

Charter of the Rotary Club of Vallejo

Article I - Definitions

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

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

Article II - Name

The name of this organization shall be Rotary Club of Vallejo California USA. The club is a member of Rotary International.

Article III - Locality of the Club

The locality of this club is as follows: The city limits of Vallejo and including those unincorporated areas to the north, east and west of the city that are inside Solano County, not including the area to the north and east of Hiddenbrooke or the City of Benicia.

Article IV - Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article V - Meetings

Section 1— Regular Meetings.

(a) Day and Time. This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws.'

(b) Change of Meeting. For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place. 'The bylaws of Rotary International ("RI") provide that each club admitted to membership in RI shall adopt this prescribed standard club constitution.

(c) Cancellation. The board may cancel a regular meeting if it falls on a legal holiday or in case of the death of a club member, or of an epidemic, or of a disaster affecting the whole community, or

of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

Section 2—Annual Meeting. An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

Article VI - Membership

Section 1 — General Qualifications. This club shall be composed of adult persons of good character and good business and professional reputation.

Section 2 — Kinds. This club shall have two kinds of membership, namely: active and honorary.

* * Interim Provision Relating to Section 2 — Notwithstanding the provisions of article VT, section 2, no one who was a member of a Rotary club as of 1 July 2001 shall lose membership by reason of enactment 01-148 adopted by the 2001 Council on Legislation.

Section 3 — Active Membership. A person possessing the qualifications set forth in article V, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 — Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club.

Section 5— Dual Membership⁷. No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 6— Honorary Membership.

(a) Eligibility for Honorary Membership shall be based on meritorious service in the furtherance of Rotary ideals. . Honorary membership in this club shall be as determined by the board and shall be for a period established in the bylaws. Persons may hold honorary membership in more than one club.

(b) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7— Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8— Rotary International Employment. This club may retain in its membership any member employed by RI.

VII - Classifications

Section 1 — General Provisions.

(a) **Principal Activity.** Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity.

(b) **Correction or Adjustment.** If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 — Limitations. This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Article VIII - Attendance

Section 1 — General Provisions. Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

(a) **14 Days Before or After the Meeting.** If, within fourteen (14) days before or after the regular time for that meeting, the member

(1) attends at least 60 percent of the regular meeting of another club or of a provisional club; or

(2) attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps or of a provisional Rotaract or Interact club or Rotary Community Corps; or

(3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or

(4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or

(5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or

(6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

(b) **At the Time of the Meeting.** If, at the time of the meeting, the member is

- (1) traveling with reasonable directness to or from one of the meetings specified in subsection (a) (3) of this section; or
- (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
- (3) serving as the special representative of the district governor in the formation of a new club; or
- (4) on Rotary business in the employ of RI; or
- (5) directly and actively engaged in a district-sponsored or RI or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
- (6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

(c) Extended Absence on Outposted Assignment. If the member, while working within the member's own country of residence for an extended period on an outposted assignment and with the mutual agreement of the member's club and a designated club, attends meetings of the designated club.

Section 2 — Excused Absences. A member's absence shall be excused if:

- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient.
- (b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 3 — RI Officers 'Absences. A member's absence shall be excused if the member is a current officer of RI.

Section 4 — Attendance Records. Any member whose absences are excused under the provisions of subsection (b) of section 2 of this article shall not be included in the membership figure used to compute this club's attendance nor shall such absences or attendance be used for that purpose.

Article IX - Directors and Officers

Section 1 — Governing Body. The governing body of this club shall be the board constituted as the bylaws may provide.

Section 2 — Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 — Board Action Final. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article XI, section 6, may either appeal to the club or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 — Officers. The club officers shall be a president, a president-elect, and one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide.

Section 5 — Election of Officers.

- (a) Terms of Officers other than President. Each officer shall be elected as provided in the bylaws. Except for the president, each officer shall take office on 1 July immediately following

election and shall serve for the term of office or until a successor has been duly elected and qualified.

(b) Term of President. The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office. The president shall serve as president-elect for the year immediately preceding the year as president. The president shall take office on 1 July and shall serve for a period of one (1) year or until a successor has been duly elected and qualified.

(c) Qualifications. Each officer and director shall be a member in good standing of this club. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect.

Article X - Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article VI, section 4 shall not be required to pay a second admission fee.

Article XI - Duration of Membership

Section 1 — Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2—Automatic Termination.

(a) Membership Qualifications Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:

(1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member is still active in the same classification and continues to meet all other conditions of club membership;

(2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member remains active in the same classification and continues to meet all other conditions of club membership; and

(3) a member whose classification is lost without default of the member may retain such classification and be granted a special leave of absence not to exceed one (1) year to enable the member to obtain new employment in the current or a new classification. Such member must continue to meet all other conditions of club membership. Termination of membership would take effect only at the end of the period of leave granted to the member.

