

# BYLAWS OF THE ROTARY CLUB OF LOS GATOS

(The masculine pronoun is used in these bylaws. It denotes both the feminine and masculine genders, as does the word "chairman")

The Rotary Club of Los Gatos (the club) is governed by its constitution (which is prescribed by Rotary International) and by these bylaws.

## **Article 1--Members**

Classes of membership, members' status, and members' basic obligations including attendance are specified by the club's constitution.

## **Article 2--Board of Directors**

The club's board of directors consists of eleven members and two alternate members. They are the president, president-elect, vice-president, secretary, treasurer, immediate past president, and five members elected from among the members of the club. The assistant secretary and the assistant treasurer each is an alternate member, and each is a director when his<sup>1</sup> principal is absent from a board meeting.

## **Article 3--Officers**

The officers of the club are a president, a vice-president, a secretary, a treasurer, a sergeant-at-arms (all as specified by the constitution), and an assistant secretary, an assistant treasurer, and a president-elect (the latter three being added for the purposes of this club). The sergeant-at-arms is appointed by the president, subject to confirmation by the board.

## **Article 4--Term of Office**

Each officer (including the immediate past president in his capacity as a board member) holds office for one year. Each of the five directors who is not an officer holds office for two years. Terms of office begin on July 1. The terms of the five directors who are not officers are staggered so that not more than three of them are elected in one year.

## **Article 5--Duties of Members, Directors and Officers**

All provisions of these bylaws are mandatory except those which are specified to be discretionary (by use of the word "may" or the word "discretion").

**5.1 Members** It is the duty of members to conform to the principles and rules of Rotary International, to keep the club informed at all times of their addresses for club purposes, and to pay dues to the club.

**5.2 Board of Directors** The board governs the club. The board does not undertake financial commitments beyond its current term. The board does, however, adopt rules and policies extending beyond its current term, subject to rescission or modification by a subsequent board. Subject to the articles of incorporation, the constitution, and these bylaws, the board makes all rules and decisions pertaining to the club, including, but not limited to the following:

**5.2.1 Committees** The club has the committees required by Rotary International; the board determines what other committees the club has. Committees established by the board exist until terminated by the board, although committee chairmanship and membership changes as provided by these bylaws.

**5.2.2 Related Organizations** The board may in its discretion establish organizations related to the club, subject to general law, tax laws and regulations, and the rules of each of such organizations. (Current examples of related organizations are Los Gatos Rotary Charities Foundation and Los Gatos Rotary Scholarship Fund.)

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5.2.3 Budget The board establishes an annual budget for the club, and amends it as necessary.

5.2.4 Initiation Fee The board sets the initiation fee for entry into membership in the club.

5.2.5 Dues The board sets the club dues and terms of payment consistent with Rotary International and District 5170 requirements for payment of dues.

5.2.6 Leaves of Absence The board establishes rules for leaves of absence for members.

5.2.7 Vacancies When any position as a director or as any club officer other than the office of president-elect (but including the position of any other officer-elect or director-elect) becomes vacant, the board fills the vacant position. When the office of president-elect becomes vacant during the president-elect's term of office, the board calls a special election to fill the office. The special election is conducted in substantial conformity to the rules for regular club elections. If the office of president becomes vacant during the president's term and the vice president accedes to the office of president, the board fills the office of vice-president. However, if the vice president declines or is unable to accept the office of president, the board calls a special election to fill the office. The special election is conducted in substantial conformity to the rules for regular club elections.

5.3 Officers In addition to service on the board of directors, officers have the following duties. Officers perform such duties as are provided in these bylaws or delegated to them by the president, and such duties as are customary for holders of such offices. On leaving office each officer turns over to his successor, or if for any reason there is no successor, to the president, all club records, money, documents, and other property of the club.

5.3.1 President The president presides at Club and board meetings, levies fines, and to the extent that he has not already done so while serving as president-elect, appoints

committee chairmen and members, is an ex-officio member of all committees, and performs the other duties specified by these bylaws.

5.3.2 Vice-President When the president is absent the vice-president presides at board and club meetings. If the office of president becomes vacant the vice-president is president for the remainder of the term.

5.3.3 Secretary The secretary prepares minutes of club and board meetings, records attendance at such meetings, prepares and makes all reports required by Rotary International (including but not limited to reports of membership, changes in membership, and monthly attendance), records members' addresses and changes of address, and keeps and maintains all records of the club except those which the treasurer has the duty to keep.

