

**Bylaws of the Rotary Club of Ashland Lithia
Springs (Adopted and Restated May 20, 2019)**

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. Quorum: One-third of the club members; a majority of directors then serving for the Board.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on July 1 of each calendar year.

ARTICLE 2. Board.

The governing body of this club is the Board, consisting of ten (10) Members, namely, the president, president-elect (or president-nominee, if there is no president-elect), the immediate past president, secretary, treasurer, and the chairs of each of the four Avenues of Service and the chair of the Membership Committee.

ARTICLE 3. Elections and Terms of Office.

Section 1. Nominations. At a regular meeting to be determined by the president, the presiding officer shall ask for nominations for the offices of president-elect, secretary, treasurer, and the chairs of the four Avenues of Service and of the Membership Committee. The nominations may be presented by the president, a nominating committee, by Members from the floor, or in such manner as determined by the Board from time to time. The Board may decide to postpone nominations until any later regular meeting of the club, but no later than one month prior to the beginning of the next Year.

Section 2. Elections. The nominations duly made shall be voted on at the annual meeting, or at such other regular meeting of the club as the Board shall direct, but no later than the beginning of the next Year. The candidate who receives a majority of the votes for each office is declared elected to that office. If the Board so approves, the vote may also be by voice vote or by show of hands.

Section 3. *Term of Office.* The elected officers and Directors shall take office on the July 1 next following their election or on such other date as the Board may determine, and shall serve until their respective successors are duly elected and qualified.

Section 4. *Vacancy.* Any vacancy on the Board, in any office, or in the position of any officer-elect, or director-elect, shall be filled by a majority vote of the remaining Directors serving at the time of such vote.

ARTICLE 4. Duties of Officers.

Section 1. *President.* The president shall serve as a Director, shall preside at meetings of the club and the Board, and perform such other duties as may be directed by the Board and as ordinarily pertain to the office. The president shall be entitled to attend the Rotary International Convention to be held in the Year in which the president is so serving. If the president cannot so attend, or chooses not to so attend, the Rotary International Convention, then the Board may designate another Member to attend in lieu of the president, in either case with this club to pay all reasonable expenses related thereto, to the extent budgeted by the Board

Section 2. *President-elect.* The president-elect shall serve as a Director and also perform such other duties as may be directed by the Board. The president-elect shall be expected to attend the president-elect training to be held in the Year in which the president-elect is so serving, with this club to pay all reasonable expenses related thereto, to the extent budgeted by the Board.

Section 3. *Immediate Past President.* The immediate past president shall serve as a Director and perform such other duties as may be directed by the Board.

Section 4. *Secretary.* The secretary shall keep membership and attendance records, record and preserve the minutes of meetings of the Board, report as required to RI and to the district, collect and remit RI official magazine subscriptions, place orders for appropriate club materials when requested by a Director, and perform such other duties as may be directed by the Board and as ordinarily pertain to the office.

Section 5. *Treasurer.* The treasurer shall oversee all funds, accounting to the Board for such funds annually and at such other time as the Board may require, and perform such other duties as may be directed by the Board and as ordinarily pertain to such office.

ARTICLE 5. Meetings.

Section 1. Annual Meeting. An annual meeting of this club shall be held in December of each year, or at such other later time as the Board may direct, for the election of officers and directors to serve for the next Year.

Section 2. Regular Weekly Meetings. The regular weekly meetings of this club shall be held on Tuesday beginning at 7:00 o'clock in the morning, or at such other day and time as the Board may direct. Reasonable notice of any change in or cancellation of the regular meeting shall be given to all Members. All Members in good standing on the day of a regular meeting shall be counted as present or absent, as the case may be.

Section 3. Location of Meetings. The annual and regular weekly meetings shall be held at such place or places as the Board may from time-to-time determine. Reasonable notice of any change in the location of the annual meeting or of the regular meeting shall be given to all Members.

Section 4. Quorum for Member Meetings: *Voting*. The presence of one-third of the Members shall constitute a quorum at the annual and any regular meeting of this club, and the approval of a majority of the Members present at a meeting at which a quorum is present shall constitute the action of the Members.

Section 5. Board Meetings. Unless otherwise provided by the president, regular meetings of the Board shall be held monthly on a date and time, and at a place, to be determined by the Board. Special meetings of the Board shall be held whenever requested by the president or any two (2) Directors. Reasonable notice of all regular and special meetings of the Board shall be given to the Directors.

