

Bylaws of the Rotary Club of Kent, Washington

Revised April 5, 2022

Article 1 Definitions

1. Board: The board of directors of this Club, including the Officers and up to ten other Directors.
 2. Club: The Rotary Club of Kent, Washington
 3. Director: A director on this Club's Board, including the Officers.
 4. Member: An active member, as opposed to an honorary member, of this Club.
 5. Officers: President, immediate past president, president-elect, secretary, treasurer
 6. Quorum: The minimum number of participants who must be present at a properly convened meeting when a vote is taken: one-third of the Members for Club decisions and a majority of the Directors for Board decisions.
 7. RI: Rotary International.
 8. Rotary Year: The 12-month period beginning 1 July.
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Article 2 Board

The governing body of the Club is its Board, consisting of the Officers and up to ten other Directors. Unless delegated, the authority to act on behalf of the Club is vested with the Officers as directed by the Board. Unless delegated, all authorities remain with the Board.

Article 3 Elections, Appointments and Terms of Office

Section 1 — One month before elections, Members nominate candidates for president, vice president, secretary, treasurer, and any open Director positions. The immediate past president shall appoint and chair a committee (the "Nominating Committee") to develop a slate of Qualified Candidates for election to the Board, including officers. A Qualified Candidate shall be an active Member in good standing for a minimum of six months prior to nomination. The slate shall be presented to the Members at a regular meeting of the Club in November. When the slate is presented to the Club, the presiding officer of the meeting shall ask for additional nominations of Qualified Candidates by the Members.

Section 2 — All the nominations shall be listed on a ballot to be voted on at an annual meeting of the Club in December. Written notice of the annual meeting shall be sent to each Member by email and included in the Club newsletter at least two weeks in advance of the meeting. At the properly convened special meeting where a Quorum is present, each nominee on the ballot receiving the highest number of votes for each office and six Director positions shall be declared elected to the Board.

Section 3 — Within one month after the election, the president-elect may appoint up to four additional Directors, subject to confirmation by the newly elected Directors (collectively, the "Board-Elect").

Section 4 — If any Director (other than the immediate past president) vacates their position, the remaining Directors will appoint a replacement. If the immediate past president vacates his or her position, the Board will appoint a past president in good standing of the Club as replacement.

Section 5 — If anyone on the Board-Elect vacates a position, the remaining members of the Board-Elect will appoint a replacement.

Section 6 — The terms of office for each role are one year, commencing on the first day of July next following election and confirmation. The president-elect shall assume office as president on the first day of July immediately following the year of service as president-elect. The president shall assume office as immediate past president on the first day of July immediately following the year of service as president.

Section 7 — A Director may be removed by a vote of a majority of the Board at a properly convened meeting of the Board where a Quorum is present. A Director may be removed for having unexcused absences from three meetings of the Board during that Director's term, or as otherwise decided by the Board for conduct by a Director that is deemed detrimental to the Club.

Article 4 Duties of the Officers

Section 1 — The president presides at Club and Board meetings, and performs such other duties as ordinarily pertain to the office of president.

Section 2 — The immediate past president chairs a committee of past presidents to provide suggestions to the Board on matters deemed important by the Past Presidents Committee; appoints and chairs the Nominating Committee; organizes and implements the installation of the incoming president; 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 and performs such duties as may be prescribed by the Board.

Section 4 — The secretary keeps membership and attendance records, distributes notices for the Club, takes and maintains minutes of meetings of the Board, reports to Rotary International ("RI") and District 5030 as required, and performs such other duties as usually pertain to the office of secretary as may be prescribed by the Board.

Section 5 — The treasurer oversees all funds and provides an accounting of them, is responsible for receipt, disbursement, and accounting of all funds handled by the Club, and performs such other duties as traditionally pertain to the office of treasurer as may be prescribed by the Board. The treasurer owes a fiduciary duty to the Club to properly handle the funds of the Club, to accurately record and report the financial transactions of the Club and to return the financial records of the Club upon termination of his or her term as treasurer. The treasurer is responsible for filing of federal and/or state taxes. A licensed tax professional, other than the bookkeeper or treasurer, shall prepare the annual income tax returns for the Club. The return shall be signed by the president or treasurer.

Article 5 Meetings

Section 1 — An annual meeting of the Club is held no later than 31 December to elect the Board for the next Rotary Year.

