

## Bylaws of the Rotary Club of West Olympia

### **Article 1 Definitions**

1. Board: The Board of Directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International
6. Year: The 12-month period beginning on 1 July.

### **Article 2 Board**

The governing body of this club is its board of directors, consisting of five officers, namely, the President, Immediate Past President, President-Elect, Secretary, and Treasurer, and seven other directors, namely the Club Administration Committee Director, the Membership and Vocational Service Committee Director, the Community Service Committee Director, The Rotary Foundation and International Service Committee Director, the Youth Service Committee Director, the Fundraising Committee Director, and the Public Relations Committee Director, elected in accordance with Article 3, Section 1 of these bylaws. At the discretion of the board, an officer may also be elected to one of the other director positions on the board.

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

**Section 1** – At a regular meeting one month before elections, the presiding officer shall ask for nominations by members of the club for President, President-Elect, Secretary, Treasurer, and no fewer than two other director positions. The nominations may be presented by a nominating committee, by members from the floor, or both as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the board may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and voted on at the annual meeting.

**Section 2** – The candidate who receives a majority of the votes for each office is declared elected to that office.

**Section 3** – If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

**Section 4** – If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

**Section 5** – Any officer or board member may be voted out of their position by a 2/3 vote of the board.

**Section 6** – The terms of office for each role are:

President – one year

Immediate Past-President – one year

President-Elect – one year

Secretary -- one year

Treasurer – one year

Other Director – one year

**Section 7** – Directors may be assigned by the Board to serve as the Board’s representative on any committee of the club or on the Charities Board. Such assignments shall be for a one-year term, subject to extension by vote of the Board.”

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

**Section 1** – The President serves as a director on the club board and presides at club and board meetings.

**Section 2** – The Immediate Past President serves as a director and performs such other duties as may be prescribed by the President or the board.

**Section 3** – The President-Elect prepares for his or her year in office, serves as a director, and performs 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; collect attendance information, collect and remit RI official

magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. The annual dues of the Secretary shall be paid by the club.

**Section 5 – Treasurer.** It shall be the duty of the Treasurer to have custody of all funds, accounting for them 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 –** An annual meeting of this club shall be held no later than 31 December to elect the officers and other directors who will serve for the next Rotary year.

**Section 2 –** The regular weekly meetings of this club shall be held on Tuesday from twelve noon to 1:15 p.m. Reasonable notice of any change or cancellation of a regular meeting will be given to all club members.

**Section 3 –** Board meetings shall be held monthly at a date and time set by the Board President and announced to the club members. Special meetings of the board shall be called with reasonable notice by the President, whenever deemed necessary, or upon the request of two (2) directors.

**Section 4 –** Board members may give a proxy to another member of the board by notice to the President, or in the absence of the president to the presiding officer.

## **Article 6 Dues**

Annual club dues are \$ 295.00 , or such amount as the board may determine by majority vote prior to June of each year, payable by the first day of July. The membership dues of members admitted during the Rotary year shall be prorated on a quarterly basis. Annual dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

## **Article 7 Method of Voting**

The business of this club is conducted by *voice* vote a show of hands, or via electronic means except in the election of officers and other directors, which is conducted by paper or electronic

ballot. Each member of the board shall have only one vote on any motion being considered, regardless of the number of board positions he or she may hold.

## **Article 8 Avenues of Service**

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club will be active in each of the Avenues of Service.

## **Article 9 Committees**

**Section 1** - Club committees are charged with carrying out the annual and long-range strategic goals of the club. 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 of each committee have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Club Administration Committee.**

This committee should conduct activities associated with the effective operation of the club as described in the Club Administration Committee Manual of Rotary International. The Club Administration Committee Director shall be the chair of this committee.

- **Membership and Vocational Service Committee.**

This committee should develop and implement a comprehensive plan for the recruitment and retention of members as described in the Club Membership Committee Manual of Rotary International, and also conduct vocational service activities. The Membership and Vocational Service Committee Director shall be the chair of this committee.

- **Community Service Committee.**

This committee shall devise and carry into effect activities which will guide and assist the members of this club in serving their community. Functions include community service projects, local grant projects, and other community service activities as identified by the board. The Community Service Committee Director shall supervise and coordinate the work of any subcommittees that may be appointed for particular community service activities, and will coordinate with the Charities Fund Board, Fundraising Committee, and Public Relations Committee on projects as appropriate. The Community Service Committee Director shall be the chair of this committee.

