

## Bylaws of The Rotary Club of Escondido

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## **Bylaws of The Rotary Club of Escondido**

### **Article 1 — Definitions**

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A director on this club's Board.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Published: A communication capable of documentation, regardless of the method of transmission.
7. Rotary Year: The twelve-month period beginning 1 July.

### **Article 2 — Name**

This legal organization name shall be **Rotary Club of Escondido, California, Incorporated** (Member of Rotary International), also known as **The Rotary Club of Escondido**.

### **Article 3 — Purposes**

The purposes of this club are to:

- (a) Pursue the Object of Rotary;
- (b) Carry out successful service projects based on the five Avenues of Service;
- (c) Contribute to the advancement of Rotary by strengthening membership;
- (d) Support The Rotary Foundation; and
- (e) Develop leaders beyond the club level.

### **Article 4 — Locality of the Club**

The locality of this club is Escondido, California, United States. It is a club in Rotary District 5340.

### **Article 5 — Object of Rotary**

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First.* The development of acquaintance as an opportunity for service;
- Second.* High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third.* The application of the ideal of service in each Rotarian's personal, business, and community life;
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

## **Article 6 — Avenues of Service**

Rotary International's Avenues of Service are the philosophical and practical framework for the work of this Rotary club. The scope of each of the Service Committees will generally be described, and the description may suggest "standing" committees. The Chair of the Committee shall create and/or maintain records of committee activities. These records will be updated and archived electronically in a manner determined by the Board, to provide successors continuity of the committee responsibilities.

1. **Club Service**, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. **Vocational Service**, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects in order to address the issues and needs of society.
3. **Community Service**, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
4. **International Service**, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. **Youth Service**, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.
6. **Communication Service** shall devise and carry into effect plans to guide and assist the members of this club in discharging their responsibilities in matters relating to members and publicity outside of the club to community, Rotary District and Rotary International.
7. **Membership Service** shall devise and carry into effect plans to guide and assist the members of this club in discharging their responsibilities for the benefit of membership.
8. **The Rotary Foundation Service** shall devise and carry into effect plans to guide and assist the members of this club to advance world understanding, goodwill, and peace through the improvement of health, the support of education, and the alleviation of poverty, through The Rotary Foundation of Rotary International.

## **Article 7 — Meetings**

### **Section 1 — Regular Meetings.**

- (a) The regular weekly meetings of this club shall be held on Tuesday at 12:00 pm (noon).
- (b) Due notice of any changes or cancellation of the regular meeting shall be published to the members of the club in advance.

- (c) *Method of Meeting.* Attendance may be in person, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.
- (d) *Change of Meeting.* For good cause, the Board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.
- (e) *Cancellation.* The Board may cancel a regular meeting for these reasons:
  - (1) A holiday, or during a week that includes a holiday;
  - (2) In observance of the death of a member;
  - (3) An epidemic or a disaster that affects the whole community; or
  - (4) An armed conflict in the community.

The Board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.

**Section 2 — Annual Meeting.**

- (a) An annual meeting shall be held on the first Tuesday in December in each year.
- (b) The purpose is to elect officers and directors for the next Rotary Year and present a mid-year report, including current year income and expenses, together with a financial report on the previous year. Announcement of Executive Secretary as appointed per Article 16, Section 1(d) c. shall also take place at this time.

**Section 3 — Board Meetings.**

- (a) Regular meetings of the Board shall be held once a month at a place and time designated by the President.
- (b) 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.
- (c) Within 60 days after all Board meetings, written minutes should be available to all members.

**Section 4 — Quorums.**

- (a) One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.
- (b) A majority of the filled Board positions shall constitute a quorum of the Board.

**Section 5 — Due Notice.** The measures required to provide Due Notice to Members shall be determined by the circumstances for the "due notice."

- (a) Member's specific membership responsibilities such as dues and/or attendance shall be deemed delivered if sent by mail, email, or other appropriate electronic method to the last known address on file with the club.
- (b) A planned change in the location and/or time of a single meeting will be published no less than 10 days prior.
- (c) In an Emergency, notice may be published by email to members.

- (d) Proposed New Members: Publication by email to club membership.

