

BYLAWS

ROTARY CLUB OF SAN FRANCISCO

(approved December 14, 2021)

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 for in Article 8 and Article 13 of the Constitution of this Club.
5. Executive Session: A meeting of the Board of Directors, whose attendance is limited to Board members. Matters to be discussed in Executive Session include litigation, personnel matters, and other matters of a sensitive and confidential nature. A Director may be excused from an Executive Session if he or she is personally involved in the subject matter of the meeting.
6. Special Meeting: A meeting of the Board of Directors, other than a regular meeting.
7. R.I: Rotary International
8. District: District 5150 of R.I., to which this Club belongs.
9. Year: The twelve-month period that begins on July 1st.
10. Delegation of Authority: A document approved by the Board specifying the approval levels for President, President-Elect, and Officers of this Club.

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 R.I. and subject to the purposes and limitations set forth in its Articles of Incorporation and in accordance with all applicable law.

ARTICLE III

Directors & Officers

Section 1. The governing body of this Club shall be the Board of Directors consisting of the President, the President Elect, the Immediate Past President, Secretary, Treasurer, and no less than six and no more than ten additional Directors. The Directors are Officers of the Club. Officers, other than the President, President Elect, Past President, Secretary and Treasurer may also be referred to as Vice-Presidents. The Board of Directors may, in its sole discretion, expand or contract the number of Directors based on the needs and requirements of the Club. The number of Directors to be elected for the upcoming fiscal year and their term shall be determined no later than the first Tuesday of November of each year. Candidates for these open positions shall be identified by a Nominating Committee and elected in accordance with Article IV.

Section 2. The term of office of President, President Elect, and Immediate Past President is one year. When a successor is not elected, the current President's term can be extended until a successor is elected provided it is not extended beyond 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 all Board members other than those specified in Section 2 shall be two years, with half of the Directors elected each year. The term of office shall begin on the first day of July following the election as provided in Article IV of these bylaws.

Section 4. Directors 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 remaining term shall not be counted for this purpose.

Section 5. Except as provided in Section 2 of this Article III and 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. 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 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 the number of Directors to fill open Board positions identified by Board of Directors in accordance with Article III, Section 1. 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 who are available and agree to serve, and five members at large, who may be former or current Officers and Directors, provided all 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.

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 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.

- (a.) The Nominating Committee shall conduct confidential reviews of all nominees and select those that best fit the needs of the club.
- (b.) The Nominating Committee, not later than the second Tuesday of November each year, shall select at least one and no more than three nominees for President Elect, and one nominee for each open Board position.
- (c.) The report of the Nominating Committee shall be communicated to all Club members 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 the Chair of the Nominating Committee at least two weeks before the Annual Meeting. No later than ten days before the annual election, the additional candidates nominated by petition shall be communicated to each member.

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 is more than one nominee for any office, the election shall be as follows:

- (a) Ballots shall be provided to each Active Member at least one week prior to the Annual Meeting. Each completed ballot must be deposited in a secure ballot box by 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, appointed by the President, shall count and record the ballots and report to the President the names of the candidate receiving the highest vote for President, President Elect, Secretary, Treasurer and the candidates receiving the highest number of votes for Directors. These shall be declared elected for the next fiscal year.

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, at their discretion, shall appoint someone 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 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 R.I. as required, including the semiannual reports of membership; assure that changes in membership are reported to R.I. and the District; 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 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, Rotary Service, Inc. and any other organization under management of this Club and its Board of Directors, and deliver them to their successor prior to leaving office. The Treasurer will periodically present an accounting of the financial affairs of this Club and associated organizations to the Board. Such reports shall be made available to members of the Club.

Section 5. **Director.** It shall be the duty of each Director who may also be referred to as a Vice President, to organize, lead and supervise the work of the Committee, if any, to which the Director 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. If the Immediate Past President is unable or unwilling to serve, the Board shall appoint a Past President who is an Active Member of the Club to assume the duties of President until a new President is elected.

ARTICLE VI

Presidents Council

Section 1. **A Presidents Council.** The Immediate Past President, the President, the President-Elect, the President-Elect-Nominee (when named) shall serve as the Organizing Members of the Presidents Council.

Section 2. The Organizing Members of the Presidents Council shall select, by majority vote, at least one, but not more than three, additional members to the Presidents Council before the last day of July. At least one of these additional members must be a Past President of the Club.

Section 3. It shall be the duty of the Presidents Council to provide oversight of day-to-day club operations, review past activities, current plans, upcoming meetings, and any other club activities they deem crucial. In discharging its duties, the President's Council shall meet periodically, often weekly, during the Rotary year.

Section 4. The Presidents Council shall report to the Board.

ARTICLE VII

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. This Club meets for its regular meeting as follows: Tuesdays at noon, at least twice each month. Reasonable notice of a change to or cancellation of a regular meeting of this Club shall be given to all the members of this Club.

Section 3. One third of the Active Members shall constitute a quorum at Annual Meetings of this Club, and at other meetings in which elections are held or in which matters requiring approval of Active Members is required.

Section 4. Regular meetings of the Board shall be held at a regular time and place and shall number at least ten each year. 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 Directors, notice having been given to the Board and Active Members not less than 72 hours before the meeting stating the purpose of this Special Meeting.

Section 5. A majority of 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 in person, by telephone or other means of communication by which all participants may speak to and hear each other.

ARTICLE
VIII

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 (See Article XII Committees). 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 VIII.

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 and/or in notification to all Active Members.

