

**BYLAWS OF THE  
ROTARY CLUB OF WATSONVILLE, CALIFORNIA, #2598**

**ARTICLE 1  
Board of Directors**

Section 1. The governing board of this club shall be the board of directors, consisting of eleven (11) members of the club, namely president, president-elect, past president, secretary, treasurer and six directors, elected in accordance with Article 2, Section 1, of these by-laws. Three (3) directors shall be elected for a period of two (2) years with three new directors elected each year.

**ARTICLE 2  
Election of Directors and Officers**

Section 1. At a regular meeting, no less than one month prior to the meeting for election of officers, the presiding officer shall ask for nominations for president-elect, secretary, treasurer and three (3) members of the Board of Directors. The nominations shall be presented by a nominations committee at the first Wednesday meeting in November. Such committee shall be composed of the past presidents of the club. Other nominations will be received from the floor at least one week prior to the annual meeting. Nominations must have the consent of the nominee. If no additional nominations are received, nominees will be elected by voice vote. If two or more are nominated, the nominations duly made shall be placed on a ballot, in alphabetical order, under each office and shall be voted for at the annual meeting. The president-elect shall assume office as president on the first day of July immediately following one year of service on the Board of Directors as president-elect.

Section 2. The officers and directors, so elected, shall constitute the Board of Directors. The club president is a non-voting member of the board, voting only in the case of a tie vote. The club president is not allowed to present a motion.

Section 3. A vacancy in the Board of Directors or any office shall be filled by action of the Club President.

Section 4. A vacancy in the position of any director-elect or officer-elect, other than the president-elect, shall be filled by action of the president-elect. A vacancy in the position of the president-elect shall be filled by action of the nominations committee, composed of past presidents of the club.

ARTICLE 3  
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 pertains to the office.

Section 2. President-elect/Vice-president

It shall be the duty of the president-elect to serve as vice-president of the club. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president, to represent the club at District 5170 functions and to perform such other duties as ordinarily pertains to the office.

Section 3. Past President

It shall be the duty of the past president to give carry-over guidance to the board, and to serve as chair of the debunking and nominations committee.

Section 4. Secretary

It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meeting, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1<sup>st</sup> and July 1<sup>st</sup> of each year, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made to the district governor within fifteen (15) days following the last meeting of the month, collect and remit to Rotary International subscriptions to **The Rotarian**, and perform such other duties as usually pertain to the office.

Section 5. Treasurer

It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club at least quarterly and at any other time upon demand by the board and to perform such other duties as pertain to the office. Upon retirement from office the Treasurer shall turn over to succeeding Treasurer all funds, books of accounts and any other club property in his possession.

ARTICLE 4  
Meetings

Section 1. Annual Meetings

An annual meeting of this club shall be held on the first Wednesday in December in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2. The regular weekly meetings of this club shall be held on Wednesday at 12:15 p.m. Due notice of any changes in or canceling of the regular meeting shall be to all members of the club.

Section 3. One-third of the membership shall constitute a quorum at the annual meetings of this club.

Section 4. Regular meetings of the board shall be held on a date set by the Board of Directors each month. Special meetings of the board, due notice having been sent, whenever deemed necessary, or upon the request of two 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 5  
Fees and Dues

Section 1. The admission fee shall be set by the directors to be paid before the applicant can qualify as a member.

Section 2. The membership dues shall be set by the directors per annum, payable semi-annually on the first day of July and of January, with the understanding that the proper amount of each semi-annual payment shall be applied to each member's subscription to **The Rotarian** magazine.

ARTICLE 6  
Methods of Voting

The business of this club shall be transacted viva voce vote; except that, when more than one candidate for officer or director has been nominated for an office, that vote shall be by ballot.

ARTICLE 7  
Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community

Service and International Service. This club shall be active in each of the four Avenues of Service; and shall allocate the responsibility of the six directors among the four Avenues of Service as follows:

Community and Youth Service  
International Service  
Vocational Service  
Club Service, Activities  
Club Service, Membership  
Club Service, Meetings

## ARTICLE 8 Committees

Club committees are charged with carrying out the annual and long-range goals of the club, based on the four Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year. It is recommended that the chair have previous experience as a member of the committee. Standing committees may be appointed as needed

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of community and youth service, international service, vocational service and club services as deemed necessary.

