



BY-LAWS

(Amended and Ratified June 20, 2024)

San Clemente Rotary Club
Club No.6232 - Chartered March 26, 1946
Mailing Address:
P.O. Box 4, San Clemente, CA 92674

BY-LAWS OF SAN CLEMENTE ROTARY CLUB

ARTICLE I BOARD OF DIRECTORS

The governing body of this Rotary Club shall be the board of directors consisting of eleven (11) members of this club, namely the president, president-elect, immediate past president, secretary, treasurer, and six (6) directors elected in accordance with article II of these bylaws. If a member should hold more than one position, an additional director can be included to bring the total to eleven directors.

ARTICLE II ELECTION OF DIRECTORS AND OFFICERS

Section 1. A nominating committee shall be selected and named by current president no later than November 15 of the current year. The committee shall be composed of up to five (5) active members who are past-presidents. The presiding chair shall inform the membership of the club that the nominating committee is soliciting nominations for president elect. The membership shall have two weeks to submit nominations in writing to the nominating committee for their consideration by December 1. The committee shall consider every member of the club who is in good standing for election to all offices. The committee shall select a candidate for president-elect nominee to be presented for an up or down vote at the next Annual Meeting of the club. In addition, the sitting President-Elect shall nominate officers and directors that comprise his/her board for submission to the membership for an up or down vote at the Annual Meeting. The membership shall have the power to nominate candidates from the floor prior to the vote.

Section 2. The president-elect shall call a meeting of the board of directors-elect as soon as practical following their election in order to determine committee organization and assignments for the forthcoming Rotary year.

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 III DUTIES OF DIRECTORS

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 pertains to the office. The president is also expected to represent the club at all and district events, meetings and conferences. If the president is unable to attend a district meeting, he/she should find a substitute to represent the club at these events. The president will supervise the activities and responsibilities of club directors and their committees. The president is responsible for coming up with an agenda for each meeting over which the president is expected to preside, and will help his alternate have an agenda ready in his/her absence.

Section 2. Immediate Past President. It shall be the duty of the past president to serve as a member of the board, to advise the president and the board concerning the constitution, bylaws and history of the club, and to perform such other duties as may be prescribed by the president or the board. The Past President is also free to hold any other office while serving as past president.

Section 3. 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 be available to preside over club and board meetings in the absence of the president. The president elect shall also perform other duties as may be prescribed by the president or the board. The president-elect is responsible to learn the duties of president and is expected attend the district President Elect Training (PETs), Rotary International Convention, the district conference, as well as any district events for president elects.

Section 4. Secretary. It shall be the duty of the secretary to keep the records of the club including, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make periodic reports to the Rotary District and Rotary International as required and perform such other duties as usually pertain to the office as secretary. The secretary shall serve as the primary club administrator.

Section 5. Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club monthly and at any other time upon demand by the board, and to perform such other duties as pertain to the office. The treasurer is responsible for proposing a budget for the upcoming fiscal year; to make recommendations to the board about any issue regarding the finances of the club; and to bring to the board's attention, in a timely fashion, any issue or concern about the clubs finances. Upon retirement from office, the treasurer shall turn over to their successor, or the president, all funds, books of record, and any other club property in their possession.

Section 6. Membership Director. It shall be the duty of the membership director to oversee the membership development and retention activities of the club's membership. The director shall be responsible for the adhering to club's procedure for proposing a new member, and for the on-boarding of new members. The director will be responsible for scheduling new member's orientation and the induction date of the member. The membership director will preside over the induction presentation. The membership director will supervise or coordinate the work of any committees that may involve membership development and retention.

Section 7. Public Relations Director. It shall be the duty of the public relations director to oversee the public relations and public image activities of the club including media relations, social media, website, and public image strategies. The Chair shall supervise and coordinate the work of any committees that may be appointed on particular phases of public relations and public image.