5.3.4 Assistant Secretary The assistant secretary assists the secretary in such ways as he and the secretary agree. If the office of secretary becomes vacant, he becomes the secretary for the remainder of the term, or he may request that the board appoint another successor to the office of secretary. In the latter instance, the board makes the appointment.

5.3.5 Treasurer The treasurer is the club's financial officer. He keeps records of all money received and all money paid by the club, and renders written accounts to the board both quarterly and on request by the board.

5.3.6 Assistant Treasurer The assistant treasurer assists the treasurer in such ways as he and the treasurer agree. If the office of treasurer becomes vacant, he becomes the treasurer for the remainder of the term, or he may request that the board appoint another successor to the office of treasurer. In the latter instance, the board makes the appointment.

5.3.7 President-elect The president-elect appoints the committee chairmen who will serve during his presidency, performs such acts as are specified by these bylaws, and in his

discretion does whatever is reasonably necessary to prepare for his accession to the office of president. The president-elect becomes the president after serving one year as president-elect.

5.3.8 Sergeant-at-Arms The sergeant-at-arms performs such duties as the president directs.

## Article 6--Meetings

### 6.1 Meetings of the membership

**6.1.1 Regular Meetings** Regular meetings of the members are held each week at a time and place determined by, and which may be changed by, the board.

**6.1.2 Changes in Meeting Time or Place** If the place, time or date of a single meeting of the members is changed, the change is made by the board in the way prescribed by the constitution. In addition, notice is given to the members by means of announcement at the meeting preceding the meeting which is changed, by an item in a club bulletin reasonably expected to be delivered before the meeting, and by posted or oral notice given to all Rotarians who attempt to attend at the time and place at which the regular meeting was to have been held.

**6.1.2 Agendas** The president sets the agenda of the meetings. Any two board members may, by written request, require that the president add an item to the agenda. No resolution or motion to commit this club on any matter shall be considered by the club membership until it has been considered by the board and referred to the membership. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

**6.1.3 Quorum** One-third of the members (counting members of all classes except honorary members) is a quorum.

**6.2.1 Regular Meetings** The board meets at least once each month; more frequently if the president deems it necessary. If the president and the board have established a regular time and place for board meetings, no notice of meetings held at that time and place is necessary.

**6.2.2 Notice of Special Meetings** The president sets the time and place of each special board meeting and gives each board member and each alternate member reasonable notice of the meeting. A reasonable attempt by the president to give notice to all board members and alternates at least 24 hours before a special board meeting is compliance with the notice requirement, as is actual notice given to an individual board member long enough before the meeting to enable the member to attend the meeting. As an alternative, where a special board meeting is to be held immediately after a regular meeting of the membership, announcement by the person presiding during the regular meeting of the time and place of the special board meeting is compliance with the notice requirement.

**6.2.3 Attendance by Members** Club members may attend any board meeting, and are encouraged to do so, except meetings at which the board determines by vote that it is in the best interest of the club to limit attendance to board members only.

**6.2.4 Special Meeting Called by Board Members** Whenever two board members request a special board meeting the president promptly calls the meeting and gives notice to all board members and alternates.

**6.2.5 Quorum** Six board members (counting alternates of absent principals) is a quorum.

## Article 7--Conduct of Business

**7.1 Adoption and Amendment of Bylaws** Bylaws are changed (adopted or amended) by the vote of two-thirds of the members present at a regular meeting of the club membership. A change must be proposed at a regular meeting and voted on at the next regular meeting. Notice that a change in the bylaws is either to be proposed or to be voted on as part of the business of a meeting of the membership must be given not less than 10 days and not more than 20 days before the meeting in

question by means of an item prominently displayed in the club bulletin and by mail (which may be done by means of a mailed bulletin) or e-mail to each of the members at the addresses last provided to the club by the members. Mailed notices to a board member (including notices contained in bulletins) are deemed to have been given on the third day after the notice is mailed first class addressed to the member. E-mailed notices are deemed to have been given 24 hours after having been sent. Notices pertaining to a change in the bylaws must state (1) where members can obtain printed copies of the current bylaws and of the proposed change and (2) where the members can obtain the same information via the Internet.

7.2 Voting Matters other than selection of the nominating committee are determined by voice vote unless any member of the determining body requests, either before or after a voice vote but before adjournment of the meeting, that the matter voted on or to be voted on be determined by written ballot.

7.3 Rules for Meetings Robert's Rules of Order, revised, applies to the conduct of club and board meetings, but no act of the membership or of the board at a meeting properly held is invalid because any informality, including failure to follow Robert's Rules, unless either (1) the informality amounts to substantial error or (2) a member present at the meeting objects to the informality before the meeting is adjourned. Failure to vote by written ballot in matters where these bylaws require a written ballot is not an informality which is excused by this Section 7.3.

