

**By Laws of the Rotary Club
of Santa Cruz
Adopted 21 June 2002
Amended November 2002**

Article I - Governing Body

The governing body of this Club shall be a Board of Directors herein referred to as the Board, elected in accordance with Article III, Section 3 of these Bylaws. The voting members of the Board shall consist of the President, President-Elect and eight Directors. The Directors shall each serve a two year term with four new Directors being elected each year. The Directors serving their remaining year shall be known as Senior Directors and those beginning their two year terms shall be known as Junior Directors. The Secretary, Treasurer, Sergeant-at-Arms and President-Elect designate shall be ex-officio members of the Board without a vote.

Article II - 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 such other duties as ordinarily pertain to his office.

Section 2 - President-Elect. It shall be the duty of the President-Elect to preside at meetings of the Club in the absence of the President, or appoint a Senior Director to do so instead, and to perform such other duties as ordinarily pertain to his office. It is expected that the President-Elect will attend the President-Elect training Seminar and shall represent our Club at the Rotary International Convention held just prior to the fiscal year he/she will assume the office of President and shall attend all Area and District functions as expected of the President. The President-Elect will also serve as the Program Coordinator for the Club and will work with the Junior Directors to arrange programs at regular meetings.

Section 3 - President-Elect Designate. No special duties are assigned to the President-Elect Designate. As an ex-officio member of the Board, the President-Elect Designate may attend Board meetings. The President-Elect Designate shall become President-Elect at the start of the next fiscal year.

Section 4 - Senior Directors. As members of the Board, Senior Directors shall each chair one of the Avenues of Service as appointed by the President. Each Senior Director shall work with the committee chairs under his/her Avenue of Service so that the programs of the Club are carried out.

Section 5 - Junior Directors. As members of the Board, the Junior Directors will serve as the Program Committee for the Club. Each Junior Director will arrange the programs for the Club for a consecutive three month period as assigned by the President. The President-Elect will serve as the coordinator for the Program Committee.

Section 6 - Additional Duties of Directors. It is the responsibility of each Director to support the meetings, programs, functions and projects of the Club. It is considered mandatory that the Directors attend the programs of the Area and District such as Assemblies and Conferences. The Director's attendance at such events is important to the operation of the Club.

Section 7 - Secretary. It shall be the duty of the Secretary to keep records of membership, record attendance at meetings, send out notices of meetings of the Club and Board, record and preserve the minutes of such meetings, make the required reports to Rotary International (RI), including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July 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 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. The Secretary, as an ex-officio member of the Board, shall attend the Board meetings, make a report to the Board and take and prepare the minutes of the meeting.

Section 8 - 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 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 in his possession. The position of Treasurer may be combined with that of Secretary.

Section 9 - Sergeant-At-Arms. The duties of Sergeant-At-Arms shall be such as usually prescribed for this office and other such duties as may be prescribed by the President or Board.

Article III - Election of Officers and Directors

Section 1 - Nominating Committee. The nominating committee shall be made up of the five

most recent Past Presidents who are still members of the Rotary Club of Santa Cruz, the senior of which shall be the chairman. The committee shall convene during the first two weeks of November. At the third meeting in November the committee shall announce to the Club its nominations for the new President-Elect designate and four Junior Directors-Elect designates. Other nominations may be made by any member of the Club at that time. If there are no nominations made from the floor, the slate as presented may be elected by acclamation. If other nominations are made, an election by secret ballot shall be held at the next regular meeting of the Club.

(a) For the election to the office of President-Elect Designate a majority of the votes cast shall constitute election. If a majority of the votes cast is not received by any candidate, the two candidates receiving the highest number of votes shall be voted on again at the same meeting.

(b) For election of Junior Directors-Elect designate, the candidates receiving the highest number of votes shall be elected for a term of two years. In the event of a tie, for the fourth directors position, another ballot shall be taken at this same meeting with those tied becoming the names on the ballot.