### **Article 8 — Membership**

**Section 1 — General Qualifications.** This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

**Section 2 — Types.** This club shall have two types of membership: Active and honorary.

**Section 3 — Active Members.** A person who possesses the qualifications in Section 1 of this Article may be elected as an active club member.

**Section 4 — Honorary Membership.** This club may elect honorary members for terms set by the Board, who shall:

- (a) Be exempt from paying dues;
- (b) May not vote;
- (c) May not hold any club office;
- (d) May not hold classifications; and
- (e) Are entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

**Section 5 — Prohibited Dual Memberships.** No member shall simultaneously belong to this and another Rotary club other than a satellite of this club.

**Section 6 — Exceptions.** The bylaws may include provisions that are not in accordance with this Article, Sections 2 - 5.

**Section 7 — Method of electing Members.**

- (a) The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing by the Sponsor member, through the Executive Secretary. The proposal shall be kept confidential except as otherwise provided in this procedure.
- (b) The Membership Committee shall ensure that the proposal meets all the classification and membership requirements.
- (c) The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the sponsor, through the Executive Secretary, of its decision.
- (d) If the decision of the Board is favorable, the candidate shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership. The candidate shall be requested to sign the membership application form, pay the required dues and fees, and to permit his or her name and proposed classification to be published to the club.
- (e) If no written objection to the proposal is received by the Board from any member of the club within seven (7) days following publication of information about the candidate, that person shall be considered to be elected to membership. Any objection shall be in writing with specific reasons or information as to why the individual is not worthy of Rotary Membership. If any such objection has been filed with the Board, it shall vote on this matter within seven (7) days after receipt of written objection. If approved despite the objection, the candidate shall be considered

to be elected to membership. Attendance accrues immediately when elected to membership. If membership is declined, the candidate shall be refunded all dues and fees paid.

- (f) Following such election, the Immediate Past President shall arrange for the new member's induction and further orientation, and the Executive Secretary shall issue a membership packet to the member and shall report such action to Rotary International and District 5340.

### **Article 9 — Club Membership Composition**

**Section 1 — General Provisions.** Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The Board may adjust a member's classification if the member changes positions, professions, or occupations.

**Section 2 — Diverse Club Membership.** This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity.

### **Article 10 — Duration of Membership**

**Section 1 — Period.** Membership shall continue during the existence of this club unless terminated as provided below.

**Section 2 — Automatic Termination.**

- (a) *Termination and Exceptions.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that when a member moves from the locality of this club or the surrounding area, but continues to meet all conditions of club membership, the Board may:
  - (1) Allow a member to remain in this club; or
  - (2) Grant a special leave of absence, not to exceed one year, to enable the member to visit and become known to a club in the new community.
- (b) *Rejoining.* When a member in good standing has their membership terminated as described in subsection (a), that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.
- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the Board, unless extended. The Board may revoke an honorary membership at any time.

**Section 3 — Termination For Non-payment of Dues.**

- (a) *Process.* Any member who fails to pay dues within 30 days after they are due shall be notified in writing by the Executive Secretary. If the dues are not paid within 10 days after the notification, the Board may terminate membership, at its discretion.
- (b) *Reinstatement.* The Board may reinstate the former member to membership if the former member requests and pays all debts to this club.

**Section 4 — Termination For Non-attendance.**

- (a) *Attendance.* A member who fails to attend as required by Article 12, Section 1 may be terminated unless the Board consents to the non-attendance for good cause.
- (b) *Consecutive Absences.* Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up ten consecutive regular meetings, unless otherwise excused by the Board for good and sufficient reason or pursuant to Article 12, Sections 4 or 5. After the Board notifies the member, the Board may terminate the member's membership by a majority vote.
- (c) *Exceptions.* The bylaws may include provisions not in accordance with Article 12, Sections 4 or 5.

**Section 5 — Termination For Other Causes.**

- (a) *Good Cause.* The Board may terminate the membership of any member who ceases to have the qualifications for club membership or for any good cause by a vote of at least two-thirds of the Board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be Article 8, Section 1; The Four-Way Test; and the high ethical standards of a Rotarian.
- (b) *Notice.* Before the Board acts under subsection (a) of this section, the member shall be given at least 10 days' written notice and an opportunity to respond in writing to the Board. Notice shall be delivered in person or by registered letter to the member's last known address. The member has the right to appear before the Board to state his or her case.

