

Bylaws of the Rotary Club of Calistoga

Article I - Board of Directors

The governing body of this club shall be the Board of Directors, consisting of twelve (12) members of the Club, namely six (6) Directors elected in accordance with Article II, Section 1 of these Bylaws and the President, President-elect, Secretary, Treasurer, the Rotary Foundation Chairman and the immediate Past President.

Article II - Election of Directors and Officers

Section 1 - At least one month prior to the District Assembly a nominating committee chaired by the President-elect and consisting of the President and the immediate Past President shall meet for the purpose of nominating candidates for the Board for the ensuing year. The slate of nominees shall be presented at a regular meeting of the Club prior to the District Assembly and shall be voted on at that time. If there are more candidates nominated than positions to be filled, the names of the nominees shall be placed on a ballot in alphabetical order under each position to be filled and shall be voted for at that time. Otherwise, election shall be by voice vote.

Section 2 - The terms of the members of the Board shall be for two (2) years. Terms shall be staggered so that three (3) Directors will be elected each year. The terms shall begin on July 1.

Section 3 - The terms of the officers shall be for one (1) year, beginning July 1.

Section 4 - A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

Section 5 - 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.

Section 6 – The Rotary Foundation Chairman shall be appointed by the President.

Article III - 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 pertains to the office of President. The President shall be a non-voting member except in the case of a tie vote.

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 - Immediate Past-President. It shall be the duty of a past-president to preside at meetings of the club and the Board in the absence of the president, until such time as the President-elect has attended the PETS conference, and to perform such other duties as ordinarily pertain to the office of 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 1 and July 1 of each year, and including prorated reported to the General Secretary on October 1 and April 1 of each active, senior active and past service 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 immediately following the last meeting of the month collect and remit to RI subscription to THE ROTARIAN magazine, and to 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 it 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 and any other Club property.

Article IV - Meetings

Section 1 - Annual Meeting. An annual meeting of the club shall be held during the month of July and shall be an assembly addressing the state of the Club.

Section 2 - The regular weekly meetings of this Club shall be held on Thursdays 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 VII, Section 3 or 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 percent (60%) of the time devoted to the regular meeting, either at this Club or at any other Rotary Club.

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

Section 4 - The regular meetings of the Board shall be held monthly. The time shall be at the discretion of the President with due notice given to Board members and Club members. 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.

Section 6 - The governing parliamentary procedure shall be Robert's Rules of Order.

Article V - Fees and Dues

Section 1 - The membership dues shall be up to One Hundred and Fifty Dollars (\$150) per annum, payable semiannually on July 1 and January 1 with the understanding that the appropriate portion of each semiannual 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 a written ballot, unless there is no more than one (1) candidate per vacancy. (See Article II, Section 1).

Article VII – Four Avenues of Service

The Four Avenues of Service are the philosophical and practical framework for the work of the Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article VIII – Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The President-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. Standing committees shall be appointed as follows:

Section 1 – Membership:

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

Section 2 – 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.

Section 3 – Club Administration:

This committee should conduct activities associated with the effective operation of the club.

Section 4 – 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. It should also report to the appropriate board members.

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 therein.
- (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 IX – Duties of the Committee

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 reference appropriate Rotary International materials. The service projects committee will consider the Avenues of Vocational Service, Community Service and International Service when developing plans for the year.

Article X - Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meeting of the Club for a specific length of time. The Club recognizes that 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 provision of Article VII, Section 3 of the standard Rotary Club constitution is not computed in the attendance record of the Club.

Article XI Finances

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

Section 2 - All bills shall be paid by checks only, signed by two (2) officers or directors, including a board appointed designee. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions within 90 days or upon the resignation or termination of the current treasurer.

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 1 to June 30, and for the collection of member's dues shall be divided into two (2) semiannual periods extending from July 1 to December 31, and from January 1 to June 30. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates.

Section 5 - Before the beginning of the new fiscal year, the President-elect shall submit a budget for the following fiscal year to the Board-elect for review. At the beginning of each fiscal year, the Board shall approve a budget of estimated income and expenditures. Having been agreed to by the Board, the proposed budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Article XI - Method of Electing Members

See Policy and Procedure Manual – Methods of Electing Members

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
- Correspondence and announcements
- 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 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 Rotary International.