Section 8. Rotary Foundation Director. (aka TRF) It shall be the duty of the TRF director to oversee the fundraising activities necessary to meet TRF's giving goals of the club; to coordinate donations to TRF; and ensuring that proper credit and points are given to each member for their donations. The director shall promote TRF events and educate the membership regarding the workings of TRF. The director will coordinate awards, i.e., Paul Harris Fellow, with the club president, and shall supervise and coordinate the work of any committees that may involve TRF.

Section 9. Service Projects Director. It shall be the duty of the service projects director to oversee the following committees: Community Service, Club Service, Vocational Service, International Service, Youth Service, Environmental. The director shall also oversee any of the club's fundraising activities. The director shall create any other committee as deemed necessary by him/her or the board. The director shall communicate with each committee head to help them understand their scope and responsibility of their respective committees.

Section 10. Members at Large. The remaining board shall be met by members at large. These directors shall be members in good standing and have a good working knowledge of the club. It is expected that the members at large be selected from other committee heads but isn't required. If in the event of co-presidencies, then one of the members at large positions will be filled by one of the co-presidents.

Section 11. President-Elect-Nominee. It shall be the duty of the president-elect-nominee to serve at the direction of the President but does not serve as a board member unless otherwise named as a member at large. This position does not preclude him/her in serving the club in another capacity.

ARTICLE IV MEETINGS

Section 1. Annual Meeting. An annual meeting of this club shall be held on the first meeting of December in each year, at which time the election of the officers for ensuing Rotary year shall take place. The board will the approve the other directors at a later date but before the beginning of the fiscal year. One-third of the membership shall constitute a quorum at the annual meeting.

Section 2. Regular meetings. The regular meetings of this club shall be held on second and fourth Thursdays of each month (bi-monthly) at a time and place in San Clemente as

designated by the board. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club via normal club communications within a reasonable amount of time before such change.

Section 3. Regular board meetings shall be held monthly at a time and place as determined by the president. Special or ad hoc meetings of the board shall be called by the president whenever deemed necessary, or upon the request of two members of the board. Notice of each meeting shall be communicated to the membership. All members of the club can attend a board meeting, but will not vote on any motion. Any business brought before the board should be discussed with the president prior the meeting. The president will be responsible for sending out an agenda to the board members before each meeting. It is expected that the minutes of the prior board meeting be sent by the secretary, and the treasurer's report be sent out prior to each meeting. A majority of the board members shall constitute a quorum of the board.

ARTICLE V FEES AND DUES

Section 1. An application fee shall be set by the Board of Directors and is to be paid before the applicant can qualify as a member.

Section 2 - The board of directors shall set the membership dues. The dues are payable the first day of January, April, July, and October. A portion of each quarterly payment shall be applied to each member's Rotary International and district dues and magazine subscription.

Section 3. It is expected that the treasurer send out dues invoices prior to the end of each quarter. All members shall keep dues current. Members whose dues are late will be contacted by the club president or his/her designee and asked to submit their payment or plan to bring their dues current.

Section 4 - Treasurer shall report to the board all club members behind on their dues at each board meeting. The treasurer has the primary responsibility of administration of collecting club dues and fees.

ARTICLE VI METHODS OF VOTING

Section 1. Voting The business of this club shall be transacted by vocal vote or affirmation (*viva voce*) unless the board and /or president determines that a specific resolution be considered by written ballot. The current secretary will be responsible for running this election.

ARTICLE VII COMMITTEES

Section 1. a. The direction of club activities shall be through committees, each responsible directly or indirectly to a designated member of the board of directors. In so far as practical, committee chairpersons for the forthcoming year are to be assigned by the president elect prior to his installation as president so that the new committees can become effective at the start of the Rotary year.

b. The club shall operate with various committees based on the need of the club, as directed by the board of directors, in order that the club may fulfill its objective of as service club. The committees are as follows (but not limited to): Club Service, Vocational Service, Community Service, International Service, Youth Services, Club Foundation, Rotary International Foundation, Fund-raising, Public Relations, Club Programs and Charity Selection.

c. The president in consultation with the board shall appoint committees as required by the Object of Rotary and the stated avenues of service and causes dictated by Rotary International. The chairpersons of committees will be appointed by the president.

d. Committee chairs shall organize and direct the work of their committee, delegating specific duties to each member and report.