Section 2 - Appointments. The members of the current Board of Directors shall meet, at the call of the President-Elect during the second month preceding commencement of the fiscal year to complete business hereafter provided for in this section. The President-Elect shall appoint a Secretary, Treasurer and Sergeant-At-Arms from the membership of the Club, subject to a majority approval of the current Board.

Section 3 - Vacancies. A vacancy among the Junior and Senior Directors shall be filled by nomination by the President and approval by the Board.

Article IV - Meetings

Section 1 - Annual Meeting. An annual meeting of the Club shall be held at the third meeting of November each year to conduct elections as prescribed in Article III, Section 1, for officers and directors to serve for the ensuing year.

Section 2 - Regular Meeting. The regular meeting of the Club shall be held on Friday at 12:10 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 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 for in the Rotary Constitution, Article VIII, Section 1.

Section 3 - Board of Directors. Regular meetings of the Board shall be held on the second Wednesday of each month at 5:30 P.M. at a place to be designated by the President. Special meetings shall be called by the President, whenever deemed necessary, or upon request of two (2) members of the Board, due notice having been given.

Section 4 - Quorum. One third of the membership shall constitute a quorum at the annual meeting and regular meetings of the Club. Fifty percent plus one of the Board members shall be present to constitute a quorum of the Board at Board meetings.

Article V - Fees and Dues

Section 1 - Admission Fee. An admission fee for the Club membership shall be established by resolution adopted by the Board subject to two-thirds vote of the membership present at the Regular Meeting when the resolution is voted upon.

Section 2 - Annual Membership Dues. Annual Club membership dues shall be established by resolution adopted by the Board subject to two-thirds vote of the membership, provided there is a quorum present. Dues shall be payable semiannually on the first day of July and of January. Dues shall automatically include the members' dues to RI, the subscription fee to The Rotarian and dues to District 5170. Except when there is an increase in dues by RI, the subscription fee to The Rotarian, or the dues paid District 5170, or other fees or dues over which the Board has no control, the Board may vote to increase the amount of Club dues to offset those increases without having to have a vote of the membership.

Article VI - Method of Voting

The business of the Club shall be transacted by voice vote, except the election of the President-Elect Designate, or such matters as deemed appropriate by the President, which shall be by secret ballot or acclamation as provided in Article III, Section 1.

Article VII - Committees

Section 1 - The President shall appoint each Senior Director to chair one of the following Avenues of Service:

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

Section 2 - The President shall appoint the Junior Directors to serve as the Program Committee, of which the President-Elect shall serve as Program Coordinator, as described in Article II, Section 2.

Section 3 - Committees.

(a) The Senior Directors serving as chairs of Club Service, Community Service, International Service and Vocational Service committees shall be responsible for all activities within their Avenue of Service and shall supervise and coordinate the work of all committees appointed on their particular phase of service.

(b) The President shall appoint, subject to the approval of the Board, the following standing committees:

Club Service:

Attendance	Audit
Bulletin	Classification
Club Drawing	Detective
Historian/Photographer	Invocations
Membership Clearance	
Membership Development	Music
Public Relations	Rotary Information
Sunshine	Website

Community Service;

Benevolence and Grants	Interact
RotaCare	Senior Citizens
Rotary Youth Leadership Award (RYLA)	
Speech Contest	
Youth Activities and Boy/Girl Scouts	

International Service:

Ambassadorial Scholarship	
Group Study Exchange	Rotary Foundation
Sister City Coordinator	
World Community Service	Youth Exchange

Vocational Service:

Career Planning	Club Directory
Fellowship	Magazine
Scholarships	

(c) The President, with the approval of the Board, may appoint one or more additional committees dealing with various Avenues of Service as deemed necessary for the administration and operation of the Club.

Section 4 - The President shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.

Section 5 - Committee Responsibilities. Each committee shall transact such business as may be referred to it by the President or Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made to and approved by the Board.

