

Bylaws of the Pacific Grove Rotary Club Legacy Fund, CA of Pacific Grove, California

Effective - 2017

Article 1 Definitions

1. Board: The Board of Directors of this Fund
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of the Rotary Club of Pacific Grove.
4. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this Fund shall be the board consisting of members of this club elected in accordance with these bylaws.

Article 3 Election of Directors

Section 1 – At a regular meeting one month prior to the meeting for election of Directors, the presiding officer shall ask for nominations by members of the club for Chairman, Secretary, Treasurer, and Investment Director . The nominations may be presented by a nominating committee or by members from the floor. If it is determined to have a nominating committee, such committee shall be appointed as the Fund 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 receiving a majority of the votes shall be declared elected. The candidate for Chairman elected in such balloting shall serve beginning on the first day of July immediately following that year.

Section 2 – The directors, so elected, together with the immediate past Chairman shall constitute the board.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 – A vacancy in the position of any director-elect shall be filled by action of the remaining directors-elect.

Section 5 – Director terms will be for two years with overlapping terms such that institutional memory is not lost. The initial Board under these By Laws will select which of the Directors will have two year terms and which will be one year terms. In subsequent years, all newly elected members will serve two year terms.

Article 4 Duties of Directors

Section 1 – *Chairman* It shall be the duty of the Chairman to preside at meetings of

the club and the board and to perform other duties as ordinarily pertain to the office of Chairman.

Section 2 – *Chairman- Elect* - It shall be the duty of the Chairman-elect to serve as a director and to perform such other duties as may be prescribed by the Chairman or the board. Furthermore, it shall be the duty of the Chairman-elect to preside at meetings of the club and the board in the absence of the Chairman and to perform other duties as ordinarily pertain to the office of Chairman-elect.

Section 3– *Secretary*. It shall be the duty of the secretary to maintain records of attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; and perform 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 it to the Fund 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 Chairman all funds, books of accounts, or any other Fund property.

Section 5– *Investment Director*. The duties of the Investment Director shall be such as are usually prescribed for such office and other duties as may be prescribed by the Chairman or the board.

Section 6 – *Community Service Director* – the duties will include considering requests for Community service grants and projects and processing such grants and presenting recommendations to the Fund Board for action and reporting on results to the Fund Board. This Director will also keep the Rotary Club of Pacific Grove informed of actions taken and results obtained.

Section 7 – *International Service Director* – The duties will include considering requests for International grants and projects and processing such requests and present recommendations to the Fund Board for action. This Director will also keep the Rotary Club informed of actions taken and results obtained.

Section 8 – *Director at Large* – There shall be a minimum of one Director at Large to advise the Board and to participate in implementing Board Actions.

Article 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this Fund shall be held in December of each year, at which time the election of Directors to serve for the ensuing year shall take place.

Section 2 – One-third of the membership shall constitute a quorum at the annual meetings of this Fund.

Section 3 – Regular meetings of the board shall be held bi-monthly on a day selected by the Chairman. Special meetings of the board shall be called by the Chairman, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 4 – A majority of the directors shall constitute a quorum of the board.

Article 6 Method of Voting

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

Article 7 Committees

Fund committees are charged with carrying out the annual and long-range goals of the Fund. The Directors 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 Chairman-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 will include Community Service and International Service with the committee chairs being a Director of the Fund.

Article 8 Duties of Committees

The duties of all committees shall be established and reviewed by the Chairman for his or her 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

Article 9 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.

Section 2 – The treasurer shall deposit all Fund funds in a bank, named by the board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by the Fund budget or one other officer or director.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year. **This review may be conducted simultaneously with the preparation of the annual tax returns by the return preparer.**

Section 5 – Officers having charge or control of Fund funds may be required to give bond as required by the board for the safe custody of the funds of the Fund. If the board requires such bond, the cost of bond will be borne by the Fund.

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

Article 10 Resolutions

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

Article 11 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 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 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 RI.