**Section 6 — Right to Appeal, Mediate, or Arbitrate Termination.**

- (a) *Notice.* Within seven days after the Board's decision to terminate or suspend membership, the Executive Secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the Executive Secretary of an appeal to the club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in Article 22.
- (b) *Appeal.* In the event of an appeal, the Board shall set a date for the hearing at a regular club meeting held within 21 days after receipt of the notice of appeal. At least five days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.

**Section 7 — Board Action Final.** Board action shall be final if no appeal to this club is taken and no arbitration is requested.

**Section 8 — Resignation.** A member's resignation from this club shall be in writing, addressed to the President or Executive Secretary. The Board shall accept the resignation unless the member owes debt to this club.

**Section 9 — Forfeiture of Property Interest.** Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member acquired any right to them upon joining the club.

**Section 10** — *Temporary Suspension*. Notwithstanding any provision of these Bylaws, if in the opinion of the Board:

- (a) Credible accusations are made that a member has refused or neglected to comply with these Bylaws, or is guilty of conduct unbecoming a member or harmful to the club; and
- (b) Those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) No action should be taken on the membership of the member, pending the outcome of a matter or an event that the Board believes should properly occur first; and
- (d) It is in the best interests of the club to temporarily suspend the member without a vote on the member's membership and to exclude the member from attendance at meetings and other club activities and from any club office or position;

The Board may, by a vote of at least two-thirds of the Board members present and voting, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the Board sets. A suspended member may appeal the suspension or may request mediation or arbitration as provided in section 6 of this article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the Board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

**Section 11** — *Notice of Members specific membership responsibilities*. Notice shall be deemed delivered if sent by mail, email, or other appropriate electronic method to the last known address on file with the club.

### **Article 11 — Fees and Dues**

**Section 1** — *Initiation Fee*. The initiation fee shall be set at the discretion of the Board to be paid before the applicant can be accepted as a member.

**Section 2** — *Membership Dues*. Membership dues cover the Rotary Year.

(a) *Payment*

- 1) The membership dues are paid to the Rotary Club of Escondido.
- 2) The dues shall be payable annually no later than the first day of July, or by pre-arranged payment plan.
- 3) Failure to pay dues in a timely manner may be a basis for loss of membership.

(b) *Amount of Dues*

- 1) The amount of the dues shall be set by the Board of Directors no later than the May Board meeting.
- 2) The President, President-Elect, Treasurer, and Executive Secretary, as a sub-committee of the Officers, may, for good cause, temporarily adjust downward a member's dues. Details of such reductions will remain confidential, but the occurrence will be reported to the Board of Directors upon approval.



(c) *New Member Dues*

- 1) Dues are due and payable prior to acceptance into the club and are in addition to the initiation Fee.
- 2) Dues will be pro-rated for new members inducted in:
  - i. November or December at fifty percent (50%) of the total regular membership dues for the remainder of the Rotary year;
  - ii. May or June at one hundred percent (100%) of the next Rotary year.

**Article 12 — Attendance**

**Section 1 — General Provisions.** Each member should attend this club's regular meetings, and engage in this club's service projects, events, and other activities. Each member is to achieve an overall attendance record in accord with the guidelines of Rotary International to remain in good standing as a club member. A member shall be counted as attending a regular meeting if the member:

- (a) All members, excepting an honorary member or excused member in good standing in this club, on the day of the regular meeting is present in person, or online, for at least 60 percent of the meeting;
- (b) Is present but called away unexpectedly and later presents to the Board satisfactory evidence that leaving was reasonable;
- (c) Participates in the regular online meeting or interactive activity posted on the club's website within one week after its posting; or
- (d) Makes up the absence in any of the following ways two weeks before or after the absence:
  - (1) Attends at least 60 percent of the regular meeting of another club, provisional club, or a satellite of another club;
  - (2) Participates in an online meeting or interactive activity of another club, provisional club, or a satellite of another club;
  - (3) Is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;
  - (3) Attends and participates in a club service project or a club-sponsored community event or meeting authorized by the Board;
  - (4) Attends a Board meeting or, if authorized by the Board, a meeting of a service committee to which the member is assigned;
  - (6) Attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
  - (7) Attends an RI Convention, a Council on Legislation, an International Assembly, a Rotary Institute, any meeting convened with the approval of the RI Board of directors or the RI President, a multizone conference, a meeting of an RI committee, a District Conference, a District Training Assembly, any District meeting held at the direction of the RI Board, any District committee meeting held by direction of the Governor, or a regularly announced intercity meeting of clubs.

