

**Bylaws
of the
Rotary Club of Westlake Village Sunrise
(As amended: 2015)
Approved: 2015-16
Approved: 2016-17**

Article 1 Definitions

As used in these Bylaws, unless the context otherwise clearly requires, the following definitions apply.

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

Article 2 Name

The name of this club is as follows: The Rotary Club of Westlake Village Sunrise

Article 2 Board

The governing body of this club shall be the board consisting of eleven (11) members of this club, elected in accordance with article 3 of these bylaws, including the president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, the immediate past president, and six other board members. The board may elect to add or delete positions on the board as determined by a vote of a majority of the board.

Article 3 Election of Directors and Officers

Section 1 - 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 all open seats on the board. The nominations shall be considered by a nominating committee, which shall consist of the president, vice-president/president-elect, and all active past presidents of the club, and shall be led by the immediate past president. The nominating committee shall review the qualifications of the nominees, and shall recommend a slate of candidates. The recommended slate shall be submitted to the current board for its consideration. A final slate of candidates shall be approved by the board, and shall be placed on a ballot in alphabetical order. At the annual

meeting, the written ballots shall be distributed to the members, additional nominations shall be accepted from the floor, and an election by written ballot shall be held. The candidates for the open board positions receiving the most votes shall be declared elected to the board for a two year term, commencing on the first day of July next following the election. The candidate for vice-president/president-elect shall be selected by the nominating committee and confirmed by the board, prior to the annual meeting. The vice-president/president-elect shall become president of the club on the first day of July following his/her year of service as vice- president/president-elect.

Section 2 - The incoming president, the president-elect nominee, the outgoing president, the other current directors with an additional year of their term remaining, and the newly elected directors shall constitute the board for the Rotary year commencing the first day of July next following the election. Within no more than thirty (30) days following their election, the directors-elect shall meet and confirm the incoming officers (president, vice-president/president-elect, secretary and treasurer), as selected by the president-elect. The remaining board responsibilities shall be determined by the president-elect following the election and prior to the District Assembly.

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

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

Article 4 Duties of Officers

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

Section 2 - *Vice-President/President-elect*. It shall be the duty of the vice-president/president-elect to serve on the board, 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 vice-president/president-elect.

Section 3 - *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, 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 - *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Article 5 Meetings

Section 1 - Annual Meeting. An annual meeting of this club shall be held during December each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this club shall be held on Friday mornings at 7:00 a.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 pursuant to article 8, sections 3 and 4 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least 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 8, sections 1 and 2.

Section 3 - One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 - Regular meetings of the board shall be held monthly on a date to be agreed to by the board. 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 - A majority of the directors shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 - The admission fee shall be as set forth in the Continuing Resolutions.

Section 2 - The membership dues shall be billed monthly, as set forth in the Continuing Resolutions, with the understanding that a portion of said dues shall be applied to each member's Rotary International dues and District dues, including a subscription to the RI official magazine.

Article 7 Method of Voting

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

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.)

Article 8 Five Avenues of Service

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service and Youth Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the Five Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members may be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill

vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees may be appointed as follows:

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Club Public Relations**
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Club Administration**
This committee should conduct activities associated with the effective operation of the club.
- **Service Projects**
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation**
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) 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.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.

Article 10 Duties of Committees

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

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

Article 11 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.

{Note: 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 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 8, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.}

Article 12 Finances

Section 1 - Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 - The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 - Except to the extent consistent with an approved budget for club operations, all bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

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

Section 5 - 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 6 - The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and R1 official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 7 – The board may request that certain expenses for fund raising and other qualified charitable efforts be paid for by the club's Sunrise Foundation. The club shall reimburse all such expenses and can, at its discretion deposit other funds with the Sunrise Foundation.

Article 13 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 or membership chair. 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 (in consultation with the membership committee) 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 or membership director, 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 and membership director 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 board may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board for a one-year membership term, subject to renewal at the board's discretion.

Article 14 Resolutions

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion. Prior to action by the board, all resolutions, motions or other proposals for the use of club resources shall first be approved by the appropriate Avenue of Service or other committee, whenever possible.

Article 15 Order of Business

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

Article 16 Amendments

These bylaws may be amended 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 standard Rotary club constitution and with the constitution and bylaws of RI.