7.4 Resolutions of the Board On matters pertaining to contracts, club policy and rules, time or place of meetings, and anything else of continuing or substantial importance, the board acts by written, numbered resolution. Such resolutions are recorded by the secretary in the minutes and are kept in a separate book of resolutions. Whenever the board deals with the application of a policy or rule which has been decided by the board in the past but which has not yet been the subject of a formal resolution, the board is encouraged to memorialize the policy or rule in a formal resolution.

## Article 8--Financial Matters

8.1 Bank Accounts and Checks All club money is deposited in bank accounts. The treasurer has the election to add any other officer or officers of the club as a permitted additional signatory on checks. It is the duty of the treasurer, or if there is no treasurer, the secretary, to arrange with the club's banks to keep signature cards current.

8.2 Payments are made by check unless otherwise authorized by the board, either by reference to individual expenditures or as part of the annual budget adopted by the board, and are made in conformity with the club's budget or directions from the board.

8.3 Financial Reviews At the expense of the Club, the board provides for such review of accounts as it deems reasonable, including an annual audit and bonding of the treasurer.

8.4 Fiscal Year The club's fiscal year is July 1 through June 30.

## Article 9--Elections

9.1 Nominating Committee Selection of the nominating committee is done in two steps: (1) the membership nominates members to become the nominating committee, and (2) the membership by written ballot elects the committee.

9.1.2 Nominating the Committee At the first regular meeting in November the secretary distributes a blank ballot to each member in attendance. No one is eligible to serve on the nominating committee in consecutive years. The ballot states the names of the members who are ineligible. Each member attending the meeting writes the name of one member on the ballot. The secretary counts the votes and publishes in the next club bulletin the names of the ten eligible members who have received the highest number of votes.

9.1.3 Selecting the Committee At the next regular meeting in November the secretary distributes to each member in attendance a ballot bearing the ten names determined according to 9.1.2. Each member may vote for as many as five of the persons named on the ballot. The secretary counts the votes. The five receiving the highest number of votes are the nominating committee. The one receiving the highest number of votes chairs the committee and reports the committee's nominations.

9.2 Nominations of Officers and Directors The nominating committee nominates one nominee for each club office except the office of president, and one nominee for each seat on the club board of directors that will be open for election. If it is then known that the president-elect will not serve as president, the nominating committee also nominates a president. If there are related organizations such as those mentioned in Article 5, section 2.2 of these bylaws whose organizational documents provide for that officer or director of that organization to be elected by the club, the nominating committee also nominates a nominee for that position. In the course of deciding whom to nominate the committee consults with the current president-elect and with the chairman of the prior year's nominating committee.

**9.3 Notice of the Election** The election of officers and director is held at a regular meeting in December. The president determines which meeting. At the regular meeting immediately preceding the election the president announces when and where the election will be held. The secretary makes the same announcement in a club bulletin delivered before the day of the election.

**9.4 Voting** During the meeting at which the election is held the chairman of the nominating committee announces the committee's nominations. The presiding officer calls for further nominations from the floor for any position or office. The presiding officer then inquires whether any member requests written ballots as provided in Section 7.2. and conducts the election.

### **Article 10--New Members**

The board adopts by written resolution a set of rules, including procedures, for recruitment and admission of new members. The rules adopted by the board conform to the rules of Rotary International concerning determination of and availability of occupational classifications and contain (1) provisions for review of prospective members by the membership of the club, (2) a requirement that a prospective member attend at least two regular meetings before being proposed for membership, and (3) a requirement that a prospective member must be sponsored by a member of the club. The rules may contain such other provisions as the board deems to be appropriate. The board may amend the rules as often as the board determines is proper.

### **Article 11--General Provisions**

**11.1** As a drafting convenience the masculine pronoun is used in these bylaws. It refers to both the masculine and feminine genders.

**11.2** Throughout these bylaws if a procedure or act is described in the present tense in narrative form (for example, "the board prepares", "the terms of such accounts are", "the secretary announces", "the nominating committee nominates") the procedure or act is mandatory.

## **CERTIFICATE OF ADOPTION OF BYLAWS**

I certify: I am the duly elected, qualified and acting secretary of the Rotary Club of Los Gatos. The foregoing bylaws were adopted as the restated bylaws of said club on April 22, 2003 by the members of that club.

April 22, 2003

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Charles R. Bull