(b) How to Rejoin. When the membership of a member has terminated as provided in subsection (a) of this section, such person may make new application for membership, under the same or another classification. A second admission fee shall not be required.

(c) Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3— Termination — Non-payment of Dues.

(a) Process. Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not

paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.

(b) Reinstatement. The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification has been filled.

Section 4— Termination — Non-attendance.

(a) Attendance Percentages. A member must:

- (1) attend or make up at least 60 percent of club regular meetings in each half of the year;
- (2) attend at least 30 percent of this club's regular meetings in each half of the year.

If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such non-attendance for good cause.

(b) Consecutive Absences. Unless otherwise excused by the board for good and sufficient reason or pursuant to article VIII, sections 2 or 3, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5— Termination — Other Causes.

(a) Good Cause. The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose.

(b) Notice. Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(c) Filling Class Vacancy. When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced.

Section 6— Right to Appeal or Arbitrate Termination.

(a) Notice. Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention either to appeal to the club or to arbitrate as provided in article XV.

(b) Date for Hearing of Appeal. In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty- one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

(d) Appeal. If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(e) Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Section 7 — Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 — Resignation. The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 — Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

Article XII - Community, National, and International Affairs

Section 1 — Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 — No Endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 — Non-Political.

(a) Resolutions and Opinions. This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) Appeals. This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 — Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article XIII - Rotary Magazines

Section 1 — Mandatory Subscription. Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 — Subscription Collection. The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article XIV - Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member

shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article XV - Arbitration

Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall be settled, upon a request to the secretary by any of the disputants, by arbitration. The procedure utilized for such arbitration shall be as provided in article XI, section 6, subsections (c) and (e).

Article XVI- Bylaws

This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

Article XVII - Interpretation

Throughout this constitution, the terminology “mail,” “mailing,” and “ballot-by mail” will include utilization of electronic mail (e-mail) and Internet technology to reduce costs and increase responsiveness.

Article XVIII - Amendments

Section 1 — Manner of Amending. Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.

Section 2 — Amending Article II and Article III. Article II (Name) and Article III (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved.

Bylaws of the Rotary Club of Vallejo

Article I Election of Directors and Officers

Section 1 — Officers and Directors are nominated by the Nominating Committee. The Nominating Committee is comprised of Past Presidents. The Nominating Committee meets in November to nominate a slate of Officers and Directors for the following year. Positions to be filled during the nominating process include: president, vice-president, secretary, treasurer, and seven (7) members of the board of directors. Once the Nominating Committee has identified the candidates, candidates are notified in advance of the regular meeting in which they are to be nominated, to solicit their interest and desire to serve the club. The nominations will be published in the Propeller one week in advance of being presented by the nominating committee at a general meeting of the club, at which time the members in attendance may nominate additional candidates for consideration. The slate of candidates is presented (3) times before nominations are closed and the slate is finalized. The nominations duly made shall be voted for at the annual meeting. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. The president elected in such balloting shall serve as a member of the board as president-elect 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 the year of service on the board as president-elect.

Section 2 — The officers and directors, so elected, together with the immediate past president shall constitute the board of directors. Within one week after their election, the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 — A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 4 — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

Article II Board of Directors

The governing body of this club shall be the board of directors consisting of 13 members of this club, namely, 7 directors elected in accordance with article I, section 1, of these bylaws, the president, vice-president, president-elect, secretary, treasurer, and the immediate past president. The offices of vice president and immediate past president, plus secretary and treasurer may be combined, thus bringing the total to twelve (12) or eleven (11).

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 and to perform such other duties as ordinarily pertain to the office of 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 or the board.

Section 3 — Vice-President/Immediate Past President. It shall be the duty of the vice-president/immediate past president to preside at meetings of the club and board in the absence of

the president and to perform such other duties as ordinarily pertain to the office of vice-president/immediate past president.

Section 4 — Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general secretary 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, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit to RI 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 same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain 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 property.

Section 6 — Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Article IV Meetings

Section 1 — Annual Meeting. The Nominating Committee (comprised of past club presidents) shall meet and submit their report/slate of officers and directors to the President no later than November ~ of each year. An annual meeting of this club shall be held on the first Thursday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. The results of the election of officers and directors shall be reported to Rotary International on or before December 31st in each year, or such other date as Rotary International may require.

Section 2 — The regular weekly meetings of this club shall be held on Thursday at 12:15 p.m.. 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 by the board of directors of this club, pursuant to article VIII, section 2 (b) 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 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 VIII, section 1.