Section 2 — Except as otherwise authorized by the Board, regular meetings of the Club shall be held at noon every Tuesday of every week of the year. Reasonable notice of any change or cancellation of the regular meeting will be given to all Members.

Section 3 — Except as otherwise authorized by the Board, regular meetings of the Board shall occur on a regular monthly schedule as determined by the Board at the start of the Rotary year (*e.g.*, the last Tuesday of the month).

Section 4 — Special meetings of the Board are called with reasonable notice by the president or upon the request of two Directors. Notice of special meetings shall be delivered by email to each Director at least one day before the meeting.

Article 6 Dues

Annual Club dues (“Dues”) are determined by the Board-Elect by April 30, subject to approval by the Board by May 31, invoiced by the Treasurer by June 30. Dues are paid in full by each Member by July 31 each year, as invoiced. Dues for Members that join after July 31 are prorated. Upon approval by the Board, a Member may pay Dues in installments consistent with related payments due to RI and District 5030. Dues include RI and District 5030 per capita dues and assessments, subscriptions to an official magazine, and Club fees as determined by the Board.

Article 7 Voting

Section 1 — Club Elections – Except as otherwise provided herein, the business of the Club is conducted by voice vote or a show of hands of Members except in the election of Officers and Directors, which is conducted by ballot. The Board may also require a ballot vote on some resolutions.

Section 2 — Ratification – A Club vote is required to ratify governing documents. When Members are required to vote on the ratification of a governing document (*e.g.*, Constitution or Bylaws), a majority of votes by Members at a Quorum of the Members is required to approve the action.

Section 3 — Board Votes – A majority of votes by Directors at a Quorum of the Board shall be required to approve action by the Board. Action by the Board may be taken without a meeting if each Director entitled to vote with respect to the subject matter thereof executes a consent in the form of a record describing the action to be taken and delivers it to the secretary of the Club.

Article 8 Committees

Section 1 — This Club’s committees consist of the following:

- a. Club Administration. The Club Administration Committee will be comprised of the Officers and a Director assigned by the president and ratified by the Board, the role of Club Administration Director. The Club Administration Director shall, subject to the approval of the Board, appoint such committees and committee chairs as are deemed necessary to promote effective operation of the Club, and guide and assist the Members of this Club in discharging their responsibilities in matters relating to Club fellowship, including publication of a weekly Club bulletin.
- b. Membership. The Membership Committee will be chaired by a Director assigned by the president and ratified by the Board, the role of Membership Director. The Membership Director shall, subject to the approval of the Board, appoint such committees and committee chairs as are deemed necessary to retain and increase Club membership. These committees shall devise and carry into effect plans which will guide and assist the Members of this Club in discharging their responsibilities in matters relating to Club membership.
- c. Public Image. The Public Image Committee will be chaired by a Director assigned by the president and ratified by the Board, the role of Public Image Director. The Public Image Director shall, subject to the approval of the Board, appoint such committees and committee chairs as are deemed necessary to publicize the activities of the Club. These committees shall devise and carry into effect plans which will guide and assist the Members of this Club in discharging their responsibilities in matters relating to Club public image.
- d. Rotary Foundation. The Rotary Foundation Committee will be chaired by a Director assigned by the president and ratified by the Board, the role of Rotary Foundation Director. The Rotary Foundation Director shall, subject to the approval of the Board, appoint such committees and committee chairs as are deemed necessary for Club participation in the Rotary International Foundation (“RI Foundation”). These committees shall devise and carry into effect plans which will guide and assist the Members of this Club in giving to the RI Foundation.
- e. Service Projects. The Service Projects Committee will be chaired by a Director assigned by the president and ratified by the Board, the role of Service Projects Director. The Service Projects Director shall, subject to the approval of the Board, appoint such committees and committee chairs as are deemed necessary to provide hands-on service project opportunities for the Club. These committees shall devise and carry into effect plans which will guide and assist the Members of this Club in discharging their responsibilities in matters relating to Club service projects.
- f. Programs. The Programs Committee will be chaired by a Director assigned by the president and ratified by the Board, the role of Programs Director. The Programs Director shall, subject to the approval of the Board, appoint such committees and committee chairs as are deemed necessary to provide quality programs for meetings of the Club. These committees shall devise and carry into effect plans which will guide and

assist the Members of this Club in discharging their responsibilities in matters relating to Club programs.

