

# **\*Bylaws of the Rotary Club of Reno, Nevada USA**

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## **Article I Names, Offices and Definitions**

**Section 1 – Name.** The name of this corporation is The Rotary Club of Reno, a Nevada non-profit corporation.

**Section 2 – Office.** The principle office shall be in the City of Reno, County of Washoe, State of Nevada. Offices may also be kept at other places as the Board of Directors may from time to time determine or the purposes of the corporation may require.

**Section 3 – Definitions.** The following definitions will be used in these bylaws unless otherwise stipulated.

Board: The Board of Directors of this club.

Director: A member of this club's Board of Directors.

Member: A member, other than an honorary member, of this club as defined in the Rotary International Constitution and the Constitution of the Rotary Club of Reno..

RI: Rotary International.

Year: The twelve-month period that begins on 1 July.

## **Article 2 Board**

The governing body of this club shall be the board consisting of nine (9) elected directors: provided however that in the event either the president, president-elect or president nominee, is not or will not be one of the nine (9) elected directors during his/ her term as president, president-elect, or president nominee, the number of directors shall be increased to include such individual(s) during such terms. Each director will serve a three (3) year term and three (3) directors will be elected each year. In the event a board member is no longer able to serve or resigns the office, a new member of the board will be appointed by the club board of directors in a manner determined by the board (Article 3 Section 6-7). The immediate past president of this club will serve as an ex-officio member of the board. The secretary and treasurer of this club are not members of the board of directors but may consult with the board without voting privileges.

## **Article 3 Election of Directors and Officers**

**Section 1 – Nominating Committee.** The president shall appoint a nominating committee each year that will be composed of three (3) members of the Rotary Club of Reno. Each member of the nominating committee will be a current director or past director of this club.

**Section 2 – Election of Directors.** The nominating committee will present nominations for the three (3) Board of Directors positions to the membership each year no later than October 1. Prospective candidates shall include members of the Rotary Club of Reno who are in good standing and will have at least three (3) years of membership in the Rotary Club of Reno at the time they take office. The committee's nominations shall be presented at a regular meeting 30 days prior to the election but in no case later than mid-October. The presiding officer shall then call for nominations from the floor for the Board of Directors. The nominations duly made shall be placed on a ballot in alphabetical order and shall be voted for at a regular club meeting but no later than mid-November. The three (3) candidates receiving the greatest number of votes shall be declared elected to the Board of Directors and shall serve as a board member for three (3) years commencing on the first day of July next following their election.

**Section 3 – Election of President.** The Board of Directors will elect the president, president-elect and president nominee of the Rotary Club of Reno no later than December 15 of each year. The nominating committee will meet at least 30 days prior to the date that the board holds the election for president-elect and president nominee and may recruit and interview prospective candidates for the president-elect and president nominee positions. Prospective candidates include members of the Rotary Club of Reno who

are members in good standing, who have at least five (5) years of membership in the Rotary club of Reno or five (5) years in aggregate in the Rotary Club of Reno and other Rotary Clubs and who are serving or have served on the Rotary Club of Reno Board of Directors. Newly elected board members who have not yet assumed their office may be considered as candidates for president nominee if they will meet the five (5) year Rotary experience requirement at the time of assuming the office of president. The nominating committee will present the slate of candidates to the board at a regular board meeting. The Board of Directors shall either vote to accept the slate of candidates proffered by the nominating committee or elect other qualified candidates. In the event the member(s) chosen to serve as president-elect or president nominee are not members of the current Board of Directors, the elected member(s) will become director(s) upon election by the Board of Directors pursuant to the provisions of Article 2.

**Section 4 – Confirmation of President Elect and Term of Office.** The board will confirm the president-elect each year when the president nominee is elected. The president-elect's one year term as president will commence the first day of July following the current president's term. The president nominee will serve as president nominee for one year and will become president-elect if confirmed by the board.

