

**BYLAWS
OF
THE ROTARY CLUB OF SAN JOSE NORTH
(Approved January __, 2007)**

ARTICLE I

Election of Directors and Officers

Section 1. Required Procedure. Election of directors and officers shall be held as follows:

- a) The president-elect shall be nominated by a committee comprised of the president, president-elect and the most recent past president.
- b) The secretary, treasurer, and four directors at large shall be nominated by the president-elect and president-elect nominee. Directors' terms shall be staggered so that two directors shall be appointed each year to replace the two directors whose terms are ending.
- c) The officers and directors nominated above shall be submitted to the board of directors for approval at the November board meeting.
- d) Assuming approval by the board, the names of the nominated officers and directors shall be published in the next bulletin as notification of their nomination to the club.
- e) At the club's December annual meeting, the nominated officers and directors shall be presented to the club for election. Any additional nominations from the floor will be accepted at that time.
- f) The candidates receiving the greatest number of votes for their respective office shall be declared elected.
- g) The elected candidates shall take office the following July 1 for a one-year term except for:
 - (i) director for one year and then serve a one-year term as president beginning the following July 1.
 - (ii) The president-elect, who shall serve as president-elect and as a director at large, who shall serve two-year terms beginning each July 1.

Section 2. Vacancies. A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

Section 3. Officer-, Director-Elect Vacancies. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

ARTICLE II

Board of Directors

The governing body of this club shall be the board of directors consisting of nine members of this club, namely, four directors elected in accordance with Article I, Section 1, of these bylaws, the president, president-elect, secretary, treasurer, and the immediate past president.

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 the office of president.

Section 2. President-Elect. It shall be the duty of the president-elect to serve as a member of the board of directors of the club, and to perform such other duties as may be prescribed by the president or the board.

Section 3. Secretary. It shall be the duty of the secretary to keep records of the membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semiannual reports of membership, which shall be made to the General Secretary of Rotary International on January 1st and July 1st of each year, and including prorated reports to the general secretary on October 1st and April 1st of each active, and past service member who has been elected to membership in the club since the start of the July or January semiannual reporting period, 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 immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to *The Rotarian* magazine, and perform such other duties as usually pertain to the office of secretary.

Section 4. Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually, prepare and present monthly financial reports to the board of directors and at any other time upon demand by the board and to perform such other duties as pertain to her/his office. The treasurer shall also be responsible for all required federal and state tax filings, and at the annual meeting present a year to date budget summary. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts and closing financial report, and any other club property in the treasurer's possession.

Section 5. Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president.

ARTICLE IV

Meetings

Section 1. Annual Meeting. An annual meeting of this club shall be held on the first Friday of December in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2. Regular Meetings. Regular weekly meetings of this club shall be held on Friday at 12:15 p.m. Changes in the regular meeting time as determined by the president or the board shall be announced to members as soon as possible, generally through the bulletin or by e-mail. All club members, excepting honorary members or members excused by the board under applicable Rotary International procedures such as the “rule of 85,” 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 members being present for at least 60 percent of the time devoted to the regular meeting, either at this club, at any other Rotary club, or as otherwise provided by applicable Rotary International requirements.

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

Section 4. Board Meetings. Regular meetings of the board shall be held each month at a time and place to be determined by the board. Special meetings of the board may be called by the president or any two board members. Notice of any special meeting must be given by the person(s) calling the special meeting to all board members by one of the following means: (a) four days’ notice by first class mail; or (b) 48 hours’ notice delivered (i) personally, (ii) by telephone, including a voice messaging system, or (iii) by electronic transmission. A notice of a special board meeting need not specify the purpose of the meeting.

Section 5. Board Quorum Requirements. A majority of the board members shall constitute a quorum of the board.

ARTICLE V

Fees and Dues

Section 1. Admission Fee. The admission fee shall be determined by the board and must be paid before the applicant can qualify as a member.

Section 2. Membership Dues. The membership dues shall be determined by the board and shall be payable annually on the first day of July with the understanding a portion of each payment shall be applied to each member's subscription of *The Rotarian* magazine.

Section 3. Failure to Pay Dues. The board may suspend any member failing to pay club dues within 60 days after invoice therefor.

ARTICLE VI

Method of Voting

The business of this club shall be transacted by voice vote except the election of the officer and directors, which upon the request of a member shall be by ballot.

ARTICLE VII

Standing Committees

Section 1. Names of Standing Committees. The president shall, subject to the approval of the board, appoint the following standing committees:

- Membership
- Service Projects
- Rotary Foundation
- Public Relations
- Club Administration

Section 2. Subcommittees. The president shall, subject to board approval, also appoint such subcommittees on particular duties of the standing committees as the president may deem necessary.