Section 2 — The chair of each committee shall, subject to the approval of the Board, appoint such subcommittees and subcommittee chairs as are deemed necessary to achieve the purpose of the committee. These committees and subcommittees shall devise and carry into effect plans which will guide and assist the Members of this Club in achieving the goals of their committees and subcommittees. The chairs of these committees and subcommittees shall be responsible for meetings of their committee and/or subcommittee and shall report to the Board via their committee chair on all their committee and/or subcommittee activities.

Section 3 — Except as otherwise provided herein, the president is an ex officio member of all committees.

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. Each committee shall transact such business as is delegated to it in these bylaws and such additional business as may be referred to it by the Board. Except where special authority is given by the Board, committees shall not take action until such action is recommended by the committee chair to, and approved by, the Board.

Article 9 Finances

Section 1 — Before each Rotary year starts, the Board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits Club funds in a financial institution or institutions approved by the Board.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by the Board.

Section 4 — A qualified person, who is not the treasurer of the Club, conducts a thorough annual review of all financial transactions of the Club.

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 — The fiscal year is the same as the Rotary Year, from 1 July to 30 June.

Article 10 Method of Electing Members

Section 1 — A Member may recommend a candidate for membership ("Candidate") to the Board and/or the Membership Committee, or another Rotary club may recommend one of its transferring or former members. A Candidate may also recommend themselves for membership.

Section 2 — A person interested in becoming a Member must submit an application in writing to the Membership Director. The Membership Director will notify the Candidate within 5 days of submission if the application is incomplete.

Section 3 — If the application is complete, the Membership Director will schedule an interview with the Candidate, to be performed by the Membership Director or a past president. During the interview, the Candidate shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership in the Club. The interviewer will inquire whether the Candidate wishes to continue in the membership process. If the Candidate agrees to continue, the interviewer will inform the Candidate that their name will be published to the Club at least twice.

Section 4 — When a Candidate's name is to be published, the publication may be either by Club newsletter or email, or any combination thereof. The first publication should occur within the 5 days following the Candidate's consent. Objections to the Candidate's application from any Member must be delivered in writing to the secretary within 5 days of the second publication, stating reasons for the objection. .

Section 5 — Not later than 5 days after the second publication, the Membership Director proposes a Candidate for membership to the Board. The Board considers any objection timely received by the Secretary, and approves or rejects the Candidate's membership within 30 days of receipt of the Membership Director's proposal. The Membership Director then notifies the Candidate of the Board's decision.

Section 6 — If the Board approves the Candidate's membership, the Candidate is invited to join the Club and an invoice for pro-rated Dues is issued by the treasurer. The approved candidate shall be admitted to the Club upon payment of the pro-rated Dues. Following such payment, the Membership Director will arrange with the president and Program Director for the new member's induction.

Section 7 — Pursuant to the Constitution of the Club required by Rotary International, there are only two kinds of membership, namely: active and honorary. However, active members may be categorized in different ways as approved each year by District 5030 and then subsequently by the Board as approved by District 5030, including but not limited to active individual, active corporate, active family, and active young professional. Different classifications may have different dues as determined by the Board.

- a. Active Corporate Member. The Club will recognize up to four (4) associate members affiliated with each active corporate member. Associate corporate members may participate in Club activities and their attendance at Club activities will be counted toward the attendance of the active member with whom they are affiliated, but associate members cannot vote and will not be considered active members or Rotarians by RI.
- b. Active Family Member. The Club will recognize two (2) members within an active family membership, with both members allowed to vote and be an officer of the Club.
- c. Young Professional. A member qualifies as a young professional if they are under the age of 30.

Article 11 Indemnification

The Club shall indemnify its officers, directors and agents, who are or were serving at the request of the Board, against any liability that may be incurred while such person was serving in such capacity to the greatest extent permitted by law. The Club may purchase and maintain insurance

for such indemnification.

Article 12 Amendments

These bylaws may be amended by a vote of two-thirds of the Members at any regular Club meeting with a Quorum after notice of the proposed changes has been sent to each Member at least 21 days before the meeting. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Certification of Approval

At least two-thirds of the members of the Members attending a properly noticed meeting of the Club where at least one-third (1/3) of the Members of the Club was present approved these bylaws on April 5, 2022 as the official bylaws of the Club, replacing and superseding any previous bylaws of the Club.



Erik Olsen _____, Secretary