**Section 2 — *Extended Absence While Working at a Distance.*** If a member works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment replaces attendance at the regular meetings of the member's club, if the two clubs agree.

**Section 3 — *Absence Because of Other Rotary Activities.*** An absence does not require a make-up if, at the time of the meeting, the member is:

- (a) Traveling with reasonable directness to or from one of the meetings specified in sub-Section 1(d)(7) of this article;
- (b) Serving as an officer or member of an RI committee or as a The Rotary Foundation trustee;
- (c) Serving as the special representative of the Governor in forming a new club;
- (d) On Rotary business in the employ of RI;
- (e) Directly and actively engaged in a District, RI, or The Rotary Foundation sponsored service project in a remote area, where making up attendance is impossible; or
- (f) Engaged in Rotary business duly authorized by the Board, which precludes attendance at the meeting.

**Section 4 — *RI Officers' Absences.*** An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

**Section 5 — *Excused Absences.*** A member's absence shall be excused if:

- (a) The Board approves it for reasons, conditions, and circumstances it considers good and sufficient. Such excused absences shall not last longer than 12 months. However, if a leave is taken for medical reasons, to provide care for a family member, follows the birth or adoption of a child, or takes place during foster care of a child, the Board may extend it beyond the original 12 months.
- (b) The sum of the member's age and years of membership in one or more clubs is 85 years or more, or the member has been a Rotarian for at least 20 years, the member has notified the Executive Secretary in writing of a desire to be excused from attendance, and the Board has approved.

**Section 6 — *Attendance Records.*** When a member whose absences are excused under subsection 5(a) of this article does not attend a club meeting, the member and the absence shall not be included in the attendance records. If a member whose absences are excused under section 4 or subsection 5(b) of this article attends a club meeting, the member and the attendance shall be included in this club's membership and attendance figures. A member is responsible to submit online, notice of makeup attendance as soon as possible, but no later than 14 days after the makeup.

**Section 7 — *Leave Of Absence.*** Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time. The leave of absence shall not last longer than 12 months, or shall not extend more than three months or beyond the current fiscal year. However, if a leave is taken for medical reasons, to provide care for a family member, follows the birth or adoption of a child, or takes place during foster care of a child, the Board may extend it beyond the original 12 months. A leave of absence does not relieve the member of their responsibility for club dues or fees as set by the Board.

**Section 8 — *Exceptions.*** The bylaws may include other provisions not in accordance with this article.

## **Article 13 — Directors, Officers and Committees**

**Section 1 — *Governing Body.*** The governing body of this club shall be the Board of Directors consisting of no more than seventeen (17) members of this club.

**Section 2 — *Authority.*** The Board has general control over all officers and committees and, for good cause, may declare any office vacant.

**Section 3 — *Board Action Final.*** In all club matters, the decision of the Board is final, subject only to an appeal to the club membership. However, when the Board decides to terminate membership, the member, according to Article 10, Section 6, may appeal to the club, request mediation, or request arbitration. An appeal to reverse a Board decision requires a two-thirds vote of the members present at a regular meeting specified by the Board, provided that a quorum is present and the Executive Secretary has given notice of the appeal to each member at least five days before the meeting. The club's action on an appeal is final.

**Section 4 — *Officers.*** The club officers shall be a President, President-Elect, Vice President, Board Secretary, Executive Secretary, Treasurer, and Immediate Past President, all of whom shall be members of the Board. Each officer and director shall be a member in good standing of this club.