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 dates, times and places the president shall designate. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5 — A majority of the board members shall constitute a quorum of the board.

Article V Fees and Dues

Section 1 — The admission fee shall be established by the Board and published in the Club Policy and Procedure manual and is to be paid before the applicant can qualify as a member.

Section 2 — The membership dues shall be established by the Board and published in the Club Policy and Procedure manual, payable annually on the first day of July and shall be delinquent if paid after July 31st. Dues paid after July 31st will have a late fee added. The late fee will be determined by the Board and will be published in the Club Policy and Procedure manual. Dues remaining unpaid after September 1st shall subject the member to termination of their membership in the Club at the discretion of the Board of Directors. An amount established by Rotary International of each annual payment shall be applied to each member's subscription to THE ROTARIAN magazine.

Article VI Method of Voting

The business of this club shall be transacted by viva voce (voice) vote.

Article VII Committees

Committees for the club will be established to support the overall service mission of the club and will reflect the structure, avenues of service, and guidelines established by RI. It is the responsibility of the President and the Board to review the committee structure on an annual basis and to make adjustments as necessary to ensure that the organizational and committee structure are adequate to facilitate the achievement of the club's objectives, consistent with article IV of the club's charter.

Article VIII Duties of Committees

Section 1 - The duties of each committee, with the exception of the Nominating Committee specified in section 2 below, will be established by each committee with the review and approval of the President and Board. Club committees are charged with carrying out the annual and long-range goals of the club based on the Avenues of Service established by RI. The president-elect, president, 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 multiple years to ensure consistency. The president-elect is responsible for appointing committee chairs for their year as President.

Section 2 — Nominating Committee. This committee, which is comprised of past presidents, shall meet each year to consider and vote on the slate of officers and directors to be presented to the club for election to office for the ensuing year. This committee shall submit their report of the officers and directors being nominated for election to the president no later than November 15th of each year.

Article IX 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. Such leave of absence does not operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized

under the provisions of article VIII, section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the club.

Article X Finances

Section 1 — The treasurer shall deposit all funds of the club in some bank to be named by the board.

Section 2 — All bills shall be paid only by checks signed by the treasurer upon vouchers signed by any two officers. A thorough review by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions. In the Treasurer's absence, the Treasurer shall transfer the checkbook to any Officer authorized by the Board to sign checks. A list of Board Members Authorized to sign checks shall be maintained in the Board Resolutions section of the Policy and Procedure Manual.

Section 3 — Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 — The fiscal year of this club shall extend from July 1st to June 30th. Member dues shall be collected annually on July 1st. The payment of per capita dues to the RI District and RI, and magazine subscriptions to RI, shall be made on July 1st and January 1st of each year as required on the basis of the membership of the club on those dates. New members joining the Club shall pay dues prorated quarterly for the remainder of the year based on the quarter in which the new member joins the club.

Section 5 — Prior to the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board. Additionally, the Board shall appoint a finance Committee consisting of the Treasurer and four members of the Board to review financial records and reports monthly. The Finance committee shall review authorized program expenditures and any proposed unapproved expenditures, or proposed new programs for the board's consideration. The Committee shall make a summary report to the Board monthly regarding the status of the club's finances complete with recommendations for any changes or actions deemed necessary.

Section 6 — Operating Reserves. The club shall maintain a reserve of at least \$40,000 in a savings account with these funds committed for up to one year. This account shall be kept separate from other Vallejo Rotary funds. The account shall be in the highest yielding, but low risk-type of account possible. Interest from this account may be used by the club for community needs as determined by the board. The principal amount of this account may only be withdrawn after all other avenues of fundraising have been exhausted and with the approval of the Board. Any withdrawal from this account is to be considered a loan and must be repaid within 2 years from the date of the withdrawal. Interest will be accrued at a rate equal to the average interest rate earned on the remaining balance of the Operating Reserve savings account during the term of the loan.

Article XI 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 for the time being 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 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), membership dues, and first quarter lunch fees, 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 required fees (if not honorary membership), shall be considered to be elected to membership.

Section 6 — Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

Section 7 — Honorary Membership. The board may elect a person to Honorary Membership. The term of such membership shall be 10 years, unless otherwise specified by the board. Honorary memberships are meritorious membership designations. The Board reserves the right to request that the Honorary Member apply for active dues paying membership, should the criteria under which the Honorary Member was granted Honorary Membership status change.

Article XII Resolutions

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

Article XIII Order of Business

Meeting called to order.

Introduction of visiting Rotarians and guests.

Correspondence, announcements, and rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article XIV 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 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 club constitution and with the constitution and bylaws of RI.