

**Rotary Club of District 5280**  
**Los Angeles Cedars, California, USA**  
Club Number 76102  
Bylaws -- Amended July 2018

## ***Article 1 - Definitions***

- **Board:** The Board of Directors of this club.
- **Director:** A member of this club's Board of Directors.
- **Officer:** Immediate Past President, President, President-Elect, Vice President, Treasurer, Secretary
- **Member:** A member, other than an honorary member, of this club.
- **RI:** Rotary International.
- **Year:** The twelve-month period that begins on 1 July.
- **Quorum:** The minimum number of participants who must be present when a vote is taken; four of the six officers.

## ***Article 2 - Board***

**Section 1** – The governing body of this club shall be the Board consisting of six (6) officers elected in accordance with article 3, section 1, of these bylaws, which are the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, the immediate past president.

**Section 2** – The officers of the board shall adopt Policy and Procedures consistent with these Bylaws for the guidance of officers and members. These Policies and Procedures shall be referred to as "Policies and Procedures Manuals", also referred to as "PPMs".

**Section 3** – All actions, dealings, and/or meetings must adhere to the Parliamentary Procedures as dictated by the most recent version of the Robert's Rules of Order.

## ***Article 3 – Elections and Terms of Office***

**Section 1** – At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president-elect, vice-president, secretary, and treasurer.

- The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine.
- If it is determined to have a nominating committee, such committee shall be appointed as the club may determine.
- 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 candidates for president-elect, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices.

**Section 2** – The officers, so elected, together with the immediate past president and president shall constitute the board.

**Section 3** – A vacancy in the board shall be filled by action of the remaining officers.

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**Section 4** – The officers shall be members of the club and serve a term of one year. With the exception of the president, all officers may serve consecutive terms if elected.

## ***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. The President with the assistance of other officers shall prepare, update, revise and maintain a Policy and Procedure Manual for the day to day dealings of the LA Cedars Rotary Club.

**Section 2** – *President-elect*. It shall be the duty of the president-elect to serve as an officer and prepare for his or her year in office. The president-elect shall initiate the nomination process for the following year by January 1<sup>st</sup>.

**Section 3** – *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

**Section 4** – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club and board meetings; record and preserve the minutes of such meetings; 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 monthly and at any other time upon demand by the board, and to perform other duties as pertain to the office of treasurer.

**Section 6** – *Past President*. The immediate past president serves as an officer on the board. If the immediate past president is unavailable, the sitting board may appoint any past president to fill the vacancy. The past president shall serve as the president of the LA Cedars Rotary Foundation.

## ***Article 5 - Meetings***

**Section 1** – *Annual Meeting*. An annual meeting of this club shall be held by April 30<sup>th</sup> of each year, at which time the election of officers and directors to serve for the ensuing year shall take place at a location as determined by the Board.

**Section 2** – The club must meet at least twice per month, one of the two must be a board meeting, which requires a quorum and can be online. In addition, service projects or social events are counted as meetings. Reasonable notice of any change or cancellation of a meeting will be given to all club members.

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## ***Article 6 - Dues***

**Section 1** – Annual club dues are as determined by the board. They are paid by the beginning of the fiscal year, or in semi-annual installments on July 1<sup>st</sup> and January 1<sup>st</sup>.

**Section 2** – Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

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

**Section 1** – The business of this club shall be conducted by voice vote or by a method approved by the officers, except the election of officers, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote.

## ***Article 8 - Committees***

**Section 1** – Club committees coordinate their efforts to achieve the club’s annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution.

**Section 2** – The president is an ex officio member of all committees and, as such, has all the privileges of membership.

**Section 3** – Each committee’s chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

**Section 4** – The president 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. Additional ad hoc committees may be appointed as needed by the president.

## ***Article 9 – Membership Requirements***

**Section 1** – To maintain membership in the Rotary Club, individuals must, at minimum:

- Be sponsored by a current club member as defined in Article 11
- Pay dues as defined in Article 6
- Attend at least three meetings per year as defined in Article 5

**Section 2** – All other requirements shall be as stipulated by the Board pursuant to the Policy and Procedure Manual.

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## ***Article 10 - 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 financial institution or institutions, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 3** – Bills shall be paid by the treasurer. Bills may be paid by another officer only when approved by two other officers.

**Section 4** – A thorough review of all financial transactions by a qualified person, other than an officer, shall be made once each year, and at request of a board member.

**Section 5** – Club members will receive an annual financial statement of the club.

**Section 6** – The fiscal year of this club shall extend from 1 July to 30 June.

## ***Article 11 - Method of Electing Members***

**Section 1** – A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

**Section 2** – The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

**Section 3** – If the board approves the candidate's membership, the prospective member is invited to join the club.

**Section 4** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

## ***Article 12 - 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 or emailed 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 Rotary International.

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