**Section 5 — *Terms of Officers.***

- (a) *The President shall succeed to the office of Immediate Past President the year following tenure as President.*
- (b) *The President-Elect shall succeed to the office of President the year following tenure as President-Elect.*
- (c) *The Vice-President shall succeed to the office of President-Elect the year following tenure as Vice-President.*
- (d) *All other Directors and Officers shall serve for a term of one year.*
- (e) *Qualifications of President.* A candidate for President must be a member of this club for at least one year before being nominated, unless the Governor determines that less than a full year satisfies this requirement. The President-Elect shall attend the Presidents-Elect Training Seminar and the District Training Assembly unless excused by the Governor-Elect. If the President-Elect does not attend the Presidents-Elect Training Seminar and the District Training Assembly and has not been excused by the Governor-Elect, the President-Elect shall not serve as club President and the position will be filled as per Section 8(d) of this Article.

**Section 6 — *Directors.*** There shall be a minimum of seven (7) Directors, the number of which may be increased from time to time as determined by the Board of Directors to no more than ten (10), and who shall be elected in accordance with Article 16 of these Bylaws.

**Section 7 — *Terms of Directors***

- (a) Usual term of service a Director shall be one year.
- (b) Each President is entitled to assign directors to new Service Committees for their term. Where feasible and practicable for all committees, the President(s) should provide for continuity of leadership, either by appointing one or more members for additional terms. However, it is recommended that a Committee Chair serve no more than three consecutive terms in the same position.

**Section 8 — *Filling Vacancies.***

- (a) A vacancy in the Board of Directors of any office shall be filled at the recommendation of the President, and ratified by action of the remaining members of the Board.
- (b) A vacancy in the position of any officer-elect or director-elect shall be filled at the recommendation of the President-Elect, and ratified by action of the remaining members of the Board of Directors.
- (c) Remaining members of the Board of Directors may determine that there is a vacancy if an Officer or Director does not maintain a sixty percent (60%) attendance record for regular club meetings, and regular Board of Director meetings for good cause.
- (d) Any voting member appointed or elected to fill a vacancy must be qualified to assume office as of the date of such appointment or election. A vacancy for President-Elect or Immediate Past President must be filled with a voting member who has previously served in the office of President.

**Article 14 — Duties Of Officers**

**Section 1 — *President.*** It shall be the duty of the President to:

- (a) Preside at meetings of the club and Board and to perform such other duties as ordinarily pertain to the office of President.
- (b) In the event of a vacancy in the office of the President, the Board of Directors will appoint one or more Past Presidents to complete the term of President.

**Section 2 — *President-Elect.*** It shall be the duty of the President-Elect to:

- (a) Preside at meetings of the club and Board in the absence of the President, and to perform such other duties as ordinarily pertain to the office of President-Elect.
- (b) Automatically succeed to the office of President upon termination of the term of office of the President.
- (c) Is appointed by the President to act as liaison to the District and any multi-club cooperative group as directed by the Board, and shall report activities and cooperative commitments back to the Board.
- (d) Work in coordination with their incoming Board and the Club Treasurer to present their budget to the Board for approval at the June Board meeting.

**Section 3 — *Vice President.*** It shall be the duty of the Vice President to:

- (a) Preside at meetings of the club and Board in the absence of the President and President-Elect, and to perform such other duties as ordinarily pertain to the office of Vice President.
- (b) Automatically succeed to the office of President-Elect upon the existence of a vacancy in the office of President-Elect.
- (c) Act as the Fundraising Committee Chairman.

**Section 4 — Board Secretary.** It shall be the duty of the Board Secretary to:

- (a) Provide due notice of regular and special Board meetings and preserve the minutes of all Board meetings.
- (b) Assist the Executive Secretary in maintaining the records of the club.
- (c) Assist in recording members' attendance at meetings, collecting and updating member information, recording minutes of regular and special Board meetings and such other duties as usually pertain to the office of Secretary.
- (d) Perform any other secretarial duties in conjunction with the Executive Secretary as may be appointed by the President.

**Section 5 — Executive Secretary.** It shall be the duty of the Executive Secretary to:

- (a) Maintain a permanent updated database of the club members.
- (b) Submit the semiannual membership reports and changes in membership notifications to Rotary International and the District Governor.
- (c) Provide other correspondence to Rotary International and District required or directed by the President.
- (d) Record Member's attendance at meetings and report attendance to the District Governor immediately following the last meeting of the month.
- (e) Provide information and assistance to officers, directors, committee chairs and members as directed or appropriate.
- (f) In the absence of the Board Secretary, record the minutes of all Board meetings, and perform such other duties as pertain to the office of Board Secretary.
- (g) Upon leaving service in either office of Executive Secretary, turn over to the incoming Executive Secretary, or to the President, any and all club property and documents.
- (h) Appoint assistant Executive Secretary(s) as may be required.

