

**ARTICLE PAGE**

<b>I</b>	<b>Board of Directors.....</b>	<b>1</b>
<b>II</b>	<b>Officers – Duties.....</b>	<b>1</b>
<b>III</b>	<b>Meetings.....</b>	<b>2</b>
<b>IV</b>	<b>Method of Voting.....</b>	<b>4</b>
<b>V.</b>	<b>Election of Directors and Officers .....</b>	<b>4</b>
<b>VI</b>	<b>Directorates and Committees.....</b>	<b>5</b>
<b>VII</b>	<b>Entities under Direction of Board .....</b>	<b>7</b>
<b>VIII</b>	<b>Fees and Dues .....</b>	<b>9</b>
<b>IX</b>	<b>Finance.....</b>	<b>9</b>
<b>X</b>	<b>Membership .....</b>	<b>10</b>
<b>XI</b>	<b>Liability and Indemnification .....</b>	<b>11</b>
<b>XII</b>	<b>Resolutions and Motions.....</b>	<b>13</b>
<b>XIII</b>	<b>Amendments of By-Laws.....</b>	<b>13</b>

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

**ARTICLE I  
BOARD OF DIRECTORS**

**SECTION 1. Composition of Board.** The governing body of this Club shall be the Board of Directors consisting of nine (9) members of this Club, namely, four (4) directors and five (5) mandatory officers: president, secretary, treasurer, immediate past president, and president-elect. The Board may increase the size of the Board to up to thirteen (13) members to account for additional directors or the inclusion of a vice president as deemed necessary or desirable.

**SECTION 2. Term of Office.** The term for officers shall be one year. The term for the directors shall be two years. The terms of the directors shall alternate so that they are distributed as equally as possible between the two years. Any director may be elected to serve for an additional term or terms.

**SECTION 3. All members vote.** All members of the Board of Directors shall be voting members.

**ARTICLE II  
OFFICERS – DUTIES**

**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 or as set forth in these bylaws. The president may appoint a former president or the president-elect to preside at Club meetings in their absence.

**SECTION 2. President-Elect.** It shall be the duty of the president-elect to prepare for the office by observing closely operations of this and other clubs, to assist the president as may be directed, and to preside at meetings of the Club and/or the Board at the request of the president.

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

**SECTION 3. Vice-President (optional).** If the Board has added the position of vice-president, it shall be the duty of the vice-president to assist the president as may be directed, and should the president be unable to complete his/her elected term, to serve out the unexpired portion of that term.

**SECTION 4. Secretary.** It shall be the duty of the secretary to perform or oversee the functions contained in the Club secretary job description, Club policies, and perform such other duties as usually pertain to the office.

**SECTION 5. Treasurer.** It shall be the duty of the treasurer to be responsible for all funds of the Club, 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. Upon retirement from office the treasurer shall turn over all funds, financial statements and any other Club property to the incoming treasurer or the president of the Club.

**SECTION 6. Immediate Past President.** It shall be the duty of the immediate past president to assist the president as may be directed.

**ARTICLE III  
MEETINGS**

**SECTION 1. Annual Club meeting.** The annual meeting of this Club shall be held no later than 31 December to elect the officers and directors who will serve for the next Rotary year. The annual meeting may be in person or remote (electronic voting). Notice of the date of the annual meeting shall be provided to the membership at least one month in advance by posting the date in the Club newsletter and by announcing the date at regular meetings.

**SECTION 2. Regular Meetings.** The Club will meet a minimum of twice a month virtually or in person at such time and date as the Board may decide. Due notice of any

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

changes in or cancelling of the regular meeting shall be given to all members of the Club.

**SECTION 3. Quorum for Club meetings.** One third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

**SECTION 4. Regular Board meetings.** Board meetings shall occur at a minimum of once every three months on a schedule with the location, dates, times and manner (in person or by remote communication) as determined by the Board. Notice of the Board meetings as scheduled or as changed shall be provided to the membership.

**SECTION 5. Quorum for Board meetings.** A majority of the Board members shall constitute a quorum.

**SECTION 6. Special Board Meetings.** Special meetings of the Board of Directors may be held by the president or secretary, whenever deemed necessary, or upon the request of two (2) members of the Board. The normal (non-emergency) notice period for a special meeting will be one week.

