

Bylaws of the Rotary Club of The University District of Seattle, Washington

Introduction

These bylaws shall be construed to comply with all applicable laws of the State of Washington and the United States. Further, and to the extent possible, these bylaws shall be construed to be consistent with the bylaws of Rotary International.

Article 1 Definitions

1. Board: The Board of Directors of this Club.
2. Director: A member of this Club's Board of Directors.
3. Member: A member, other than an honorary member, of this Club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board of Directors

Section 1 - Governing Body. The governing body of this Club shall be the Board of Directors, consisting of thirteen members of this Club, specifically, six Directors elected in accordance with Article 3 of these bylaws, plus the President, President-Elect (or President-nominee if no successor has been elected), Vice-President, Secretary, Treasurer, Immediate Past President, and the President and General Manager of the Club's Service Fund, all of whom shall be voting members.

Section 2 - Removal. Any officer or director may be removed by two-thirds (2 /3) vote of the Board of Directors whenever in its judgment, the best interests of the Club would be served thereby.

Section 3 - Vacancies. A vacancy in any office or directorship, either current or –elect, due to death, resignation, removal, disqualification or other cause shall be filled by the Board of Directors for the unexpired portion of the term.

Article 3 Election of Directors and Officers

Section 1 - The President-Elect, Vice-President, Secretary, Treasurer, Sergeant-at-arms and three of the six members of the Board of Directors shall be chosen from candidates offered by the Nominating Committee and any additional nominations received from Club members. Each year the Club will select three of the six members of the Board of Directors, and the term of office for each Director shall be two years. There will not be a

nominee for President because the President-Elect assumes that position automatically. Excluding officers as noted above, nominations for the Board of Directors shall be made of members who have not served during the present term.

The Nominating Committee (the Committee) shall be appointed by the President, with the concurrence of the Board, and shall consist of the Immediate Past President, President, President-Elect, and three other Club members who have substantial experience with Club activities. If possible, the Committee shall be chaired by the most recent Past President. If the Immediate Past President cannot act as the chair of the Committee, the President shall appoint an acceptable substitute. Prior to offering its nominations, the Committee shall meet at least twice. Before the first meeting, the Committee shall solicit additional nominations from Club members. The first meeting shall take place no later than the first Friday in October, and the second meeting shall take place no later than the first Friday in November. After considering all possible candidates, including any candidates offered to the Committee by other Club members, the Nominating Committee shall present its list of candidates to the Club, and shall offer only one candidate for each position. No later than the second Friday in November, the Committee shall give the Club notice of its nominations through publication in the bulletin, as well as by announcement at a regular Club meeting. When the Committee announces its nominations to the Club at the meeting, the President or other presiding officer shall give all members an opportunity to offer additional nominations for all open positions.

The election will be held at the Annual Meeting, or at a meeting in December after notice of the election has appeared in the Club Bulletin or Newsletter. If there is only a single candidate for each open position, the slate may be elected by acclamation. If there are multiple candidates for any position, the Committee's nominations, along with nominations offered by any Club members shall be placed on a paper ballot in alphabetical order under each office and shall be voted on by the members in attendance at the meeting. The candidates for President-Elect, Vice President, Secretary, Sergeant-at -arms and Treasurer receiving a plurality of the votes cast shall be declared elected to their respective offices for one-year terms. The three nominees for the Board of Directors receiving the highest number of votes shall be declared elected to the Board for two-year terms. In case of a tie in the number of votes, the winner shall be chosen by lot and without further balloting.

Section 2 – The newly elected officers and directors may at any time meet with the then current Board as non-voting members, but will officially assume their offices the next July 1.

Article 4 Duties of Officers

Section 1 – President. It shall be the duty of the President to preside at meetings of the Club and the Board and to perform other duties as ordinarily pertain to the office of President.

Section 2 – 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 may be prescribed by the President or the Board.

Section 3 – President-Elect. It shall be the duty of the President-Elect to serve as a director and to perform such other duties as may be prescribed by the President or the Board.

Section 4 – Vice-President. It shall be the duty of the Vice-President to preside at meetings of the Club and the Board in the absence of the President and to perform other duties as ordinarily pertains to the office of Vice-President.

Section 5 – Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club Board 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; provide the monthly attendance report, which shall be made to the District Governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. Any of the Secretary’s duties may be delegated to an Executive Secretary (or a person with similar duties but different title.)

Section 6 – 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 pertains 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.