**Section 6 — Treasurer.** It shall be the duty of the Treasurer to:

- (a) Have custody of all funds.
- (b) Provide a monthly accounting to the Board of Directors, and annually to the Club.
- (c) Assist in preparation of the annual budget and to coordinate and file all necessary government forms as required by law.
- (d) Collect annual dues of members, as well as dues of new members.
- (e) Oversee a bi-annual internal review of Club accounting by a committee of members designated by the President.
- (f) Perform such other duties as pertain to the office of Treasurer.
- (g) Appoint assistant Club Treasurer(s) as may be required.
- (h) Upon leaving service in office the Treasurer to turn over to the incoming Treasurer or to the President all funds, account books or any other club property.
- (i) Forward to the Escondido Rotary Foundation Treasurer any items applicable to the Escondido Rotary Foundation.

**Section 7 — Immediate Past President.** It shall be the duty of the Immediate Past President to:

- (a) Schedule and assign past Presidents to perform new member induction presentations throughout the year.
- (b) Prepare and preside over one club meeting usually held close to Club Anniversary of October 20th with the theme, "Past Presidents".
- (c) Convene and Chair the nominating committee beginning no later than the last week of October and preside over the election process.
- (d) Conduct a By-Laws review with assistance of Executive Secretary and input from all other members of the Board of Directors. Submit recommendations for change to the Board of Directors no later than the May meeting of the Board.
- (e) Serve as Chair of the Demotion Committee.

**Article 15 — Service Committees**

**Section 1 —** *The club shall have the following standing Committees:*

- (a) Club Service
- (b) Vocational Service
- (c) Community Service
- (d) International Service
- (e) Youth Service
- (f) Communications Service
- (g) Membership Service
- (h) Rotary Foundation

**Section 2 — Directors of Service Committees.** The President shall appoint from the membership of the Board of Directors, a Chair to each Service Committee:

- (a) The Chair of each Service Committee shall be responsible for all activities within the scope of service, oversee and coordinate the committees assigned to that Avenue of Service and other responsibilities as may be assigned by the President, including:
  - 1) Develop and present an administrative, and where applicable, a philanthropic budget specific to the assigned avenue of service and all its respective committees to the Board of Directors no later than the May Board Meeting, and then participates in creating an overall budget for approval not later than July 1;
  - 2) Make all requests for budgeted items on behalf of committees to the treasurer;
  - 3) Submit unbudgeted items to the Board of Directors for approval as appropriate;
  - 4) Submit requests on behalf of assigned committees for all appropriate funding by the Club or the Escondido Rotary Foundation;
  - 5) Provide regular reports to the Board on all service activities ;

- 6) Prepare a summary of all committee work for the club's end of year report which is submitted to the President of the Club;
  - 7) Attend District events such as Foundation Seminar, District Assembly, District Conference and District council meeting; monthly Board of Director meetings; and any other meetings which the President so directs. Attendance at these events is strongly encouraged.
- (b) Directors of the following Service Committees shall be Trustees of the Escondido Rotary Foundation with associated responsibilities and attendance as may be required as a Trustee of the Escondido Rotary Foundation:
- 1) Community
  - 2) Vocational
  - 3) Youth
  - 4) International
- (c) The President shall be ex-officio member of all committees and, as such, shall have all the privileges of membership therein.
- (d) Business and authority of the Committees:
- 1) Each committee shall transact such business as is delegated to it in the Bylaws and such additional business as may be referred to it by the President or the Board;
  - 2) Proposed events shall require prior approval by the Board before commitment of funding or scheduling may be made, or action taken by an individual or committee, subject to Section 2(d)4 of this Article;
  - 3) Events will be submitted to the Service Director who will schedule the presentation to the Board at either a Regular or Special meeting of the Board of Directors of the club;
  - 4) Projects in the Board approved annual administrative budget or the Board recommended annual philanthropic Avenue of Service budget, subsequently approved by the Escondido Rotary Foundation Board of Trustees, shall be deemed already approved during the annual budget approval process. However, the respective Director in each case is to handle the request for funding;
  - 5) Solicitation of funding for projects not already included in Section 2(d)2 of this Article shall be submitted to the Board for determination of whether it is an administrative cost or whether it is to be forwarded, with Board recommendation to the Foundation in the case of philanthropic projects.

