

# **BYLAWS**

## **ROTARY CLUB OF SAN FRANCISCO**

**(Amended on May 19, 2020)**

### **ARTICLE I**

#### **Definitions**

1. Board: The Board of Directors of this Club.
2. Club: Rotary Club of San Francisco.
3. Director: A member of the Board of Directors of this Club.
4. Active Member: A member of this Club, other than an honorary member, who possesses the qualifications set forth in Article 7, and Article 12 of the Constitution of this Club.
5. RI: Rotary International
6. Year: The twelve-month period that begins on 1 July.

### **ARTICLE II**

#### **Organizing Principles**

This Club is a California not-for-profit corporation which, as a member of RI, conducts its activities pursuant to a Constitution and Bylaws which are consistent with the Constitution, Bylaws and the Code of Policies of RI and subject to the charitable purposes and limitations set forth in its Articles of Incorporation.

### **ARTICLE III**

#### **Directors & Officers**

Section 1. The governing body of this Club shall be the Board of eleven Directors consisting of the President, the President Elect, the Immediate Past President and eight Directors. The term of office for Directors shall be two years, with four Directors Elected each year.

Section 2. The term of office of President, President Elect, and Immediate Past President is one year. After serving one year as President Elect, commencing on the first day of July next following the election as provided in Article IV of these bylaws, the President Elect serves as President for one year, and then as Immediate Past President for one year.

Section 3. The term of office for the Treasurer, Secretary, and one or more Vice Presidents is two years commencing on the first day of July following the election as provided in Article IV of these bylaws.

Section 4. No Director shall be eligible for a second, consecutive term as a Director, except as President, President Elect or Immediate Past President. An appointment to fill less than one year of a Director's Term shall not be counted for this purpose.

Section 5. Except as provided in Section 6 of Article V, a President shall not be eligible for a second term, as President, after filling the office for a full term as President.

Section 6. Promptly after their election, the Board shall appoint a Treasurer, a Secretary and a Sergeant-at-Arms who may or may not be Directors, and one or more Vice Presidents who shall be elected Directors.

Section 7. The Board may take action by written consent, without a meeting. Written consent may be requested and given by e-mail. Decisions made by written consent require unanimous written agreement of the Directors, except for interested parties, who may not vote upon matters in which they are interested.

## ARTICLE IV

### **Election of Officers and Directors**

Section 1. **Nominations.** Each year a Nominating Committee shall be formed, as set forth in Sections 2 and 3 of this Article IV, to select, from Active Members, candidates for President Elect, and four Directors, to replace the Directors who have served two years. Active Members may submit additional nominees as set forth in Section 4 of this Article IV.

Section 2. **Nominating Committee.** The Nominating Committee shall consist of a chair, designated by the President, the President, President Elect, the five most immediate Past Presidents, and five members, at large, including former Officers and Directors, all of whom are Active Members of this Club. If more than five Active Members at large volunteer to serve, the Secretary shall select the five needed by lottery.

Section 3. **Nominating Procedure.** Not later than the first Tuesday of November of each year the Nominating Committee shall publicly solicit from all Active Members, who are not subject to any proceeding for termination of membership pursuant to the Constitution of this Club, nominations for officers and directors for the next fiscal year. The Nominating Committee, not later than the second Tuesday of November each year, shall meet and select at least one and no more than three nominees for President Elect, and one nominee for each open position on the Board. The report of the Nominating Committee shall be published in this Club's newsletter at least three weeks prior to the annual election.

Section 4. **Additional Nominations.** Any fifteen Active Members may submit additional nominations for President Elect by petition delivered to the President or Executive Vice President at least two weeks before the annual meeting. No later than ten days before the annual election, the President or the Secretary shall send to each member a list of the names of any additional candidates nominated by petition.

Section 5. **Election Procedures.** All open positions for which there is only one nominee may be elected by voice vote at the annual meeting. When there are more than one nominee for any office, the election shall be as follows:

(a) Ballots shall be mailed to each Active Member at least one week prior to the annual meeting. Each ballot must be returned by mail or may be deposited in a sealed ballot

box on the day of the election, which shall be the day of the annual meeting. The ballot box shall be closed at 1:30 P.M.

(b) Six tellers shall be appointed by the President, who will count and record the ballots and report to the President the names of the candidate receiving the highest vote for President, Vice President, President Elect, and the seven candidates receiving the highest number of votes for Directors. These shall be declared elected for the next fiscal year.

(c) Members of the Nominating Committee may be nominated as candidates for any office to be filled, provided they are eligible. However, members of the Nominating Committee who are considered for any nomination must recuse themselves from voting on their own nomination.

Section 6. Should a vacancy occur on the Board, the Board shall, by majority vote, fill the vacancy and the appointee shall hold office for the unexpired term.

## ARTICLE V

### Duties of Officers

Section 1. **President:** It shall be the duty of the President to preside at meetings of this Club and of the Board, and to perform other duties as ordinarily pertain to the office of President. In the event of the President's absence, the President or the Board shall appoint one of the Directors to preside at meetings.

