



## **Bylaws of the Rotary Club of Cupertino, California, USA**

**November 3, 2004**

### **Article I - Election of Directors and Officers**

**Section 1** - At a regular meeting, six (6) weeks prior to the annual meeting for election of officers and directors, the presiding officer shall announce the members of the nominating committee for the next term of office and also announce that members may offer candidates to the committee. The nominating committee shall consist of the president, the president-elect, the immediate past president and the five (5) prior past presidents still active in the club. The senior past president shall serve as chair of the nominating committee. The nominating committee will select and submit to the members at the annual meeting of the club, a slate of candidates for election for the positions of president, president-elect, secretary, treasurer and ten (10) directors. Two (2) additional Directors At-Large will be chosen to serve a two-year term.

**Section 2** - The officers and directors, so elected, together with the immediate past-president and the president of the Cupertino Rotary Endowment Foundation (CREF) shall constitute the board of directors for the next term of office.

**Section 3** - A vacancy in the board of directors or any office or any director elect or officer elect shall be filled by action of the remaining members of the board, except as provided for in Section 4. Appointments of directors shall be for the unexpired term of the retiring director.

**Section 4** - A vacancy in the position of president or president-elect shall be referred to the nominating committee for a nominee to be elected per Article I, Section 1.

### **Article II - Board of Directors**

**Section 1** - The governing body of this club shall be the board of directors.

**Section 2** - The twelve (12) elected directors may be designated as follows: Club Service Director; Community Service Director; International Service Director; Fund Development Director; Vocational Service Director; Youth Service Director; Membership Director; Program Director; and four (4) Directors At-Large.

**Section 3** - The officers and directors shall serve from July 1st through June 30th of the following year, except for the Directors At-Large, which will serve for a two (2) year period

**Section 4** - Directors may serve two (2) one-year consecutive terms as a Director and after one year off the Board be eligible to be reelected to the Board. This section does not pertain to Officers and the Nominating Committee may make exceptions to this Section, subject to election by the Club.

## **Article III - Duties of Officers**

**Section 1** - President. It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertain to this office.

**Section 2** - President-Elect. It shall be the duty of the president-elect to perform such duties as may be prescribed by the president of the board. The president-elect shall attend the Rotary District's President-Elect Training Seminar during his/her term.

**Section 3** - Immediate Past President. It shall be the duty of the immediate past president to preside at meetings of the board in the absence of the president and to perform such other duties as ordinarily pertain to this office.

**Section 4** - Secretary. It shall be the duty of the secretary to send out notices of meetings of the club board, record and preserve the minutes of such meetings, keep records of membership, make required reports to Rotary International and perform such other duties as usually pertain to this office.

**Section 5** - Treasurer. It shall be the duty of the treasurer to have custody of all club funds, as described in Article VII, accounting annually to the club and upon demand by the board, and to perform such other duties as pertain to this office. The treasurer shall oversee the preparation and filing of required federal and state tax forms. All funds and records shall be turned over to the club at the end of the term of office.

## **Article IV - Meetings**

**Section 1** - Meetings. Annual meeting. The annual meeting of this club shall be held each year on the second meeting in January.

**Section 2** - Regular meetings of this club shall be held on Wednesdays at 12:00 noon. Notice of changes or cancellation of any regular meeting shall be given to all members of the club. A meeting attendance record shall be kept for all members. Except for honorary members and members on leave of absence, all members must be present for sixty percent (60%) of regular meetings, either at this club, another Rotary club, or at designated club activities or committee meetings. The Board of Directors may waive the sixty percent attendance requirement.

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

**Section 4** - Regular meetings of the board shall be held at a time and day to be determined by each board. Special meetings of the board shall be called by the president or upon request of two (2) members of the board, due notice having been given.

**Section 5** - A majority of the board members shall constitute a quorum of the board.

## **Article V - Fees and Dues**

**Section 1** - An initiation fee shall be set by the board and shall be paid before the applicant can qualify as a member.

**Section 2** - Membership dues shall be set by the board and shall be payable annually on the first day of July or semi-annually on the first day of July and of January.

**Section 3** - Honorary members shall not be required to pay fees or dues.

## **Article VI - Method of Voting**

**Section 1** - The business of this club shall be transacted by voice vote, except that any contested election of officers and directors shall be by ballot.

**Section 2** - Active members are eligible to vote; honorary members are not eligible to vote.

## **Article VII - Finances**

**Section 1** - The treasurer shall deposit all funds of the club in an insured financial institution named by the board.

**Section 2** - All bills shall be paid by check signed by any two (2) officers, with vouchers authorized by the responsible officer or director. Annually, the club's financial records shall be reviewed by a certified public accountant or other qualified person.

**Section 3** - Officers and others having custody of funds shall give bond as may be required by the board, cost of bond to be borne by the club.