**Article 16 — Election Of Directors And Officers**

**Section 1 — The Nominating Process.**

- a) The Nominating Committee: The Immediate Past President as chairperson shall convene the nominating committee to select candidates for President-Elect, Vice President, Board Secretary, Treasurer, and open seats for Directors.

- 1) The nominating committee is to be comprised of not less than five Past Presidents of the Club, and President-Elect. Members of our club who have served as President in any Rotary club shall be recognized as Past Presidents within the Escondido Rotary Club.
  - 2) The nominating committee meeting shall be no less than four weeks prior to the regular meeting set for announcing this committee's list of proposed candidates.
- b) Slate of Candidates: The list of proposed candidates for election to offices as Officers and Directors described above shall be published to the membership, and orally presented at a regular club meeting no less than one week prior to the annual meeting date.
- 1) Upon announcing the list of proposed candidates for election, the chairman of the nominating committee shall ask for any additional nominations from the membership.
  - 2) The nominees as proposed by the nominating committee as well as any nominated by the membership for the above offices shall be deemed the slate of candidates. The slate shall be presented in written form to the membership by email no less than 6 days prior to election, in random order, by each office sought.

**Section 2 — *The Election Process.***

- a) Voting at the Annual Meeting:
- 1) If the slate of candidates determined in Section 1(b) of this article is exactly equal to the open positions on the Board of Directors, voting shall be by voice, or show of hands, or electronically.
  - 2) If the slate of candidates determined in Section 1(b) of this article is not exactly equal to the open positions on the Board of Directors, voting shall be by written ballot.
    - i. A written ballot shall be prepared as described for voting at the annual meeting.
    - ii. Voting shall be by secret ballot and results determined by a committee of three members appointed by the nominating committee chairperson.
- b) Officers and Directors Determined as Elected:
- 1) Candidates for President-Elect, Vice President, Board Secretary and Treasurer that receive the majority of votes shall be declared elected to their respective offices.
  - 2) The candidates for the office of Director, equal to the number of open seats for Director, receiving the highest number of votes shall be declared elected to said Board.

Confirmation of appointment or reappointment of Executive Secretary made by the Board of Directors at the Board meeting preceding the annual meeting shall be declared at the same time of announcement of new Officers and Directors.

**Article 17 — Method of Voting**

The business of this club shall be transacted by voice or electronic vote, except the election of officers and directors, which shall be as required in Article 16, Section 2(a).

**Article 18 — Finances**

**Section 1** — The Treasurer shall deposit all funds of the club in a Federally insured financial institution as approved by the Board.



**Section 2** — All bills shall be paid only by checks signed by two authorized Board members.

**Section 3** — Officers having charge or control of funds shall give bond for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 4** — The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

**Section 5** — By the June Board meeting, the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year for both administrative purposes and philanthropy purposes.

- (a) Notice of prospective budget: Budget is to be delivered electronically or in person to Board Members at least one week prior to the Board of Directors meeting where it is to be presented.
- (b) Board of Directors Approval
  - 1) Administrative Budget approved by the Board shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.
  - 2) Philanthropic (Community, Vocational, International and Youth Avenue of Service) Budget approved by the Board of Directors shall be in the form of a recommendation to the Escondido Rotary Foundation and said budget duly forwarded to the Escondido Rotary Foundation's Board of Trustees for approval.
- (c) Changes to Budget
  - 1) Board members must be notified of any proposed change no less than 24 hours before action by the Board.
  - 2) Unless emergency action is required, proposed changes in the budget shall take place only during the regular monthly meeting after the matter has been discussed in a meeting that precedes it.

**Section 6** — *Authority of a Service Director for additional expenditures.*

- (a) After approval of the budgets, an Avenue of Service Director has the authority to make an expenditure up to \$300 not otherwise provided by either making an adjustment among existing line items or from their contingency item while maintaining the budget in balance without seeking approval of the Board prior to the expenditure but reporting same at the next regular Board meeting.