Section 7 – Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are is prescribed by the President.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held on or before the 2nd Friday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meeting of this Club shall be held at the Seattle Yacht Club, in Seattle, Washington, at 12:00 noon on each Friday of the year. The Board of Directors may (a) change the regular meeting of any week to a different hour of the regular day or to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, (b) change the location of the regular meeting, or (c) cancel the regular meeting of any week. The time and place of the regular meeting cannot be permanently changed without Board action and

Club approval. 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 pursuant to 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 sixty (60) 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 9, sections 1 and 2.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4 – Regular meetings of the Board shall be held not fewer than eight (8) times each year at a regular time and place to be determined by the Board of Directors. Special meetings of the Board shall be called by the President, whenever deemed necessary by that officer, or upon the request of two (2) directors, due notice having been given.

At the discretion of the President, the Board may vote on items requiring Board action by either facsimile or e-mail voting. If the President chooses to seek approval from the Board in this manner, the motion under consideration shall be in writing, and shall be distributed to the Board prior to calling for the vote. After the votes of the Board have been received, the President shall promptly inform the Board members of the results of the voting.

Section 5 – A majority of the directors shall constitute a quorum of the Board, and the Board may act by majority vote of those of the quorum in attendance.

Article 6 Fees and Dues

Section 1 - The admission fee, if any, and membership dues shall be set by the Board, and are to be paid before the applicant can qualify as a member. Fees and dues remain in effect until changed by the Board.

Section 2 - The membership dues shall be payable annually, on the first day of July, prorated as required based on the quarter of induction.

Section 3 - Membership dues will be waived for Honorary Members and the Board may reduce admission fees and membership dues for Student Associate Members. Membership dues for specific Active Members may be waived by the Board but such waivers must be approved by each new Board.

Section 4 - A former member of this Club or a former or transferring member of another Rotary Club shall not be required to pay a second admission fee.

Article 7 Method of Voting

The business of this Club shall be transacted by voice vote except as prescribed in Article 3..

Article 8 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 Service. This Club will be active in each of the Avenues of Service.

Article 9 Committees

Club committees, as established by the Board, 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 chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair has previous experience as a member of the committee.

The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon. Each committee shall transact its business as is delegated to it by the President or the Board. Such committees shall not take action until a report has been made and approved by the President or by a Board member designated by the Board. The President or Board member so designated shall report at the next Board meeting all such approvals. If he/she does not approve a committee request the full Board must consider the request and may approve the request by majority vote. 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.

Article 10

Duties of Committees

The duties of all committees shall be established and reviewed by the President for his/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

Attendance and Leave of Absence

Section 1 General: Upon written application to the Board of The Club, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for no longer than twelve months. Leaves are granted, usually, for three reasons: (1) illness which prevents a member from attending this or any other Club, (2) travel into areas where there are no Clubs meeting and (3) extenuating circumstances involving a member's business. Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance.

Section 2 Administration: Members under Leave of Absence (LOA Members) shall continue to remain in The Club Roster and receive all communications distributed to the general membership. LOA Members shall be excused from dues to the Club, but shall pay that portion of annual dues that maintain membership at District and Rotary International. LOA Members are welcome and shall be encouraged to attend meetings, committees and activities of The Club or any Rotary Club.

Article 12

Finances

Section 1 - Prior to each fiscal year the President-Elect shall prepare a budget of estimated income and estimated expenditures for the year of his or her tenure. This budget proposal shall be presented to the Board at the first Board meeting of the new fiscal year. After approval by the incoming Board, the budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by the Board.

Section 2 - The Treasurer shall deposit all general funds of the club in a bank or banks to be named by the Board of Directors in an account(s) insured by an agency of the federal government. From such accounts, the Treasurer shall pay all Club bills. In addition the Treasurer shall ensure that all required forms or reports are submitted to the Internal Revenue Service or other governmental agencies. If the President determines that the Treasurer is unavailable, he or she shall designate another club officer to pay any outstanding club bills.

Section 3 - All checks on the general funds of the Club shall be signed by any one of the following four officers: the President, Vice-President, Secretary, or Treasurer. However, checks in the amount of \$3,000.00 or greater shall require the signature of the Treasurer and one other Club officer.

Section 4 – The President, with the approval of the Board, shall appoint a Finance Committee. This Committee shall have such duties as prescribed by the Board, including an examination of all the Club’s financial transactions as of the end of the fiscal year. The Finance Committee shall make a written report of its review to the Board no later than September 30th of the next fiscal year.

Section 5 - The fiscal year of this Club shall begin July 1st and end June 30th of the next calendar year.

Article 13 Method of Electing Members

Section 1 - Active Members

(a) The name of a prospective active member, having been proposed by an active member in good standing, shall be submitted to the Secretary on the Membership Proposal and Application form, indicating an understanding and acceptance of the responsibilities of membership and giving permission to have his or her name published in the weekly bulletin of the Club. Once admitted to membership, the new member must pay the admission fee and dues as provided for in Article 6 of these bylaws. The completed application together with the admission fee and dues shall be returned to the Secretary or his/her designee.