Section 2. **President Elect:** It shall be the duty of the President Elect to become familiar with the activities and procedures of this Club, and to perform any other duties assigned as may be prescribed by the President and the Board.

Section 3. **Secretary.** It shall be the duty of the Secretary to oversee membership records; assure attendance is recorded at meetings; assure that notices are sent out for Club, Board, and Committee meetings; assure that minutes of such meetings are recorded and preserved; assure that reports are submitted to RI as required, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in this Club since the start of the July or January semiannual reporting period; assure that changes in membership are reported to RI and the District; assure that the monthly attendance report is provided to the District Governor within 15 days of the last meeting of each month; assure that subscriptions to the RI official magazine are collected and remitted; and perform other duties as may be assigned by the President and the Board.

Section 4. **Treasurer.** It shall be the duty of the Treasurer to oversee the organization, management and accounting for the financial affairs of this Club and to perform such other duties as may be assigned by the President and the Board. The Treasurer shall maintain the financial accounts, books and records of this Club and Rotary Service and deliver them to their successor prior to leaving office.

Section 5. **Vice Presidents.** It shall be the duty of each Vice President to organize, lead and supervise the work of the Committee, if any, to which the Vice-President is appointed and to perform such other duties as may be assigned by the President and the Board.

Section 6. **Immediate Past President.** It shall be the duty of the Immediate Past President to assist the President and President Elect and to perform other duties as may be assigned by the Board. If the President is unable or unwilling to carry out his or her duties, the Immediate Past President shall assume the duties of President until a new President is elected by the Active Members.

## ARTICLE VI

### Meetings

Section 1. An annual meeting of this Club shall be held in December of 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 Tuesday at noon. In an emergency, or for good cause, the Board may change the regular meeting of any week to a different day or to a different hour of the regular day. Notice by e-mail or telephone of such change shall be given to all the members of this Club not later than the day preceding the day of the rescheduled meeting. Each member in good standing in this Club, except honorary members or members excused pursuant to this Club's Constitution, must be counted as present or absent, and attendance must be evidenced by the member's being present or at least sixty percent (60%) of the time devoted to the regular meeting, either at this Club or at any other Rotary Club, or as is otherwise provided for in this Club's Constitution.

Section 3. One third of the Active Members shall constitute a quorum of at the annual and regular meetings of this Club.

Section 4. Regular meetings of the Board shall be held at a regular time and place each month. The regular time and place of the meeting is determined 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, notice having been given to the Board and Active Members by e-mail, or posting on this Club's website not less than 72 hours before the meeting.

Section 5. A majority of the Directors shall constitute a quorum of the Board.

Section 6. Meetings of the Board shall be open to attendance by Active Members except for Executive Sessions authorized by majority vote of the Directors present.

Section 7. Meetings of the Board may be held by telephone or other electronic means of communication by which all of the participants may speak to and hear each other.

## ARTICLE VII

### **Election of Members**

Section 1. The name of a prospective member, proposed by an Active Member of this Club, shall be submitted to the Membership Committee. The Membership Committee shall review the application, interviewing the prospective member, and make a recommendation to the Directors. 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 Article VII.

Section 2. The Board shall ensure that the proposal meets all the classification and membership requirements of the Constitution of this Club.

Section 3. The Board shall approve or disapprove the proposal within 30 days of its submission and the Membership Committee shall notify the proposer 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 in this Club's newsletter.

Section 5. If no written objection to a membership proposal, stating reasons, is received by the Board from any Active Member of this Club within seven (7) days following publication of information about the prospective member, the prospective member, upon payment of the fees and dues authorized by Article VIII in these Bylaws, shall be considered to be elected to membership.

If any such objection has been received, the Board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the fees and dues authorized by Article VIII of these Bylaws.

Section 6. Following the election, the President 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 this Club as well as assign the new member to a club project or function.

Section 7. This Club may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the Board. The Board may determine the term of each honorary membership.

Section 8. This Club may elect, in accordance with the standard Rotary Club Constitution, corporate members proposed by the Board. The Board may determine the terms of corporate membership.

Section 9: Annual membership dues will be determined by the Board of the Rotary Club of San Francisco.

## **ARTICLE VIII**

*Article VIII was deleted in its entirety on May 19, 2020 by unanimous vote of the voting members of the Rotary Club of San Francisco.*

## **ARTICLE IX**

### **Method of Voting**

Section 1. The business of this Club shall be transacted by voice vote except the election of Officers and Directors as set forth in Article IV. The Board may determine that a specific resolution be considered by ballot rather than by vocal assent.