(c) Each standing committee shall consist of a chairman who shall be named by the president from the membership of the board.

(d) Where feasible and practicable in the appointment of the club committees, there should be a provision for the continuity of membership, by appointing one or more members to a two-year term. Normally, a member shall not serve on the same committee for more than two successive years, except as otherwise specifically provided by these by-laws.

(f) The president shall be an ex officio member of all committees, except the nominating committee, and, as such, shall have all the privileges of membership thereon.

(g) Each committee shall transact such business as is delegated to it in the by-laws 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, such committees shall not take action until a report has been made to the board and approved by the board.

## ARTICLE 9

### Duties of Committees

#### Section 1. Community Service and Youth Services Committees.

These committees shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community service and youth service relationships. The chairman of these committees shall be responsible for the community and youth service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of community service.

#### Section 2. International Service Committee.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed in particular phases of international service.

#### Section 3. Vocational Service Committee.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and improving the general standards of practice in their respective vocations. The chairman of this committee shall be responsible for the Vocational service activities of the club and shall supervise and coordinate the work of any committees that may be appointed in particular phases of vocational service.

#### Section 4. Attendance Committee.

This committee shall devise means for encouraging attendance at all Rotary meetings by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

#### Section 5. Membership/Membership Development Committee.

This committee shall consider all proposals for membership and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership; and shall report their decisions on all applications the board.

This committee shall periodically review the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill open classifications.

Section 6. Program Committee.

This committee shall prepare and arrange the programs for the regular and special meetings of the club.

Section 7. Public Relations Committee.

This committee shall devise and carry into effect plans to:

- (a) Give the public general information about Rotary, its history, object and scope, and;
- (b) Secure proper publicity for the club.

Section 8. Rotary Information Committee.

This committee shall devise and carry into effect plans to:

- (a) Give prospective members information about the privileges and responsibilities of membership in a Rotary Club,
- (b) Give the members, especially the new members, adequate understanding of the privileges and responsibilities of members,
- (c) Give the members information about Rotary, its history, object, scope, activities, and;
- (d) Give the members information as to developments in the administrative operation of Rotary International.

Section 9. Debunking and Nominations Committee.

These committees shall be headed by the most recent past president.

## ARTICLE 10

### Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member for attending the meetings of the club for a specified length of time.

Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent, except that absence authorized under the provision of Article VIII, Section 5(c) or (d) of the standard club constitution or not computed in the attendance record of the club.

ARTICLE 11  
Finances

Section 1. The treasurer shall cause to be deposited all funds of the club in some bank to be named by the board.

Section 2. All bills shall be paid only by checks signed by the secretary upon vouchers signed by any two officers.

Section 3. Officers having charge of control of funds shall give bond, as may be required by the board, for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4. The fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>, and for the collection of members' dues shall be divided into two semi-annual periods extending from July 1<sup>st</sup> to December 31<sup>st</sup>, and from January 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capital dues and magazine subscriptions to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year on the basis of the membership of the club on those dates.

Section 5. On the first day of each fiscal year, the board shall prepare or cause to be prepared a budget for estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposed, unless otherwise ordered by action of the board.

ARTICLE 12  
Method of Electing Members

Section 1. Active members

(a) The name of a prospective member, proposed by any member of the club or by the membership development committee, shall be submitted to the board in writing through the club secretary. 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 below.

(b) The name of the proposed member shall be submitted by the board to the classification committee and the membership committee. The classification committee shall report to the board on the eligibility of the proposed member from the standpoint of classification, and the membership committee shall report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

(c) The board shall approve or disapprove the recommendation of the classifications and membership committees, and shall notify the proposer through the club secretary of its decision.