**Article 19 — Community, National, and International Affairs**

**Section 1** — *Proper Subjects.* Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. However, this club shall not express an opinion on any pending controversial public measure.

**Section 2** — *No Endorsements.* This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

**Section 3** — *Non-Political.*

- (a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature.
- (b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

## **Article 20 — Rotary Magazines**

**Section 1 — *Mandatory Subscription.*** Unless this club is excused by the RI Board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the Board for the payment of per capita dues for the duration of membership in this club.

**Section 2 — *Subscription Collection.*** The subscription fee shall be collected by this club from each member in advance and remitted to RI or to the office of a regional publication as determined by the RI Board of directors.

## **Article 21 — Acceptance of Object and Compliance with Constitution and Bylaws**

By paying dues, a member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the club constitution and bylaws. On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws whether or not the member has received copies of them.

## **Article 22 — Arbitration and Mediation**

**Section 1 — *Disputes.*** Any dispute between any current or former member(s) and this club, any club officer, or the Board, except a decision of the Board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

**Section 2 — *Date for Mediation or Arbitration.*** Within 21 days after receipt of the request, the Board shall, in consultation with the disputants, set a date for the mediation or arbitration.

**Section 3 — *Mediation.*** The procedure for mediation shall be:

- (a) Recognized by an appropriate authority with national or state jurisdiction; or
- (b) Recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or
- (c) Recommended in documented guidelines determined by the RI Board or TRF Trustees.
- (d) Only Rotarians may be mediators. The club may ask the Governor or the Governor's representative to appoint a mediator with appropriate mediation skills and experience.
- (e) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the Board. A summary statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the President or secretary, may call for further mediation if a party has retracted significantly from the mediated position.
- (f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in section 1 of this article.

**Section 4 — *Arbitration.*** In the event of a request for arbitration, each disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire.

**Section 5 — *Decision of Arbitrators or Umpire.*** The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

### **Article 23 — Resolutions**

**Section 1** — 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 24 — Manual Of Procedure**

**Section 1** — Except, as specifically provided in these bylaws, the Manual of Procedure of Rotary International shall apply.

### **Article 25 — Amendments**

**Section 1** — *Manner of Amending.* Except as provided in section 2 of this article, these bylaws may be amended at any regular meeting of the club, a quorum being present, by a two-thirds voice vote of all members present, provided that such proposed amendment shall have been recommended for approval by the Board of Directors at a regular Board meeting and written (email) notice of such proposed amendment shall have been made available to the members at least one week before such regular meeting of the club. No amendment or addition to these Bylaws can be made which is not in harmony with the Club Articles of Incorporation and with the Constitution and Bylaws of RI.

**Section 2** — *Amending Article 2 and Article 4.* Article 2 (Name) and Article 4 (Locality of the Club), may be amended at any regular club meeting, if a quorum is present, by at least a two-thirds vote of all voting members present. Notice of the proposed amendment shall be given to each member and the Governor at least 21 days before the meeting. The amendment shall be submitted to the RI Board of directors and becomes effective only when approved. The Governor may offer an opinion to the RI Board of directors about the proposed amendment.

Approved by the Board of Directors on January 14, 2003, and the membership on Jan. 28, 2003.

Approved by the Board of Directors on November 11, 2005, and the membership on December 06, 2005.

Approved by the Board of Directors on March 28, 2006. Publication to the membership on March 28 and April 4. Approved by the membership on April 18, 2006.

Revision approved by the Board of Directors on September 12, 2008. Publication to the membership on September 29, 2008. Approved by the membership on October 7, 2008.

Revision approved by the Board of Directors on February 11, 2011. Publication to the membership on February 12, 2011. Approved by the membership on February 22, 2011.

Revision approved by the Board of Directors on July 12, 2013.

Publication to the membership on July 19 by email and on July 23 & 30 hardcopy at meetings – July, 2013. Approved by the membership on 30 July 2013.

Revision approved by Board of Directors on June 12, 2015. Publication to the membership via email on June 15, 2015, and at a regular meeting on June 16, 2015. Approved by the membership on June 23, 2015.

Revision approved by Board of Directors on March 15, 2022. Publication to the membership via email on July 12, 2022, and at a regular meeting on July 12, 2022. Approved by the membership on July 25, 2022.