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**Rotary Club of Issaquah**

**BYLAWS**

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**Article I Definitions and Name**

**1 Club The Rotary Club of Issaquah**

**2 Board The Governing Body consisting of Officers and Directors**

**3 Directors As outlined in Article II**

**4 Officers As outlined in Article II**

**5 Member A member, other than an honorary member of this club**

**6 RI Rotary International**

**7 Year The Twelve-month period beginning 1 July**

**Article II Board**

The governing body of this club shall be the board consisting of a maximum of fourteen (14) voting members of this club, namely, eight (8) directors and the following six (6) officers: president, vice president, president-elect, secretary, club treasurer, and the immediate past president, all elected in accordance with article 3, section 1, of these bylaws.

A maximum of two (2) Members-at-Large (MAL) may be added to the board for a total of sixteen (16). These MAL’s are non-voting members unless the board chooses otherwise. Also a president nominee when elected may be part of the board but is a non-voting officer until becoming president-elect.

Should two individuals share any position on the board only one person in any such shared position will be allowed to vote on any matter whether in person or via electronic vote. To this end, when both individuals are present a designation as to who will be the voting member shall be made at the beginning of any meeting where voting is anticipated. It is acceptable to have a standing order for who is primary for electronic voting to avoid delays.

A member may hold more than one position on the board. In that event, they will have only one vote.

**Article III Election of Directors and Officers, Terms, Removal of Board Members**

**Section 1** — At a regular meeting at least two weeks prior to the meeting for election of officers and directors, the presiding officer shall ask for nominations by members of the club for officers (president-nominee, vice president, secretary, treasurer), and eight (8) directors, comprised of Club Service, Vocational Service, Community Service, International Service, Membership, Public Relations, Youth Services and a Foundation Chair. 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 board 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-nominee, vice president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The eight (8) candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president-nominee elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

**Section 2** — The officers and directors, so elected, together with the immediate past president, the president-elect, vice president and the president nominee (non-voting officer), along with any Members-at-Large (elected by a vote of the board annually and may be voting or non-voting positions as determined by the board), shall constitute the board. Within one week after their election, the board-elect may meet and elect a member of the club to act as sergeant-at-arms, if not otherwise appointed.

**Section 3** — A vacancy on the board shall be filled by action of the remaining members of the board.

**Section 4** — A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board-elect.

**Section 5 -** A director may be removed by two-thirds (⅔) vote of the board then in office, if:

**(a)** the member is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse members from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

**(b)** for cause or no cause, if before any meeting of the board at which a vote on removal will be made the member in question is given electronic or written notification of the board’s intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

**Section 6**

**(a)** All directors and officers shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

**(b)** Beginning in 2020-21 Rotary year all directors and officers may serve terms in succession, not to exceed three consecutive terms in the same director position, after which a one-year hiatus will occur before the member is again eligible to become a director or officer. The Board may extend this for one additional year but only with the caveat that another member be on the committee and willing to assume the position such that a proper transition can occur. For Club Treasurer and Secretary there should be a planned transition to another Club member willing to assume the duties sufficiently in advance to maintain consistency of record keeping.

**(c)** The term of office shall be considered to begin July 1 and end June 30 of the second year in office, unless the term is extended until such time as a successor has been elected.

**Article IV Duties of Officers, Sergeant-at-Arms, Members-at-Large**

**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. The president will only vote only when a hung vote occurs.

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

**Section 3** — *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as prescribed by the president or the board.

**Section 4** — *Secretary*. It shall be the duty of the secretary to keep the records of 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 RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and may also include prorated reports to the general secretary on 1 October and 1 April of each active 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 RI, the monthly report of attendance at the club meetings, which shall be made to the district secretary by the 15th of the following month, collect and remit to RI subscriptions to *THE ROTARIAN*, and perform such 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 Club funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office of treasurer. The treasurer is responsible for completing all required State of Washington non-profit paperwork to comply with applicable laws and for Federal tax compliance under the Internal Revenue Code Section 501(c)(4). **The Club Treasurer shall be a separate member from the Foundation Treasurer, which is a separate organization qualifying as a public charity under Internal Revenue Code Section 501(c)(3).** The treasurer also prepares dues statements to be sent to all Club members. Statements are to be prepared and distributed in early June and, for those choosing semi-annual payments, in early December. 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.

**Section 6** — *Sergeant-at-Arms*. The duties of the sergeant-at-arms, if appointed, shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

**Section 7** – Member at-Large. Duties consist of attendance and participation at Board meetings, and voting when authorized.

**Article V Meetings-Manner of Acting**

**Section 1** — *Annual Meeting*. An annual meeting of this club shall be held in the month of December each year, or as soon thereafter as practical, at which time the election of officers and directors to serve for the ensuing year shall take place. If not all positions are filled at once, subsequent adjourned annual meetings shall be held to complete the process.

**Section 2** — The regular weekly meetings of this club shall be held on Tuesday at

12:00 p.m. or at such other times as are approved by the board of directors. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to article VIII, section 2 (b) of the standard Rotary club constitution) 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 member’s being present for at least fifty (50) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article VIII, section 1.

**Section 3** — One-third of the membership eligible to vote shall constitute a quorum at an annual and regular meeting of this club.

