

Bylaws of the Petaluma Sunrise Rotary Foundation

I. Organization Name

1. The name of the organization shall be “Petaluma Sunrise Rotary Foundation”.

II. Board of Directors

1. The Board of Directors shall serve without pay and consist of five members.
2. A maximum of four Board members shall be affiliated with the Petaluma Sunrise Rotary Club.
3. Board members shall serve three years
4. Vacancies shall be filled by the Board, with the recommendation of the President.
5. Board members with four absences per calendar year shall be dismissed from the Board.

III. Officers

1. The officers of the board shall consist of a President, Treasurer and Secretary nominated by the Board.
2. Elected officers will serve a term of one year.
3. (a) The President shall preside as Chair at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b) The Treasurer shall assume the duties of the Chair in case of the Chair's absence. (c) The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

IV. Committees

1. The Board may appoint standing and ad hoc committees as needed.

V. Meetings

1. Regular meetings shall be held at least four times per year.
2. Special meetings may be held at any time when called for by the Chair or a majority of Board members.
3. Meetings may be convened over the telephone by one or all board members.

VI. Voting

1. (a) A majority of Board members constitutes a quorum. (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority (ie, one more than half the members present).
3. If a meeting convened over the telephone requires passage of a motion, the votes must be documented by email from those attending by telephone.

VII. Conflict of Interest

1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

VIII. Fiscal Policies

1. The fiscal year of the board shall be July 1st through June 30th.

IX. Amendments

1. These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

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