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

f. Each committee shall transact such business as is delegated to it by the by-laws 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 only make commitments with board approval. It is each chair's responsibility to bring to the boards attention any item that should be brought up for a vote. Committee chairs may not bind the club to any financial obligation without the express consent of the board.

g. Each committee chair will reach out to members to be part of their respective committee. Each chair should be responsible for creating standard operating procedures to ensure the efficient operation of club business.

ARTICLE VIII OTHER COMMITTEE DUTIES AND DESCRIPTIONS

Section 1. Duties of officers and several of the committee chairs are contained within these bylaws. Each committee chair shall organize the work of the committee, delegating

specific duties to each member, preparing reports as requested by the director and performing such duties as deemed appropriate to fulfill the Object of Rotary.

Section 2. Club Service focuses on strengthening fellowship and ensuring the smooth functioning of Rotary meetings and events

Section 4. Vocational Service involves club members serving others through their professions and aspiring to high ethical standards. Rotarians, as business leaders, look for opportunities to share skills, knowledge, and expertise through their vocations with current members and leaders of our local businesses.

Section 5. Community Service is the opportunity Rotary clubs have to implement club projects and activities that positively impact and improve life in the local community. Local Fundraising

- a. District Grant coordinator. This coordinator is responsible for understanding the district's grant process, procedures and deadlines. The coordinator will bring to the attention to the board any grant opportunities and work to facilitate any funding requirements.

Section 6. International Service encompasses efforts to expand Rotary's humanitarian reach in the world and to promote world understanding and peace.

- b. Global Grant coordinator. This coordinator is responsible for understanding RI's Global Grant process and coordinating with other clubs. The coordinator will bring to the attention to the board any global grant opportunities and work to facilitate any funding requirements between clubs.

Section 7. The Youth Service committee recognizes the positive change implemented by youth and young adults involved in leadership development activities, community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding. This coordinator will oversee various youth activities including scholarship committee; RYLA and Interact.

Section 8. The Charity Selection committee supports the clubs charitable intent by making financial support recommendations to the board and to the San Clemente Rotary Foundation.

Section 9. Fund Raising Service. This committee encompasses all areas of developing financial resources for the club to support its charity efforts.

Section 10. The Program committee is responsible for the presentation content of each regular meeting or special program. The chair is responsible for arranging speakers at the meetings, and is expected to coordinate any special meetings during the year. The programs and speakers should be communicated to the President before each meeting to the information can be added to the agenda.

Section 11. Environmental Committee. This committee aligns with RIs focus and environment health of our planet and our local communities. This coordinator shall bring projects and programs to our club that aligns with RIs.

Section 12 Other provisions.

- a. Additional ad hoc committees may be appointed as needed.
- b. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- c. 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, which will include who will be responsible for each action step and when each step will be completed.
- d. 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.

Section 12. Duties of Committees. Each committee shall have a specific mandate, clearly defined measurable goals, and action plans established by the beginning of each year for implementation during the course of the year. Each committee head is responsible for their respective committee, its operations and accountability to the San Clemente Rotary, the board and its members.

Section 13. The San Clemente Rotary Foundation (SCRF) is a distinct and separate organization apart from San Clemente Rotary and acts independently of the club. The SCRF maintains its own board, by-laws and financial accounts.

ARTICLE IX **LEAVE OF ABSENCE**

Section 1. Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted. Each Leave of Absence will have a stated time and may be continued by the board at the board's discretion if requested by the member. The members shall continue to pay dues at the new member rate during this time.

ARTICLE X **FINANCES**

Section 1. The treasurer shall ensure that all funds of the club are deposited in a bank or banks named by the board in a timely fashion. The treasurer will bring to the board's attention anything that impacts the club finances.

Section 2. Prior to the beginning of each fiscal year, the treasurer, with input from the president and any other member, shall prepare a budget of estimated income and expenditures for the year. The board is to vote to approve the budget and such budget shall stand as the limit of expenditures unless otherwise ordered by action of the board.