- **The Rotary Foundation and International Service Committee.**

This committee shall develop and implement plans to support The Rotary Foundation

through both financial contributions and program participation, and shall coordinate with the Community Services Committee director. The Rotary Foundation and International Service Committee Director shall be the chair of this committee.

- Youth Service Committee.

This committee is responsible for coordinating the club's Youth Service activities. Functions include the Rotary Youth exchange Program, scholarships, Interact, Rotaract, and Rotary Youth Leadership Awards (RYLA), and other activities as identified by the board. The Youth Service Committee Director shall be the chair of this committee.

- Fundraising Committee.

This committee is responsible for annually establishing a budget and recommending revenue-generating activities to support the programs and special projects of the club and Charities Board. The budget shall be approved by both Club Board and Charities Board. Activities include establishing annual fund-raising goals, planning, proposing new fund-raising activities, recommending enhancements to existing activities, and reporting to the ClubBoard and Charities Board. The Fundraising Committee Director shall be the chair of this committee.

- Public Relations Committee.

This committee is responsible for keeping the public informed of the club's community, international, and youth service activities, as well as various fundraising events, and for promoting an appropriate public image of Rotary and the club. The Public Relations Committee Director shall be the chair of this committee.

The board or President may appoint additional committees as needed.

Section 2 - The president is an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3 - 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.

Section 4 - 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.

## **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 appropriate RI materials and the Avenues of 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 Charities Fund Board.**

A West Olympia Rotary Charities Fund Board has been established as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and its regulations for the purpose of administering the club's support of community non-profit activities and organizations that have objectives consistent with those of Rotary. The Charities Fund Board is responsible for facilitating the distribution of funds from the West Olympia Charities Fund to community non-profit activities and organizations in accordance with its articles of incorporation and bylaws as approved by the club Board of Directors, as well as funds from a separate West Olympia Rotary Scholarship Endowment Fund established for the purpose of providing scholarships to worthy students in need of financial aid. The chair of the Charities Fund Board shall report regularly to the Club Board of Directors.

One member of the Board of Directors shall be appointed annually to serve as a member of the Charities Board. Such member may serve successive terms at the election of the Board of Directors.

#### **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.

**Section 2** – The Treasurer shall deposit all club funds in a financial institution or institutions designated by the board

**Section 3** – Bills are paid by the treasurer or another authorized officer. Costs not included in the budget must be approved by two other officers or directors.

**Section 4** – A qualified person conducts a thorough annual review of all financial transactions.

**Section 5** – Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

**Section 6** – 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 7** – The fiscal year is from 1 July to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July of each year on the basis of the membership of the club on that date.

**Section 8** - The Club shall maintain a separate Operations Reserve bank account with a balance of \$2,000. Access and use of any part of the fund is at the discretion of the Board, but must include how and when the fund would be reimbursed for the funds withdrawn.

### **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 Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal may 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) and the pro rata annual membership dues as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it 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) and the pro rata annual membership dues as prescribed in these bylaws, shall be considered to be elected to membership.

**Section 6** – Following the election, the President shall arrange for the new member's induction, membership badge, 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**

**Section 1** – 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.

**Section 2** – Any appeal to the club or to its members as Rotarians for charitable or other subscriptions shall be handled in accordance with the prescribed procedure in Section 1 of this Article. Organizational requests for funding donations shall be referred to the Charities Board for consideration, consistent with Article XV below, prior to board consideration.

**Section 3** – Informal requests for contributions of funds or merchandise from individual members during club meetings are generally prohibited, but may be authorized in accordance with Section 1 of this Article. Such exceptions may include requests for contributions to The Rotary Foundation, West Olympia Rotary Charities Fund, and Endowment Fund, sales of tickets or merchandise as part of fund-raising programs by other Rotary clubs, holiday-focused food drives, response to emergency events, special school projects, or other special circumstances. The President and board shall exercise discretion in limiting the number of such appeals.

#### **Article 15 Order of Business**

At regular meetings:

- 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.

At Board meetings:

- Meeting called to order.
- Consideration, corrections, additions and approval of minutes.
- Treasurer's report and acceptance.
- Secretary's report.
- President's report.
- President-Elect's report.
- Directors' reports.
- Committee reports if any.
- Any unfinished business.

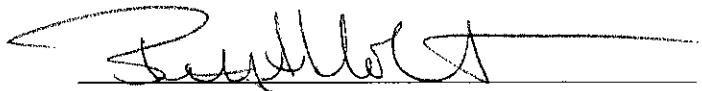


Any new business.  
Adjournment.

### **Article 16 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

The foregoing amended bylaws were adopted by the membership on December 8, 2020.



Betty Holt, President



Tiffany Scroggs, Secretary