Article VIII - Duties of Committees

Section 1 - Club Service. This committee shall devise and carry into effect plans which will guide and assist members of this Club in discharging their responsibilities in matters relating to Club Service. The Senior Director chairing the Club Service committee shall be responsible for regular meetings of the committee and shall report to the Board on all Club Service activities.

(a) Attendance Committee. This committee shall, for each meeting, provide the Secretary with a meeting attendance report for recording and shall devise means to encourage attendance at all Rotary meetings, including attendance at District conferences, intercity meetings, regional conferences, and international conferences by all Club members. This committee shall especially encourage attendance at regular meetings of this Club and to make up at other clubs when unable to attend meetings of this Club; keep all members informed of attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance. The committee will mail a copy of Rotary *Spokes* to each member unable to attend a regular meeting.

(b) Audit Committee. The committee shall arrange for a thorough audit by a certified public accountant, or other qualified person, once each year of all the Club's financial transactions. A written report shall be submitted to the Board for their review and approval in a timely manner but no less than 6 months after the close of the fiscal year.

(c) Bulletin Committee. The principal functions of this committee are to publish a weekly bulletin and to stimulate interest and improve attendance, highlight the program of the day, announce the program for forthcoming meetings, relate highlights of previous meetings, promote special events and special meetings of the Club, promote fellowship, contribute to the Rotary education of all members, report news of the Club, of its members and of the worldwide Rotary program, and publish names and proposed classification of prospective members who have submitted their membership applications. As soon as practicable, publish the bulletin online.

(d) Classification Committee. The committee shall counsel with the Board on all classification problems and make recommendations to the Board for an appropriate classification for new member applicants.

(e) Club Drawing. It is the responsibility of this committee to arrange for the Club drawing at the regular meetings, to provide appropriate prizes, sell

tickets and shall, when requested by the President, provide the same for any special meetings.

(f) Detective Committee. The function of this committee shall be to raise funds for the service fund in an interesting and entertaining manner.

(g) Historian/Photographer. This committee shall compile and preserve records, pictorial and written, of the activities of the Club.

(h) Invocations. This committee shall be responsible for providing the invocation at all meetings and when requested by the President. In addition, a member of the committee shall be available to minister to the needs of any member who does not have contact with a specific church or synagogue and who may request such assistance.

(i) Membership Clearance. This committee shall consider all proposals for membership from the personal side, shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report its recommendations on all applications to the President and Board through the Secretary.

(j) Membership Development. This committee shall continuously review the Club roster of filled and unfilled classifications and take positive action to initiate and present to the Board names of suitable person to fill open classifications.

(k) Music. The function of this committee is to provide musical entertainment for the Club as requested by the President or Board.

(l) Public Relations. This committee shall devise and carry into effect plans to give the public general information about Rotary, its history, object, and scope; and to secure proper publicity for the Club.

(m) Rotary Information. This committee shall devise and carry into effect plans to give prospective members information about the privileges and responsibilities of membership in this Rotary Club; give membership, especially the new members, adequate understanding of the privileges and responsibilities of members; give information about Rotary, its history, object, scope and activities; and encourage new members to support the Rotary Foundation by becoming sustaining Members and Paul Harris Fellows as soon as possible.

(n) Sunshine Committee. It shall be the responsibility of this committee to report to the members on the sickness and health of members of this Club. This committee shall arrange visit, when allowed, members who are hospitalized, in a

nursing home or confined to home and send get-well cards as the occasion warrants.

(o) Website. This committee shall maintain the Club's website.

Section 2. Community Service. This committee shall devise and carry into effect plans which will guide and assist members of this Club in discharging their responsibilities in the community relationships. The Senior Director chairing this committee shall be responsible for the Community Service Activities of the Club and shall supervise and coordinate the work of any committees which may be appointed on particular phases of Community Service, including the following:

(a) Benevolence and Grants. It shall be the responsibility of this committee to review all grant requests presented to the Club and report recommendations to the President in writing, through the Secretary, in a timely manner for action by the Board. The committee shall consist of not less than five (5) members.

