

Bylaws of the Rotary Club of Albina-Portland As Amended, September 1, 2021

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 1 July.

Article 2 Board

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, and treasurer.

Article 3 Elections 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 nominations may be presented by a nominating committee, by members from the floor, or both.

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-elect 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 — The terms of office for each position are:

President –	<u>One year</u> .
President Elect,	
Vice President —	<u>One year</u> .
Treasurer —	<u>One year</u> .
Secretary —	<u>One Year</u> .
Sergeant-at-arms —	<u>One Year</u> .
Director—	<u>One Year</u> .

Article 4 Duties of the Officers

Section 1— The President presides at club and board meetings.

Section 2 — The Immediate Past President serves as a director on the club board.

Section 3 — The President-elect prepares for his or her year in office and serves as a director.

Section 4 – The Vice President presides at club and board meetings when the President is absent.

Section 5 — A director attends club and board meetings.

Section 6 – The Secretary keeps membership and attendance records.

Section 7 —The Treasurer oversees all funds and provides an accounting of them.

Section 8 —The Sergeant-at-Arms maintains order in club meetings.

Article 5 Meetings

Section 1 -- An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 — This club will meet on a regular schedule to be decided by the membership prior to the start of the new Rotary year. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

Article 6 Dues

Annual dues are calculated yearly as part of the club budget. They are paid as follows: dues for the year are due and payable on July 1. 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 or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Article 8 Committees

Section 1 — This club's committees comprise those listed in Article 11, section 7, of the Standard Rotary Club Constitution, as well as any committees for special projects.

Section 2 — The president is an *ex officio* member of all committees.

Section 3 — 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 9 Finances

Section 1— Before the start of each fiscal year, the board prepares an annual budget of estimated income and expenditures.

Section 2 – The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4 — A qualified person will conduct 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 – The fiscal year is from 1 July to 30 June.

Article 10 Membership Categories

Section 1 – Individual Membership

A. Individual members apply for themselves and must meet the RI standard described in the club constitution.

i. Individual members pay the required per capita dues described in Article 6 (called full membership) and for their choice of full or abbreviated meal plan.

ii. They are expected to fulfill club attendance requirements.

iii. Honorary members are relieved of the dues and attendance requirements but have no vote at meetings.

Section 2 – Family Membership

B. Family membership is open to adult family members of an individual member.

i. Family members may choose to pay for full membership or for club dues only, as described in Section 3, and for their choice of full or abbreviated meal plan.

ii. Family members are expected to fulfill club membership requirements.

Section 3 – Corporate Membership

A. “Corporate membership” refers to professional partnerships, government entities, educational institutions and non-profit organizations, as well as to business corporations, that wish to support the Albina Rotary Club by paying dues for representatives to attend and participate in club activities.

- B. The corporation may appoint from 1 to 3 representatives, at least one of whom must be a Primary member.
- i. A “Primary member” is a representative for whom the corporation has paid the full membership dues as described in Article 6 of these bylaws, which include RI, District and club dues. Primary members have full Rotary privileges:
 - a) VOTES: A primary member has one vote in Club, District and RI issues and counts in establishing a quorum.
 - b) HOLDING OFFICE: A primary member can be elected as a club officer.
 - c) EVENTS: A primary member may attend or direct club, District and RI events.
 - ii. An “Associate Member” is a corporate representative who may serve as a substitute for a Primary member. Associate members for whom the corporation pays full membership dues have full Rotary privileges as described above; those for whom the corporation pays only club dues have the following limited club privileges:
 - a) EVENTS: Club-only Associate members may attend club meetings, serve on club committees and participate in club activities and events. They may not direct at events unless their corporation or Rotary provides appropriate liability insurance.
 - b) VOTES: Club-only Associate members cannot vote on club matters and don’t count in establishing a quorum, unless authorized by a Primary member.
 - c) HOLDING OFFICE: Club-only Associate members cannot serve as a club officer or member of the club board.
 - iii. A Primary member may designate an Associate member as a substitute to vote on club issues during his/her absence.

Section 4 – Attendance

- A. Activities that count towards attendance include regular club meetings, attending meetings at other Rotary Clubs, committee meetings, on-line makeup meetings, Rotary service activities and Rotary service meetings.
- B. The Rotary Club of Albina encourages all members to meet our club goal of 80% attendance, with a minimum attendance of 60%.

Article 11 Method of Electing Members

Section 1-- A member proposes a candidate for membership to the board and/or the membership committee, or another club proposes one of its transferring or former members.

Section 2 – The board approves or rejects the candidate’s membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate’s membership, the prospective member is invited to join the club.

Article 12 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.

Adopted February 5, 2020

Amended 1 September 2021

President: Lisa Pickert  _____
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Secretary: Frances Moore  _____
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