**Section 4** - The fiscal year of this club shall be from July 1st to June 30th.

**Section 5** - Each year, the board shall approve an income and expense budget. The budget may be amended by action of the board upon material changes in actual income or expense.

**Section 6** - The club shall carry general liability and directors and officers liability insurance coverage to protect club assets and to limit the liability of individual board members and others having custody of funds or property.

**Section 7** - A Finance Committee consisting of the President, Club Treasurer, The Rotary Foundation Secretary/Treasurer, CREF Treasurer and additional members appointed by the President shall be a standing committee of the club. Duties will include budget preparation, review monthly financial reports prior to Board meetings, review the annual financial statement by December 31 of the current year and other duties appropriate for this committee.

**Section 8** - The Club Board of Directors may cooperate with CREF, a 501 (c)(3) organization in various fund-raising projects, with CREF being the recipient of the funds and paying fund-raising expenses from these funds. The Club will advise CREF as to the distribution of the net proceeds of these fund raising projects. The CREF, in making its distributions will be guided by its legal and fiduciary responsibilities and by IRS requirements. Both the Club and CREF anticipate that CREF will follow the advice of the Club, but both organizations understand that CREF has no legal obligation to follow such advice. However, CREF has adopted a policy which states that if the advice of the Club cannot be followed, it will seek additional advice from the Club as to distributions.

## **Article VIII - Membership**

### **Section 1 - Active members.**

- a) A member candidate shall be proposed for membership by an active member. A completed application shall be submitted to the club secretary for distribution to the membership committee prior to consideration by the board.
- b) The membership committee will establish necessary procedures to insure that the prospective member is eligible for membership and then make a recommendation to the board of directors who will vote on the application.
- c) If approved by the board, the candidate's name will be published in the club newsletter and if no written objection, stating reasons, is received within ten (10) days and upon payment of prescribed fees, the candidate shall be considered elected to membership.
- d) If an objection to membership is filed with the club secretary, the board at a special or regular meeting will act upon the application by majority vote.

**Section 2 - Honorary membership.** Honorary member candidates shall be proposed and approved annually by the board..

**Section 3 - Leave of absence.** Upon request and approval by the board, a leave of absence may be granted to a member for cause for a specified period of time.

**Section 4 - Nondiscrimination policy.** No person, otherwise qualified for membership, shall be denied admission or full and equal participation in this club, solely on the basis of such person's disability, sex, sexual preference race, color, religion, culture, ancestry or national origin,.

## **Article IX - Resolutions**

Any resolution or motion to commit the club on any matter shall first be considered by the board. Resolutions or motions to commit the club offered at a club meeting shall be referred to the board without discussion.

## **Article X - Acceptance of Object and Compliance with Articles and Bylaws.**

A member, by payment of the admission fee, thereby accepts the principals of Rotary as expressed by the club constitution and agrees to comply by the articles and bylaws of this club, and on these conditions alone is entitled to the privileges of the club

## **Article XI - Arbitration**

Should any dispute arise between any member or members, or a former member or members, and the club, or any officer or director, and the club, relative to membership, the expulsion of any member from the club, to club property, to any alleged breach of the club articles or bylaws, or on any other account whatsoever involving \$5,000 or less, which cannot be satisfactorily settled under the procedure already provided for such purpose, the matters in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary club may

be appointed as umpire or as arbitrators. The decision by the umpire shall be final and binding on all parties, and the decision may be incorporated in the judgment of a court of competent jurisdiction without further adjudication of the matter..

### **Article XII- Dedication of Assets**

The properties and assets of the club are irrevocably dedicated to the promotion of social welfare. No part of the club's assets, upon dissolution of the club, may inure to the benefit of any private person or any club member. Upon dissolution, all assets remaining after payment of liabilities shall be distributed to a non-profit organization dedicated to the promotion of this purpose, provided the organization is dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(a)(4).

### **Article XIII - Endowment Separate**

The club shall be legally separate and completely independent from the Rotary Club of Cupertino Rotary Endowment Foundation (CREF) a California Nonprofit Public Benefit Corporation (the "Endowment"), despite some overlap in directors, officers and members. The club's directors, officers and members shall have no club duty to participate in Endowment operations and programs. The club shall have no responsibility for Endowment assets, funds, grants, opportunities, liabilities, taxes, bills or obligations.

### **Article XIV- Amendments**

These bylaws may be amended at any regular membership meeting, a quorum being present, by a two-thirds (2/3) vote of members present, provided that notice of such proposal shall have been mailed to each member at least ten (10) days prior to such meeting. No amendments can be made which are not in harmony with the club's articles of incorporation and with the constitution and bylaws of Rotary International.

Approved and Adopted November 3rd, 2004  
Phil Johnson, Secretary