**SECTION 7. Board Actions by Written Consent.** Any corporate action required or permitted by the articles of incorporation or these bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or the Board of Directors (or any committee), may be taken without a meeting if a consent in writing, or by facsimile or by electronic mail, setting forth the action so taken, shall be signed in counterparts by all of the members or directors entitled to vote with respect to the subject matter of the action. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

**SECTION 8. Remote Club or Board Meeting.** Club or Board meetings may be held through one or more means of remote communication through which members not physically present may participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions, and make comments. For any meeting at which one or more members may participate by means of remote

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

communication, the corporation shall deliver notice of the meeting to each member by a means which the member has authorized and provide complete instructions for participating in the meeting by remote communication.

**SECTION 9. Minutes of Meetings and Actions.** The Club secretary or designee in the absence of the secretary shall prepare and maintain written minutes of all Board meetings and Board actions which shall be available to all members within thirty (30) days after such Board meeting or action.

**ARTICLE IV  
METHOD OF VOTING**

The business of this Club shall normally be transacted by voice vote except as otherwise stated herein or as otherwise determined by the Board in advance of the vote.

**ARTICLE V  
ELECTION OF DIRECTORS AND OFFICERS**

**SECTION 1. Election.** Officers and directors shall be elected by a majority vote of the membership present at the annual meeting of the Club in accordance with the following procedure. The Nominations Committee shall present a ballot of candidates for president-elect and members of the Board of Directors up for election. Nominations for these positions may also be made from the floor. The election shall be by voice vote or a show of hands or by electronic ballot if the meeting is virtual. All active members in attendance are entitled to vote. There is no right to vote by proxy. The candidate for president-elect receiving a majority of votes shall be declared elected. The candidates for director receiving the greatest number of votes shall be declared elected as directors. In the event of a tie for any of these positions, the candidates so tied shall

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

have a run-off election. The candidate elected as president-elect will serve in succession as president-elect, then president, and then immediate past president. To implement this succession, the current year's president-elect will become president and the current year's president will become immediate past president. The following officers shall be selected by the current president-elect to serve during his/her term as president: secretary and treasurer, both of which will be confirmed by vote by Club members at the Annual Meeting. All officers and directors so elected or selected shall serve in that capacity for the year commencing on the first day of July next following their election or selection.

**SECTION 2.** Vacancy in current Board or offices. A vacancy in the position of any director or any officer shall be filled by action of the remaining members of the Board.

**SECTION 3.** Vacancy in officer or director-elect. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

**ARTICLE VI  
DIRECTORATES AND COMMITTEES**

**SECTION 1. Directorates.** The Club will be active in each of the five Avenues of Service (Club, Vocational, Community, International and New Generations) that are the philosophical and practical framework for the work of the Club. The Club will also follow the District and Club Leadership Plans recommended by Rotary International. Consistent with those plans the Nominations Committee shall present Board candidates for election who will be responsible for governance and oversight of **one or more** of the following Board directorates:

Club Administration

Club Support

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

Community Service

Youth Service

Membership

Marketing/Communications (Public Image)

The Rotary Foundation (TRF)

**SECTION 2. Duties of Directorates.** Board directorates shall have the following primary duties:

- (a) Club Administration: oversees all committees and activities associated with the effective administration and operation of the Club.
- (b) Club Support: oversees committees and activities related to Club meetings either in person or virtual.
- (c) Community Service: oversees Club committees, programs and activities that improve the quality of life for people in their communities and serve the public interest.
- (d) Youth Service: oversees Club committees and activities serving the youth and audience in our community and beyond.
- (e) Membership: focuses on creating a thriving Club by fostering strong relationships and developing new members.
- (f) Public Image: oversees Club activities that promote awareness and recognition of the projects, activities and goals supported by the Club, District 5030 and Rotary International and supports member recruitment initiatives.
- (g) The Rotary Foundation (TRF): serves as the liaison to the foundation of Rotary International and oversees Club activities that enhance TRF by both financial contributions from members during the Annual Fund drive and participation in TRF programs, projects and grants.

