2: Disbursement and Bond:

(1) All bills shall be paid only by checks. Checks shall be signed by any two officers. All bills must be approved by the responsible director prior to payment. An examination by a qualified person shall be made as mandated by the board of directors on a regular basis of all the club's financial transactions.

(2) The board shall get a blanket bond for the officers. The Club shall bear the cost of the bond.

Section 3: Fiscal Year:

The fiscal year of this club shall extend from July 1 to June 30. Dues collections shall be divided into four quarterly periods starting July 1. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on a semi-annual basis, on July 1 and January 1 of each year on the basis of the membership of the club on those dates. (Note) Magazine subscriptions for members joining the club during a semi-annual period are payable upon invoice from the secretariat.

Section 4: Budget:

At July board meeting of each year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenses for the year, which, having been agreed upon by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

ARTICLE X METHOD OF ELECTING MEMBERS

Section 1:

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 2:

The board shall ensure that the proposal meets all the classification and membership requirements of the Standard Rotary Club Constitution.

Section 3:

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 4:

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 5:

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 (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 (if not honorary membership), shall be considered to be elected to membership.

Section 6:

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 7:

The club may elect, in accordance with the Standard Rotary Club Constitution, honorary members proposed by the board.

ARTICLE XI RESOLUTIONS AND SUBSCRIPTIONS

No resolution or motion to commit this club to any matter shall be considered by the club until it has been considered by the board. Such resolution or motion, if offered at a club meeting, shall be referred to the board without discussion.

ARTICLE XII SUGGESTED ORDER OF BUSINESS

Meeting called to order
Pledge of Allegiance, Invocation and Song
Introduction of visiting Rotarians
Correspondence and Announcements
Committee Reports
Any Unfinished Business
Any New Business
Address or other Program Feature
Adjournment

ARTICLE XIII AMENDMENTS

These by-laws may be amended at any regular or special meeting of the club, a quorum being present, by two-thirds vote of all members present, provided that notice of such amendment shall have been provided via E mail, handouts and/or U.S. mail to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the constitution and by-laws of Rotary International.

Respectfully submitted The By-laws Committee

Terri Grassi, Chairman/President
Robert Jahncke, Secretary
Joyce Capelle, Past President

Robert Savage, Past President
Bill Schenk, Vice President/Director
Tom Meyer, President Elect
Phil Silverman, Past President