## **ARTICLE X**

### **Four Avenues of Service**

Section 1. The Four Avenues of Service are the philosophical and practical framework for this 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 XI**

### **Committees**

Section 1. This Club's Committees are charged with carrying out the annual and long-range goals of this Club based on the four Avenues of Service. The President Elect, President, and Immediate Past President shall work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for at least two years to ensure continuity and consistency. The President Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings for the President Elect's year in office. It is recommended that the chair of each committee have previous experience as a member of the committee. Six Standing Committees shall be appointed as follows:

Membership	This Committee develops and implements a comprehensive plan for the recruitment and retention of members.
Club Public Relations and Communications	This Committee develops and implements plans to provide the members of this Club and public with information about Rotary, and to promote this Club's service project and activities.
Club Administration	This Committee conducts activities associated with the effective operation of this Club.
Local Community Service	This Committee develops and implements educational, humanitarian, and vocational projects that address the needs of the San Francisco Bay Area community.
International Community Service	This Committee develops and implements educational, humanitarian, and vocational projects that address the needs of communities in other countries.
Development	This Committee develops and implements plans to support Rotary Service, The San Francisco Rotary Foundation, and The Rotary Foundation of RI through both financial contributions and program participation.

Section 2. Additional ad hoc committees may be appointed as needed.

(a) The President and the President Elect shall be ex officio members 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, no Committee shall take action until a report has been made to 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 XII**

### **Duties of Committees**

Section 1. Each Committee shall have a specific mandate, clearly defined goals, and action plans established in writing by the beginning of each year for implementation during the course of each fiscal year. It shall be the primary responsibility of the President Elect to provide

the necessary leadership to prepare a recommendation for Committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the fiscal year for which he or she will serve as President.

Section 2. Each Committee will consider the four avenues of service, with reference to appropriate RI materials, when developing its action plan for the year.

### **ARTICLE XIII**

#### **Leave of Absence**

Upon written applications to the Board, setting forth good and sufficient cause, leave of absence may be granted, excusing a member from attending the meetings of this Club for a specified length of time. Leave of absence prevents a forfeiture of membership; but does not give this Club credit for the member's attendance. The excused member must be recorded as absent unless attending a regular meeting of some other club as prescribed in Article 9 of this Club's Constitution. The Board of Directors shall, as a condition to granting a leave of absence, require the payment of dues equal to not less than the amounts which this Club must pay to Rotary International, The District, and The Rotarian Magazine for Active Members regardless of their attendance.

### **ARTICLE XIV**

#### **Finances**

Section 1. The Treasurer shall deposit to the credit of the Rotary Club of San Francisco all its funds in a bank or banks to be named by the Board.

Section 2. All checks shall be signed by any two of the following officers: President, President Elect, Treasurer, and Secretary as authorized by the Board. A thorough audit shall be made not less than once each year of all this Club's accounts and financial transactions by a certified public accountant or by the President and Treasurer.

Section 3. Officers having charge or control of funds shall give such bonds, at this Club's expense, as may be required by the Board for the safe custody of the funds of this Club.

Section 4. The fiscal year of this Club shall extend from July 1 to June 30, and for the collection of members' dues shall be divided into four quarterly periods extending from July 1 to September 30, October 1 to December 31, January 1 to March 31, and April 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 this Club on those dates.

Section 5. At the beginning of each fiscal year, the Board shall approve a budget of estimated income and estimated expenditures for the fiscal year, which having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise revised for good cause by the Board.



Section 6. All moneys or property in the future collected or received by this Club for fines or any other donations or bequests for charitable or eleemosynary purposes, shall be for the account of and belong to Rotary Service, Inc.

## **ARTICLE XV**

### **Resolutions and Subscriptions**

Section 1. No individual or Committee shall have the authority to commit this Club and no matter shall be considered by this Club until it has been considered and approved by the Board. Resolutions or motions, if offered at a meeting of this Club, shall be referred, without discussion, to the Board, which, after having given consideration to the matter, shall submit its recommendations to this Club. Having received the recommendations of the Board, this Club may then proceed to take such actions as may be approved by the Active Members.

Section 2. Any appeal for funds or grants from this Club or from its members, as Rotarians, shall conform to the procedure prescribed in Section I of this Article XV.

## **ARTICLE XVI**

### **Order of Business**

Regular weekly meetings of this Club shall follow a regular agenda, such as:

- Luncheon;
- Meeting called to order;
- Pledge and Invocation;
- Introduction of visiting Rotarians and guests;
- Committee reports or announcements by committee chairs and others;
- Discussions;
- Speaker; and
- Adjournment.

## **ARTICLE XVII**

### **Amendments**

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all Active Members present, provided that such proposed amendments have been previously approved by the Board, or proposed in writing by at least two-thirds of the Active Members of this Club, and further 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 inconsistent with this Club's Constitution and with the Constitution and Bylaws of RI.

## ARTICLE XVIII

### **Nondiscrimination & Conflicts of Interest**

Section 1. This Club and its Committees and members shall not discriminate on the basis of sex, race, color, religion, ancestry, national origin, disability, age, sexual preference, or any other characteristics or trait prohibited by law.

Section 2. Any officer, director or committee member who has a direct or indirect interest in a proposal submitted to this Club or in its proponent shall disclose that fact prior to engaging in any presentation or discussion of the subject matter, and shall abstain from any vote related to the proposal.