(b) Rotary Youth Leadership Award (RYLA). It shall be the responsibility of this committee to distribute the local high school publicity and applications for this Rotary leadership program; review all applications, interview acceptable candidates and to approve those who will attend this program and report their selections to the President and District Rotary RYLA Chairperson.

(c) Interact. It shall be the responsibility of this committee to promote and foster Interact Clubs in our local high schools, attend meetings of the Interact Clubs sponsored by our Club, promote programs between Interact Clubs and our Club, and if Interact ceases to exist, promote reestablishment of the club.

(d) Rotacare. This committee assists in establishing clinics to provide free health care to those in need.

(e) Senior Citizens. It shall be the responsibility of this committee to annually review the needs of the senior citizens in the community and to develop programs which will be to their benefit.

(f) Speech Contest. It shall be the responsibility of this committee to promote the annual District Speech Contest by scheduling a contest to be held at a regular Club meeting during the time set by the District. This committee shall promote, within the high schools, participation in the speech contest. Awards to the participants shall be as provided for in the District rules for the Speech Contest.

(g) Youth Activities and Boy/Girl Scouts. It shall be the responsibility of this committee to annually review the commitment and sponsorship of youth programs, organizations, sports and activities and

to report to the President any recommendations of this committee having to do with sponsorship of youth sports and youth organizations.

Section 3. International Service.

This committee shall devise and carry into effect plans which will guide and assist members of this Club in discharging their responsibilities in matters relating to International Service. The Senior Director serving as chair of this committee shall supervise and coordinate the work of any committees which may be appointed on particular phases of International Service, including the following:

- (a) Ambassadorial Scholarship. University students interested in studying for one year and acting as ambassador for Rotary may apply. The Club Ambassador Scholarship committee will consider the applications and those that get a favorable review are sent on to the District Ambassadorial Scholarship committee. One applicant is selected Districtwide on an annual basis.
- (b) Group Study Exchange. It is the responsibility of this committee to promote the Group Study Exchange program of the Rotary Foundation; to encourage members to seek out qualified persons to take part in this program and to provide a program for any foreign Group Study Exchange team which visits our area and from time to time provide programs at our regular meetings concerning Group Study Exchange.
- (c) International Volunteer Program. It is the responsibility of this committee, through Rotary International, to promote the International Volunteer Program and encourage our members, who qualify, to participate in the program.
- (d) Rotary Foundation. This committee shall consist of three past presidents each serving a period of three staggered consecutive years. Prior to the start of the fiscal year the President-Elect shall appoint a past president to this committee who will replace the member completing his/her three year term. The chair of this committee shall be the member commencing the third year. It shall be the responsibility of this committee to promote programs of the Rotary Foundation; encourage members to become Paul Harris Fellows or sustaining members; encourage continuing contributions from all members including those who are already Paul Harris Fellows; work with the Secretary in keeping records of all contributions made by members to the Rotary Foundation; and to assist the President in the presentation of Paul Harris Fellowships.
- (e) World Community Service. It shall be the responsibility of this committee to promote World Community Service and recommend to the President any worthwhile projects, which could be

implemented in foreign countries which come under the guidelines of Rotary International for World Community Service. This committee shall work closely with the World Community Service Committee of our Rotary District.

(f) Youth Exchange. This committee shall devise and carry into effect plans which will promote youth exchange considering both the youth of our area going abroad and youth of foreign countries visiting here. This includes both short term and long term exchanges. This committee shall work closely with the Youth Exchange Committee of our District.

Section 4. Vocational Service. This committee shall devise and carry into effect plans which will guide and assist members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The Senior Director serving as the chair of this committee shall be responsible for the Vocational Service activities of this Club.