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

**SECTION 3. Coordination of Directorates with Club Committees.** The focus of the Board directorates is on fostering a culture of participation with Club members. Elected Board directors will do this by working closely with members to form committees that execute the mission of each directorate while advancing the Club's goals and the members' interests. Each Club committee will be chaired by a member who has expressed particular interest in the work of the committee or who has relevant experience or expertise in the subject of the committee. Committee chairs will report to and coordinate with the Board director or directors who are responsible for overseeing the directorate related to the committee's work. Appointment of committee chairs within a directorate will be made by the Club president in conjunction with the governing Board member for that directorate.

**SECTION 4. Committee continuity.** To the extent possible, a chair of a committee should have previous experience as a member of the committee.

**SECTION 5. President as ex-officio member.** The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership therein.

**SECTION 6 Committee business.** Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the responsible director on all committee activities.

## **ARTICLE VII**

### **ENTITIES UNDER THE DIRECTION OF THE BOARD**

**SECTION 1. Nominations Committee.** The Nominations Committee is comprised of the following five active members of the Club: any past-president who is willing to serve, the current president-elect, the current secretary, and two other at large members chosen by the committee chair. The committee chair is appointed by the president and should be a past-president or former Board member familiar with the nominations and



**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

voting process The current Club president shall serve in an advisory role. The committee shall be formed by September of each year. The duty of this committee is to present a slate of candidates to the membership and to assist the president in conducting the election of incoming officers and directors at the Club's annual meeting. The committee shall actively solicit and determine the interest and suitability of Club members in serving as an officer and/or director of the Club.

**SECTION 2. Officers' Aide.** The Board has the discretion and authority to obtain the services of an independent contractor to assist any of the officers in the performance of their duties. The agreement with the contractor shall contain payment and other terms and a scope of work outlining the work to be performed by the contractor. Notwithstanding any such agreement, officers remain ultimately responsible for the performance of their duties.

**SECTION 3. President's Council.** The Club's president, president-elect, and immediate past-president, together with the president of the Mercer Island Rotary Foundation, shall work together and, at the Club president's initiative, meet periodically to ensure continuity of leadership and succession planning, to think strategically about the future of the Club and to discuss issues of concern and interest related to the betterment of the Club and the Club foundation. The Club president may invite other past presidents of the Club to attend meetings as desired.

**ARTICLE VIII  
FEES AND DUES**

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

**SECTION 1. Initiation Fee.** Dues for new members shall be prorated according to the month they are inducted and shall be paid by the applicant prior to admission for membership.

**SECTION 2. Annual Dues.** At the beginning of each fiscal year, the Board shall set the annual dues for each member which include the Rotary International per capita dues, district dues, Club dues, and a subscription to the magazine of Rotary International. Member dues are to be paid by July 1 of each fiscal year.

**ARTICLE IX  
FINANCE**

**SECTION 1. Deposit of funds.** The treasurer or some other person designated by the Board shall deposit all funds of the Club in some financial institution to be named by the Board.

**SECTION 2. Payment of bills.** Bills are paid by the treasurer, or a person designated by the Board in accord with established Club policy.

**SECTION 3. Annual review of finances.** The Club's financial transactions, records and affairs shall be reviewed annually by a qualified person or firm selected and approved by the Board.

**SECTION 4. Bond.** Officers or other persons having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

**SECTION 5. Fiscal year.** The fiscal year of this Club shall extend from July 1 to June 30, and the collection of member dues shall be made prior to July 1 for the entire next year. The payment of per capita dues and magazine subscription fees shall be sent to Rotary International by July 31st and January 31st of each year on the basis of the membership of the Club on those dates.

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

**SECTION 6. Budgets.** 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 approved by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

**SECTION 7. Annual Financial Report.** The treasurer or designee appointed by the Board shall prepare a mid-year financial report, with current and previous year income and expenses, which shall be presented at the Club's annual meeting.

**SECTION 8. Annual Tax Return.** The Board will appoint a qualified tax preparer to prepare the Club's annual federal income tax return for the preceding fiscal year. The immediate past president who served as President during that fiscal year will sign the return and the treasurer will confirm with the tax preparer that the return has been filed prior to the due date of November 15, obtaining an electronic confirmation of the filing which will be retained by the Club.