Section 3. Committee Membership. Each committee shall each consist of a chairperson, who shall be named by the president from the membership of the board, and not less than two other members.

Section 4. Exofficio Membership. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 5. Transaction of Business. 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. Except where special authority is given by the board, such committee shall not take action until a report has been made to the board and approved by the board.

Section 6. Youth Activities. Should the president deem it necessary, the president may appoint one or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the regular

standing committees. All club volunteers working with youth shall complete the applicable training prescribed by Rotary International and the district.

ARTICLE VIII

Duties of Standing Committees

Section 1 Duties of Committees.

- (a) The Membership Committee shall be responsible for, among other things, classifications, membership, membership development, and the dissemination of Rotary information to club members.
- (b) The Service Projects Committee shall be responsible for, among other things, community development, community service, environmental protection, human development, international service, partners in service, Rotary volunteers, vocational service, world community service and, subject to Section 1(f) above, youth activities.
- (c) The Rotary Foundation Committee shall be responsible for, among other things, club alumni, annual giving, club grants, group study exchange, permanent fund, PolioPlus, and scholarships.
- (d) The Public Relations Committee shall be responsible for, among other things, the club's public relations.
- (e) The Club Administration Committee shall be responsible for, among other things, attendance, the club bulletin, club service, fellowship activities, *The Rotarian* magazine, and the weekly program.

Section 2. Membership Continuity. Where feasible and practicable in the appointment of club committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

ARTICLE IX

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.

ARTICLE X

Finances

Section 1. Deposit of Funds. The treasurer shall deposit all funds of the club in a bank to be named by the board.

Section 2. Bill Paying Authority. All club bills shall be paid only by (a) checks signed by two officers among those officers designated by the board with check signing authority, or (b) by credit card signed by an authorized officer if the credit card purchase has been approved in advance by the board.

Section 3. Bonding Requirements. Officers having charge or 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. Club's Fiscal Year. The fiscal year of this club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International 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. Annual Budget. Before the start of each fiscal year, the president-elect shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, upon board approval, shall stand as the limit of expenditures for the respective purposes unless otherwise approved by the board.

Section 6. Convention Expenses. The club shall reimburse, as approved in advance by the board, one member for costs to represent the club at the annual Rotary International convention.

ARTICLE XI

Members

Section 1. Election of Active Members.

- (a) Any club member shall have the right to propose a new member to the club by delivering a completed proposal card to the club secretary or to the chair of the Membership Committee. All membership proposals shall be kept confidential until the name of the proposed member is published in the bulletin.
- (b) No proposal shall be accepted for a membership classification in which the club already has five or more members, unless the club has at least 50 members.
- (c) The board shall consider and approve or disapprove the proposed member, taking into consideration any recommendation of the Membership Committee, and shall then notify the proposer of its decision.

- (d) If the decision of the board is favorable, the proposer, together with one or more club members, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of club membership, following which the prospective member shall be requested to complete and submit an application for membership and to give permission for his or her name and proposed classification to be published to the club in the club bulletin.
- (e) If no written objection to the proposal, stating reasons, is received by the board from any member of the club within 10 days after publication, the prospective member, upon payment of the prescribed fees and an orientation, shall be considered to be elected to membership.
- (f) If any objection has been filed with the board, it shall consider the same at any regular or special meeting of the board and shall vote again on the proposed member. If no more than two negative votes are cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed fees and an orientation, shall be considered to be elected to membership.
- (g) Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report the member's name 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. Past Service, and Honorary Members. The name of a proposed candidate for any one of the two kinds of 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 no more than two negative votes are cast by the members of the board in attendance at the regular or special meeting, the proposed member shall be considered duly elected.

Section 3. Obligations of Membership. Members are expected to put "Service Above Self," conduct themselves in accordance with the "Four Way Test," and to fulfill the club's "Expectations of Membership" policy as adopted by the board of directors from time to time. The current Expectations of Membership policy is attached to these bylaws. The board shall have the authority to modify this policy from time to time without the approval of the membership, provided that any mandatory obligation imposed on members shall be subject to the approval of the membership.

ARTICLE XII

Resolutions

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 XIII

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 to each member by first class mail, or published in the regular club bulletin, at least 10 days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the Constitution and Bylaws of Rotary International

EXPECTATIONS OF MEMBERS

Rotary Club of San Jose North

Adopted by the Board of Directors on _____, 2007

Each member of the Rotary Club of San Jose North is expected to undertake the following with respect to the club's annual auction:

- Bring in a minimum of (a) \$1,000 in merchandise or (b) \$500 in cash or purchased advertising space
- Participate in the auction
- Sell or buy tickets and bring a guest to the auction
- Attend the auction. If special circumstances prevent the member from attending, the member should inform the president of the circumstances