(d) If the board approves the proposed member, then the proposer, together with one or more members of the Rotary information committee, shall inform the prospective member of the purpose of Rotary and of the privileges and responsibilities of membership in Rotary. Following this, the prospective member shall be requested to complete and submit an application for membership and to give permission for their name and proposed classification to be published to the club in the club's bulletin.

(e) If no member of the club objects to the proposed member within ten (10) days following publication of their name, the prospective member shall be considered as elected to membership upon payment of the admission fee, as prescribed in Article V of these by-laws.

(f) If any objection is received, the board shall consider the matter at any regular or special meeting of the board and shall vote on the proposed member. If two (2) or less negative votes are cast by the members of the board in attendance at such meeting, the prospective member shall be considered elected to membership, upon payment of the admission fee, as prescribed in Article V of these by-laws. If there are more than two (2) negative votes, the proposed member shall be rejected, and so notified by the club secretary.

(g) Following an election to membership as herein provided, the club secretary shall issue a membership card to the new member and shall report the name of the new member to the general secretary of Rotary International.

(h) The member shall be formally introduced as a new member at a regular meeting of the club.

## Section 2. Honorary members

The name of a proposed candidate for Honorary membership shall be submitted to the board of directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however that such proposal may be considered at any regular or special meeting of the board and that the board may, at its discretion, waive any of the steps as set forth in Section 1 of this article and proceed to ballot on the proposed member. If not to exceed three (3) negative votes are cast by the members of the board in attendance at the regular special meeting, the proposed member shall be considered duly elected, provided, however, that any active member of past service member to this club who qualifies for senior active membership as set forth in the constitution for this club shall automatically become a senior active member of this club, no application for or election to such senior active membership being required.

ARTICLE 13  
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 resolution or motions, if offered at a club meeting, shall be referred to the board with discussion.

ARTICLE 14  
Order of Business for Club meeting

Meeting called to order  
Introduction of visiting Rotarians  
Correspondence and announcements  
Committee reports, if any  
Any unfinished business  
Any new business  
Address or other program feature  
Adjournment

ARTICLE 15  
Indemnification of Corporate Agents

(a) Any person who was or is a director, officer, employee or other agent of the Corporation (collectively, "Agents") may be indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to the Agent's service to or on behalf of the Corporation to the full extent permitted by California Corporations section 5238.

(b) the Corporation shall have the power to purchase and maintain insurance on behalf of any agent or the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agents' status as such whether or not the Corporation would have the power to indemnify the agent against such liability under section 5238 of the Corporations Code; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 16  
Nonpaid Directors; Alleged Failure to Discharge Duties; No Monetary Liability

Except as provided in section 5233 or 5237 of the California Public Benefit Corporation Law, there is no monetary liability on the part of, and no cause of action for

damages shall arise against any non-paid director, including any non-paid director who is also a non-paid officer of this Corporation, based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith
- (b) The duties are performed in a manner such as director believe to be in the best interest of the Corporation
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

## ARTICLE 17

### Personal Liability of Volunteer Director or Office for Negligence

(a) Except as provided in subparagraph (c) below, there shall be no personal liability to a third party on the part of a volunteer director or volunteer executive committee officer of this Corporation caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:

- (i) The act or omission was within the scope of the director's or executive committee officer's duties.
- (ii) The act or omission was performed in good faith.
- (iii) The act or omission was not reckless, wanton, intentional, or grossly negligent.
- (iv) Damages caused by the act or omission are covered pursuant to a liability insurance policy or a director's and officer's liability policy, or personally to the director or executive committee officer. In the event that the damages are not concerned by a liability policy, the volunteer director or volunteer executive committee officer shall not be personally liable for the damages if the Board of Directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

(b) For purposes of this ARTICLE 17, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive committee officer does not affect that person's status as a volunteer within the meaning of this section.

(c) This section does not eliminate or limit the liability of a director or officer for any of the following:

- (i) As provided in section 5233 or 5237 of the California Nonprofit Public Benefit Corporation Law; or,

(ii) In any action or proceeding brought by the California Attorney General.

ARTICLE 18  
Amendments

These by-laws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or additions to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.

*Revision dates:*  
April 4, 2008