- (a) Career Planning. It shall be the responsibility of this committee to develop programs related to career planning for local high school and college students; to promote career planning within the schools through the school counseling programs; and from time to time to provide programs on vocational service at the regular meetings of our Club.
- (b) Club Directory. It is the responsibility of this committee to publish, as soon as possible after the commencement of the fiscal year, a complete directory of the membership to be distributed to each member of the Club. The directory must under no circumstances, be loaned or given to nonmembers or used for solicitation or mail list.
- (c) Fellowship Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organized Rotary recreational and social activities, provide greeters at all meetings to greet members, visiting Rotarians and guests, and so such work in pursuance of the general object of the Club as may be assigned by the President or Board.
- (d) Magazine Committee. This committee shall stimulate reader interest in *The Rotarian*; sponsor a Magazine Month; arrange for brief monthly reviews of the magazine at a regular Club meeting; encourage the use of the magazine in the introduction of new members; provide a copy of the magazine for non-Rotarian speakers; secure International Service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the Club members and non-Rotarians.

(e) Scholarships. It shall be the responsibility of this committee to provide information and applications to the local high schools, trade and vocational schools regarding monetary scholarships to be awarded annually by our Club from funds allocated by the Santa Cruz Rotary Endowment to students who intend to pursue college or higher education or training in a qualified institution that results in a degree or certificate of completion. This committee shall consist of no less than five (5) members who shall be initially selected by the Vocational Service Director who shall also consult with the Club President.

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.

Article X - Finances

Section 1. The Treasurer shall deposit all funds of the Club in a bank to be chosen by the Board.

Section 2. All bills shall be paid only by checks signed by two persons, the Treasurer and President or in the absence of one or the other, a Senior Director properly authorized. A thorough examination of the Club's financial transactions shall be prepared each fiscal year. Such examinations shall be performed in accordance with standard accounting practices, and may take the form of a formal audit, review report or detailed reconciliation performed by a CPA or other such person with qualifications as determined necessary by the Board.

Section 3. The fiscal year of this Club shall extend from July 1st to June 30th, and for the collection of members' dues is divided into two semiannual periods extending from July 1st to December 31st and from January 1st to June 30th. The payments of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st each year on the basis of membership in the Club on those dates.

Section 4. Not more than ninth (90) days but not less than thirty (30) days prior to the end of the fiscal year the Board shall prepare, or cause to be prepared, a proposed budget of estimate income and expenses for the next fiscal year, which having been agreed to by the Board shall stand as the limit of expenditures for the respective purposes unless otherwise modified by action of the Board.

Article XI - Method of Electing Members

Section 1. Active Members. 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.

Section 2. The application shall be sent by the Secretary concurrently by email or regular mail to the chairs of Membership, Classification, Rotary Information committees and *Spokes* Editor for appropriate action. The committee chairs will promptly report their recommendations or actions to the Secretary.

Section 3. If no written objection to the proposal, stating reason, is received by the board from any active member or committee within seven (7) days following publication of information in the *Spokes*, the application will be submitted to the Board for approval or disapproval at their next regular or special meeting. The Board shall ensure that the proposal meets all the classification and membership requirements of the Club Constitution. If action by the Board is favorable, upon receipt of the membership application and payment of the admission fee and prorated dues, the proposed membership be considered selected to membership.

(a) If an objection is filed with the Board, the proposal shall be considered at any regular or special meeting of the Board and shall ballot, which may be secret, on the proposed member. If not to exceed three (3) negative votes are cast by members of the Board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed fees shall be considered elected to membership.

(b) Following the proposed member's election to membership as herein provided, the Secretary shall then notify the proposer of the new member and arrange for an induction and introduction at a regular meeting of the Club. The Secretary will forward to the general secretary of Rotary International a completed new member form within one week.

(c) In the event the proposed member is rejected, the proposer and candidate shall be notified by the Secretary.

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 - Amendments

These bylaws may be amended at any regular meeting, a quorum, as previously defined being present, by a two-thirds vote of all members present, provided that a written or printed notice of such proposed amendment shall have been mailed or given 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 Bylaws of Rotary International.

Approved 13 June 2002
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