**Section 4** — Regular meetings of the board shall be held a minimum of four (4) times each calendar year but may be held as needed at a site announced by the president. Board meetings shall be held upon four (4) days notice by electronic mail, first-class mail, or facsimile transmission or forty-eight (48) hours notice delivered personally by telephone. If sent by electronic mail, first-class mail, facsimile transmission, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of the meeting need not be specified.

**Section 5** --- Special meetings of the board shall be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice (as outlined in Section 4) to each director of the date, time, and place, but not the purpose of the meeting.

**Section 6** —For board meetings a quorum is considered to be a minimum of 50% of the voting board membership.

**Section 7** ---- Hung Board Decisions. On the occasion that the board is unable to make a decision based on a tied number of votes the president or vice president in the order of presence shall have the power to swing the vote based on his/her discretion.

**Article VI Fees and Dues**

**Section 1** — The admission fee shall be $75.00 to be paid before the applicant can qualify as a member unless the member is a returning Club member having already paid this fee, or a transfer from another Rotary Club.

**Section 2** — The membership dues shall be as voted by the Board of Directors and payable annually on the first day of July but delinquent if not paid by the last day of July, with the understanding that a portion of that shall be applied to each member’s subscription to *THE ROTARIAN* magazine. Optionally, dues may be paid in semi-annual installments (1/2 of annual dues) by notifying the Club treasurer in writing. Semi-annual dues will be payable on the first day of July and first day of January and considered delinquent if not paid by the last day of July and January.

**Article VII Method of Voting**

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot if there are multiple nominees for any position; otherwise a *viva voce* vote is acceptable. If time is an issue an electronic vote is acceptable using Robert’s Rules of Order.

**Article VIII Avenues of Service**

The 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 Services. This club will be active in each of the Avenues of Service only if the director’s position is filled by an active Club member.

**Article IX Committees**

**Section 1 —** Club committees are charged with carrying out the annual and long-range goals of the club. The president-elect, president, president-nominee (when elected) 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 2 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. Standing committees should be appointed as follows:

* Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

* Public Relations

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club’s service projects and activities.

* Club Service (Administration)

This committee should conduct activities associated with the effective operations of the club.

* International, Vocational, Youth Services and Community Service (Service Projects)

These committees should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

* The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional add-on committees may be appointed as needed.

 *(a)* The president shall be *ex officio* member of all committees and, as such, shall have all the privileges (including voting) of membership.

*(b)* 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 or the board. Except where special authority is given by the board, such committees shall not take action to legally or financially commit the Club in any way until a report has been made to the board and approved by the board.

*(c)* Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities*.*

*(d)* 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 vocational service, community service, or international service committees. Where feasible and practicable in the appointment of such 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. (Leadership Guide attached hereto and by this reference incorporated herein)

**Article X 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 to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International 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 the club committees, mandates, goals and plans for presentation to the board in advance of the commencement of the year as noted above.

**Article XI 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 only as stated by Club Leave of Absence Policy. (Attached hereto and by this reference incorporated herein)

**Article XII Finances**

**Section 1**— At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board. The budget shall provide for club operations. In addition, another separate budget shall provide for the charitable/service operations of the Foundation of the Rotary Club of Issaquah.

**Section 2** — The treasurer shall deposit all funds of the club in a bank to be named by the board. Treasurer shall file all necessary paperwork in order to maintain the Club’s tax exempt status under Internal Revenue Code Section 501(c)(4), and **shall not co-mingle Club funds with those of the Foundation of the Rotary Club of Issaquah,** which is a separate tax-exempt public charity that has been issued a Determination Letter by Internal Revenue Service attesting to such charitable status under the Internal Revenue Service Code Section 501(c)(3).

**Section 3** — All bills shall be paid only by checks signed by the treasurer or other authorized officer upon reimbursement form signed by the president or his designee as stated in writing or electronic.

**Section 4**--- A thorough review of all financial transactions by a qualified person or an ad-hoc committee of select club members shall be made once a year unless waived by the Board for cause.

**Section 5** — Officers having charge or control of funds shall be required to give bond for the safe custody of the funds of the club.

**Section 6**— The fiscal year of this club shall extend from July 1st through June 30th, and for the collection of members’ dues shall be divided into two (2) semiannual periods extending from July 1st through December 31st, and from January 1st through June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

**Article XIII Method of Electing Members**

**Section 1** — The name of a prospective member, proposed by an active member of the club or via the membership committee, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall 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 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), 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), shall be considered to be elected to membership.

**Section 6** — Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary Information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member as well as assign 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 XIV 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 XV Order of Business**

Meeting called to order.

Introduction of visiting Rotarians and guests.

Correspondence and announcements.

Address or other program features

Committee reports if any.

Any unfinished business.

Any new business.

Adjournment.

**Article XVI Amendments**

These bylaws may be amended at any annual or regular club meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice (as outlined in Article 5-Section 4) of such proposed amendment shall have been provided 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 club constitution and with the constitution and bylaws of RI.

**Article XVI** Attachments (Documents adopted separately by Board of Directors and not adopted as part of these by-laws or any subsequent amendments)

 Leadership Guide

 Leave of Absence Policy