Section 5. Seven days after member notification, if no written objection to a membership proposal stating the reasons for the objection, is received by the Board from any Active Member of this Club, the prospective member, upon payment of the fees and dues authorized by Article IX in these Bylaws, shall be considered 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 IX of these Bylaws shall be admitted to membership.

Section 6. Following the election, the President shall arrange for the new member's induction, membership badge, and new member Rotary literature. In addition, the President or Secretary will report the new member information to R.I.

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. The Board may determine the terms of additional types of membership.

Section 10. 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 meetings of this Club for a specified length of time. Leave of absence prevents a forfeiture of membership. The Board 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 IX

Fees and Dues

Section 1: Annual membership dues shall be determined by the Board and may be adjusted from time to time. Annual dues include RI per capital dues, subscriptions to an official magazine, District per capital dues, club fees, and other Rotary or District assessments, if any. Policies and procedures for addressing nonpayment of dues shall be determined by the Board with notification to members. The board may make changes to these procedures from time to time, with notification 30 days prior to their effectiveness.

ARTICLE X

Method of Voting

Section 1. The business of this Club shall be transacted by voice vote or a show of hands, except the election of Officers and Directors as set forth in Article IV. A matter shall be approved by a majority vote of those present and eligible to vote, provided a quorum is reached. The Board may determine that a specific resolution be considered by ballot rather than by vocal assent. In which case, ballots shall be provided to each Active Member at least one week prior to the day of the ballot count. Each completed ballot must be deposited in a secure ballot box by the day of the vote. The ballot box shall be closed at 1:30 PM. Six tellers, appointed by the President shall count and record the ballots and report the results to the President.

Section 2. The Board may take action by written consent, without a meeting. 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 have an interest.

ARTICLE XI

Five Avenues of Service

Section 1. The Five Avenues of Service are the philosophical and practical framework for this Rotary Club. They are: Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club shall be active in each of the Five Avenues of Service.

ARTICLE XII

Committees

Section 1. This Club's Committees are charged with carrying out the annual and long-range goals of this Club based on the Five Avenues of Service. Committees shall, at sole discretion of the Board of Directors, include but not be limited to the following:

| | |
|--------------------------------------|---|
| Membership: | This Committee develops and implements a comprehensive plan for the recruitment and retention of members. |
| Public Relations and Communications: | This Committee develops and implements plans that provide members of this Club and the public with information about Rotary, and to promote this Club's service projects and activities. |
| Club Service: | This Committee ensures the effective operation of this Club. |
| Community Service: | This Committee develops and implements educational, humanitarian, and vocational projects that address the needs of the San Francisco Bay Area communities. |
| International Service: | This Committee develops and implements educational, humanitarian, and vocational projects that address the needs of communities in other countries. |
| Youth Service: | This Committee develops and implements leadership, educational, humanitarian, and vocational projects that focus on the needs of the San Francisco Bay Area youth. |
| Vocational Service: | This Committee develops and implements programs that support the vocational development of Club members. |
| Development: | This Committee develops and implements plans to support Rotary Service, Inc., The San Francisco Rotary Foundation and The Rotary Foundation through both financial contributions and program participation. |

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

Section 3. 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.

Section 4. 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 any action until a report has been made to the Board and recommended action approved by the Board.

Each Committee chair shall be responsible for regular meetings and activities of the Committee for which they are responsible, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities.

Section 5. 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 fiscal year. It shall be the primary responsibility of the President Elect to provide the necessary leadership to prepare mandates, goals, and plans for each committee for the fiscal year for which he or she will serve as President.

Section 6. Each Committee shall consider the Five Avenues of Service, with reference to appropriate R.I. materials, when developing its action plan for the year.

ARTICLE XIII

Finances

Section 1. At the beginning of each fiscal year, the Board shall approve a budget of estimated income and estimated expenditures for the fiscal year.

Section 2. The Treasurer shall oversee all funds and provide an accounting of such funds.

Section 3. 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. The Treasurer may use more than one account to segregate funds.

Section 4. The Treasurer shall pay bills of the Club as they come due after approval by Officer, President, or Board as called for in the Delegation of Authority approved by the Board. In absence of Treasurer, disbursements may be made by President, President Elect, or Secretary.

Section 5. A qualified person or persons, approved by the Board, shall meet with the Treasurer at least once each fiscal year for the purpose of reviewing the financial affairs of the Club. Such review shall include a review of all Club disbursements since the last such meeting and review of other materials as considered necessary in the circumstances.

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 XIV

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. The Board, in its sole discretion, may proceed to take such matter to the Active Members for consideration and approval.

Section 2. Any appeal for funds for a program not sponsored by this Rotary Club or a grant request made to this Club, Rotary Service, Inc., or The Rotary Foundation shall conform to the procedure prescribed in Section 1 of this Article XIV.

ARTICLE XV

Order of Business

Section 1. Regular luncheon meetings of this Club shall follow a regular agenda as follows:

- Meeting called to order;
- Introduction of visiting Rotarians and guests;
- Awards and celebrations;
- Committee reports or announcements by committee chairs and others;
- Business matters and discussion;
- Speaker; and
- Adjournment.

ARTICLE XVI

Amendments

Section 1. 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 amendment(s) have been previously approved by the Board, or proposed in writing by at least two-thirds of the Active Members of this Club. Notice of such proposed amendment(s) shall have been provided to each Active Member at least ten days before such meeting. Amendments and/or additions to these Bylaws must be consistent with this Club's Constitution and with the Constitution and Bylaws of R.I.

ARTICLE XVII

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 matter being considered by the Board and/or the Club shall disclose that fact prior to engaging in any presentation or discussion of the subject, and shall abstain from any vote related to such matter.