(b) The Membership Committee or its designee will investigate the character, business and social standing, and general eligibility of the person proposed for membership. A classification consistent with Rotary International Guidelines will be assigned by the Club Secretary or his/her designee in consultation with the proposer.

(c) The Board shall then vote on the application for membership. Approval requires a two-thirds vote of those attending. If the Board does not approve the application for membership, then the proposer shall be so notified by the Secretary.

(d) If the Board approves the application for membership, the Secretary shall notify the Chair of the Orientation Committee, who shall invite the proposer together with the

proposed member to a meeting with a representative of the Orientation Committee, at which time the proposed member shall be advised of the responsibilities of membership.

(e) The Secretary, after receiving the duly signed application, shall notify the Editor of the weekly bulletin of the Club. The Editor shall then cause to be published in the bulletin sent to each member the name, business and home addresses and telephone numbers, and classification of the proposed member, together with the name or names of the proposer or proposers. The Board may approve the publication of this information prior to the orientation meeting referred to above.

(f) A ten-day period, from the date of bulletin publication, shall then be allowed during which any member objecting to the election of the proposed member shall notify the Board in writing, stating reasons for the objection.

(g) If no objection is received in such period, the proposed member shall be considered qualified for membership. If any objections have been filed, the Board shall consider the same at any regular or special meeting of the Board and again vote on the proposed member. Approval shall be by two-thirds vote of those attending shall be required for approval.

(h) The Secretary shall then notify the proposer and the proposed member of such action. If approved, the proposed member shall be inducted at a regular meeting of the Club as soon as practicable.

(i) The Secretary shall then fill in a new member report form for the newly elected member and forward the completed form to the General Secretary of Rotary International and the District Governor.

(j) It shall be the duty of the Secretary and the Chair of the Membership Development Committee to coordinate their activities to process membership proposals as quickly as possible.

Section 2 - Honorary Members

A proposal of a candidate for Honorary membership shall be submitted to the Board of Directors in writing. Such proposed candidate shall be elected or rejected by the Board, and the Board shall determine the length of such membership.

Section 3 - Student Associate Members

The Board of Directors may invite a number of college and university students to become Student Associate members of the University District Rotary Club for the school year ending the following June.

(a) Student Associate members shall have all of the privileges and responsibilities of a regular Active member, excepting that they shall not vote, they shall not be eligible for office, and they shall not pay the regular admission fee or regular dues. Such members shall pay an annual fee set by the Board. Student Associate members will be expected to abide

by the Club's attendance rules, but their attendance shall not be counted for or against the Club's attendance reports to the District Governor.

(b) Student Associate membership shall terminate automatically at the close of the school year in June.

(c) Each Student Associate member shall be provided with a name badge and a membership card and shall participate in committee and Club activities wherever possible.

Section 4 - Corporate Memberships:

Upon the recommendation of club members, the Board of Directors may invite corporations or organizations for Corporate Memberships with members as follows:

(a) Corporate Active: A senior member of the company or organization applying for Corporate Membership. Corporate Active Members shall be elected to Club membership and have all rights and obligations of Active Members as defined in Section 1 above.

(b) Corporate Associate: Any of up to three people designated by the senior member to attend meetings and functions of the Club. Corporate Associate Members may not serve on the Club Board or vote on Club By-Laws, but may take full part in all lower committees and functions.

**Article 14
Resolutions**

Section 1 - No resolution or motion to the assembled Club membership 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. The Board, after having given consideration to a matter, shall submit its recommendations to the Club. Having received the recommendations of the Board, the Club may then proceed to take such action as may seem proper to the majority.

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 procedure prescribed in Section 1 of this Article.

Section 3 - In no event shall the sale of tickets, direct subscriptions for funds, dues or other solicitation for causes or organizations other than Rotary take place within the regular meeting period of any meeting of this Club unless approved by the President. Any such solicitation, sale, or other means of contacting the members of the Club shall be outside of the meeting room, either before or after the regular meeting.

**Article 15
Order of Business**

The Order of Business for weekly meetings shall be as determined by the President and may include the following:

- Meeting called to Order
- Song
- Thought for the day
- Introduction of Visiting Rotarians and Guests
- Announcements
- Business or other matter to be brought to the Club by the President
- Address or Program
- Adjournment

Article 16 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed 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 standard Rotary Club Constitution and with the constitution and bylaws of Rotary International and any mandatory requirements of Rotary International.

Article 17 Rules of Order

Roberts' Rules of Order, in the most recent version at hand, shall be the parliamentary authority for all matters not resolved by general consensus or not specifically covered by the constitution, bylaws, or special rules of this Club or Rotary International.

Article 18

These bylaws, by their adoption, supersede and replace all other bylaws and amendments.