Section 3. All bills shall be paid by check or club credit card in a timely fashion. Non-recurring check in excess of \$2,000.00 shall require two (2) authorized signatures. The treasurer shall prepare and submit to the board of directors for their review and approval, a monthly report that includes a balance sheet, and income statement (current period and year-to-date), and account activity documenting all checks written since the prior report.

Section 4. Each July, the board shall decide whether to proceed with a financial audit for the previous year's financials. At any time requested and periodically a financial audit shall be made by a CPA or qualified person selected by the board.

Section 5. No president, officer or board, is empowered to commit the club to spending beyond the Rotary year in which the board or president is elected to serve.

Section 6 - The fiscal year of this club shall extend from July 1 to June 30

ARTICLE XI METHODS OF PROPOSING AND APPROVING MEMBERS

Section 1. A prospective member, after having attended two San Clemente Rotary meetings or events, shall complete an application which shall be presented to the membership chairperson for review and submission to the board. The application shall include the name of a sponsor who is a current active member who will service as the applicant's mentor upon membership acceptance. A sponsor may be assigned by the membership director or president in those cases where no sponsor exists. A transferring member shall go through the same process. The proposal for the time being shall be kept confidential as otherwise provided in this procedure. The application shall include the applicant's signature approving the circulation of the applicant's name to the membership. The applicant will pay an application fee set by the board with the application.

Section 2. The membership will send out the application to the current board for their approval. The board shall approve or disapprove the proposal in a timely manner. Approval can be made by e-mail confirmation of a majority of board members and then ratified by board vote at the subsequent board meeting. The board shall ensure that the applicant meets all the classification and membership requirements of the club.

Section 4. If the decision of the board is favorable, the name and classification of the applicant will be published via e-mail to all of the active members. Any active member will have 72-hours from the e-mail being sent to object, with cause, to the proposed member's application. Any objection should be in writing to the board and contain the reason for the objection. If an objection is filed with the board, it shall be considered at any regular or special meeting of the board and the board shall vote on the proposed member. If no objection is received within the state time period, the applicant shall be considered approved for club membership.

Section 5. If no written objection to the proposed new member is received by the board within 72-hours of e-mail publication, the membership committee chairperson and/or sponsor shall inform the prospective member of his or her acceptance and set up new member orientation and induction date.

Section 6. Following the member's induction ceremony at club meeting, the treasurer shall issue the new member invoices for membership and pro rata dues. The club secretary shall submit all documentation necessary according to the districts and RI's procedures. The sponsor or other assignee will assist the new member in the assimilation to the club.

Section 7. Red Badge. The board shall establish a process for new members to become accustomed to the club. Once all the conditions have been met by the new member, they will be known as a regular member of San Clemente Rotary.

Section 8. No member shall simultaneously hold active membership in another Club.

Section 9. Member Classifications. Beyond being an active member, sometimes known as a regular member, the board shall establish other categories of membership. Each of these memberships will be required to submit an application and go through the membership process.

- a. Partner member. This is either a spouse, a significant other or business partner of a current individual member. This member will pay dues at a rate of 50% of normal dues
- b. New member. This member will pay dues at a rate of 50% of normal dues for their first two years of membership.
- c. Business member. A business joining under their business will pay full dues and have the right have two people of their business to be named members. Any other people from the same business will pay at a rate of 50% of normal dues.
- d. Honorary member. These are members that have been identified by the board, for whatever reason, to be known as Honorary Rotarians of San Clemente Rotary. They do not pay dues but are welcome to attend meetings and events as a Rotarian. The Board shall ratify the Honorary member list before the beginning of each fiscal year.

ARTICLE XII **RESOLUTIONS**

The board is the decision-making body for the club, and retains final authority over any and all decisions of the club. No resolution or motion to commit this club on any matter shall be considered by this 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 being present, by a two-thirds vote of all members present, providing that notice of such proposed amendment shall have been given to each member at least ten days prior 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 Rotary International.