**ARTICLE X  
MEMBERSHIP**

**SECTION 1. Policy for New Member Process.** Details and procedures for dealing with electing new members are contained in the Policy for New Member Process adopted by the Board. This policy may be amended from time to time by the Board as it deems advisable or necessary. A true and correct copy of this policy in effect at any given time shall be maintained and filed by the secretary and made available on the Club's website or database.

**SECTION 2. Honorary members.**

a) Eligibility. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected by the Board to honorary membership in this Club if no more than two negative votes are cast at any regular or special Board

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

meeting. The term of membership shall be as determined by the Board or may continue until terminated by a majority vote of the Board. Persons may hold honorary membership in more than one Club.

b) Rights and Privileges. Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this Club. Such members shall not hold any classification but shall be entitled to attend all meetings and enjoy all the other privileges of this Club. No honorary member of this Club is entitled to any rights and privileges in any other Club, except for the right to visit other Clubs without being the guest of a Rotarian.

**ARTICLE XI  
LIABILITY AND INDEMNIFICATION**

**SECTION 1. Liability.** No officer or director of the Club shall be personally liable to the Club or its members for monetary damages for his/her conduct as an officer or director except for:

- (a) intentional misconduct or a knowing violation of the law;
- (b) approval of certain distributions or loans in violation of RCW 24.03A.155 or RCW 24.03A.605; or
- (c) any transaction from which the officer or director would personally receive a benefit in money, property, or services to which the officer or director was not legally entitled.

The liability of an officer or director of the Club shall be eliminated or limited to the fullest extent permitted by the Washington Non-Profit Corporation Act, as amended from time to time, and the Washington Business Corporation Act as applied to non-profit corporations. Any amendment to or repeal of this Article shall not adversely affect any right or protection of an officer or director of the Club for or with respect to any acts or omissions of such officers or directors occurring prior to such amendment or repeal.

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

**SECTION 2. Right to Indemnification.** Any person who is or was an officer or director shall, with respect to any proceeding by reason of the fact that such person is made a party be indemnified to the fullest extent permitted by Washington law as now or hereafter amended, except that such person shall not be indemnified with respect to any proceeding in which such person is adjudged to be liable on the basis that such person personally received a benefit in money, property, or service to which the person was not legally entitled.

**SECTION 3. Insurance.** Rotary International provides Director and Officer Liability and Employment Practices Liability Insurance to Rotary entities including Rotary Clubs, related Rotary foundations, Districts, Interact Clubs and RYLA, among other entities, which protects the Club and any director, trustee, advisory Board member, officer, employee, volunteer or member from claims of liability asserted against such person (including claims, demands, lawsuits, civil or criminal proceedings and administrative or regulatory proceedings) whether or not the Club has the ability to indemnify such person.

**SECTION 4. No Exclusivity of Rights.** The provisions of this article shall be in addition to and shall not limit any other rights any person may have.

**SECTION 5. Contract Rights.** Any right created in this article shall be a contract right binding on the Club as of the date of the conduct alleged. No right created in this article shall be eliminated or reduced by subsequent changes in the in the law or action of the club.

**ARTICLE XII  
RESOLUTIONS AND MOTIONS**

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. After full discussion

**ROTARY CLUB OF MERCER ISLAND (RCMI)  
AMENDMENTS TO CLUB BY-LAWS ADOPTED 11-16-21  
APPROVED BY CLUB VOTE AT SPECIAL MEETING 5-23-23**

and in its discretion, the Board may present any such motion or resolution to the membership for consideration. The motion or resolution shall be adopted at any Club meeting, a quorum being present, by majority vote of all members present, provided that notice and description of the motion or resolution shall have been provided to each member, via email or regular mail, at least ten (10) days before such meeting.

**ARTICLE XIII  
AMENDMENTS OF BY-LAWS**

These by-laws may be amended at any Club meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice and description of the proposed amendment shall have been provided to each member, via email or regular mail, at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the standard Rotary Club Constitution and with the constitution and by-laws of Rotary International.