**Section 5 –** The officers and directors, so elected, together with the immediate past president shall constitute the board.

**Section 6 –** A vacancy in the board or any office shall be filled by action of the remaining directors.

**Section 7 –** A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

**Section 8 –** In the event the Board of Directors chooses to engage a secretary and/or treasurer on a fee basis, the club president will appoint a committee of five to serve as the search committee and will be composed of the president, president-elect, Chair of the Reno Rotary Foundation and two members of the Board of Directors. After the search process and interviews are completed a recommendation will be forwarded to the Board of Directors for consideration and approval. An appropriate contract or letter of assignment clearly establishing the duties and responsibilities, compensation and other appropriate matters will be executed for such services and must be approved by the Board of Directors.

#### **Article 4 Duties of Officers**

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

**Section 2 – President-elect.** It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3 – President nominee.** It shall be the duty of the president nominee to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 4 – Secretary.** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

**Section 5 – Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

#### **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held no later than mid-November 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 Monday at 12:00 Noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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

**Section 4 –** Regular meetings of the board shall be held on once each month at the call of the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 5 –** A majority of the directors shall constitute a quorum of the board.

#### **Article 6 Fees and Dues**

**Section 1 –** The admission fee shall be \$300.00 to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2 –** The membership dues shall be \$300.00 per annum, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. Any subsequent change to the dues must be recommended by the Board of Directors of this club and submitted to the club membership for consideration and approval at a regularly scheduled meeting following the notification process included in these bylaws.

#### **Article 7 Method of Voting**

The business of this club shall be transacted by *viva voce*\* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

*(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.*

#### **Article 8 Four 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 will be active in each of the four Avenues of Service.

#### **Article 9 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 in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Club Administration**  
This committee should conduct activities associated with the effective operation of the club.
- **Membership**  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Service Projects**  
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation**  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- **Club Public Relations**  
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

Additional ad hoc committees may be appointed as needed.

- (a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.
- (d) The president may choose to appoint a member of the board to oversee each of the major committees included in this article.

The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. The Rotary Club of Reno and the club president has the discretion to create committees that are required to effectively meet its service and fellowship needs. Committees should, however, be assigned to the respective committees included in this Article.

#### **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

#### **Article 11 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 granting of a 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 provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.

## **Article 12 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2** – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

**Section 4** – A thorough review of all financial transactions by an audit committee appointed by the president and composed of two (2) board members and a qualified professional (certified public accountant or a member with professional accounting experience and expertise) shall be made once each year and a report of the committee's findings will be provided to the Board for consideration and action.

**Section 5** – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 6** – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

**Section 7** – The Rotary Club of Reno has created a 501(c)3 foundation for purposes of furthering the philanthropic programs of the club. The Rotary Club of Reno and the Reno Rotary Foundation have established their respective responsibilities through corporate filings and agreements.

## **Article 13 Method of Electing Members**

**Section 1** – The name of a prospective member, proposed by an active member of the club, 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 in this procedure.

**Section 2** – The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3** – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

**Section 4** – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 5** – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, the board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 6** – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new

member's assimilation to the club as well as assign the new member to a club project or function.  
**Section 7** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

**Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion

**Article 15 Order of Business**

Meeting called to order.  
Introduction of visitors.  
Correspondence, announcements, and Rotary information.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.

**Article 16 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed in hard copy or electronic form to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI. Any duly authorized and enacted amendments to these bylaws shall be placed in the permanent records of the club with pertinent documentation and a copy of all such amendments shall be filed with the General Secretary of Rotary International by the club secretary if it is determined that there is a substantive deviation from the standard Rotary club bylaws.

Certificate of Secretary

I hereby certify that I am the duly appointed and acting Secretary of the Rotary Club of Reno and that the forgoing Bylaws, comprising six (6) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Rotary Club of Reno held on the \_\_\_\_ day of \_\_\_\_\_, 2009.

Caryl Larva  
Secretary , Rotary Club of Reno