Section 6. Quorum for Board Meetings: *Voting*. A majority of all the Directors shall constitute a quorum of the Board, and the approval of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board.

Section 7. Action Without a Meeting. Unless otherwise provided herein or in this club's constitution, the Board may take action on any matter without a meeting provided the matter is set forth in a proposal that is sent via electronic email to all of the Directors, and a majority of all the Directors approve the proposal by sending their approval via electronic email to all of the other Directors. The Secretary shall make note of any action so approved, and shall include the same in the minutes of the next meeting of the Board.

Section 8. Meeting via the Internet. Regular weekly meetings of Members and meetings of the Board may be held virtually using the Internet in such reasonable manner as the Board or the president may determine.

ARTICLE 6. Attendance.

Fulfillment of the club's objective of providing services to its locality can only be carried out through its Members. Accordingly, Members are encouraged to attend regular club meetings, and to participate in the club's committees, service projects, social events and other activities. This provision shall override Article 12, Section 4 of the club's constitution.

ARTICLE 7. Fees and Dues.

Section 1. Admission Fee. The admission fee, as established by RI and/or the Board, shall be payable upon admission to the club.

Section 2. Membership Dues. The per annum membership dues shall be set by the Board no later than June 1 of each Year; provided, however, that in the absence of such action by the Board, the membership dues shall remain the same as last set by the Board. Membership dues shall be billed annually in July of each year, and payable within thirty (30) days.

ARTICLE 8. Method of Voting.

The business of this club shall be conducted by voice vote or show of hands, unless otherwise required by these bylaws or as determined by the Board.

ARTICLE 9. Avenues of Service.

Although the constitution of this club provides for five Avenues of Service, including one for Youth Service, this club has determined that each of the Club Service, Vocational Service, Community Service and International Service Avenues of Service shall address youth service, and thus this club shall not have a separate Youth Avenue of Service, rather each Avenue of Service shall undertake those actions provided for the Youth Avenue of Service in this club's constitution.

ARTICLE 10. Committees.

Section 1. Purpose of Committees; Establishment. The Avenues of Service and other club committees shall coordinate their efforts in order to achieve this club's annual and long-range goals. In addition to the Avenues of Service, there shall be a Membership Committee and such other committees as may be established by the Board. When feasible, committee members should serve on the same committee for a term of three years to ensure consistency, and the chair should have previous experience as a member of the committee.

Section 2. Ex Officio Member. The president shall be an *ex officio* member of all committees and, as such, shall have all privileges of membership thereon.

Section 3. Transaction of Business. Each committee shall conduct such business as is designated for it by this club's constitution, these bylaws, and the Board, the president, or the chair thereof. Except as the Board may otherwise direct, each committee shall have authority to act within its designated responsibilities and shall periodically report to the Board on its activities.

Section 4. Committee Chairs. Each chair shall be responsible for holding regular meetings of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on all committee activities. Notices of committee meetings shall be given to club members by announcement at a regular meeting of the club, or posting on either the club's web site or its Team App.

Section 5. Duties of Committees. The general responsibilities of the committees are:

- (a) *Club Service.* To develop and implement plans to help the club function successfully.
- (b) *Vocational Service.* To develop and implement plans to promote high ethical standards in business and professions, recognize the worthiness of all dignified occupations, foster the ideal of service in the pursuit of all vocations, and sponsor and administer vocational scholarships for youths.
- (c) *Community Service.* To develop and implement plans to improve the quality of life of those who live within this club's locality, with primary concern for youth.
- (d) *International Service.* To develop and implement plans to advance international understanding, goodwill, and peace by fostering acquaintance with and helping people of other countries, with primary concern for youths.
- (e) *Membership.* To develop and implement the recruitment and retention of Members, consistent with the membership goals set by the Board and the president.

ARTICLE 11. Leave of Absence.

The Board, either upon application or on its own initiative, for good and sufficient cause, may grant a leave of absence excusing a Member from attending the meetings of this club for a specified length of time. A member who is granted a leave of absence continues to be liable for payment of membership fees and dues unless forgiven by the Board.

ARTICLE 12. Finances.

Section 1. *Annual Budget.* Prior to the beginning of each Year, the Board shall approve a budget of estimated income and operating expenditures for the Year, which shall stand as the limit of expenditures for the purposes set forth therein, unless otherwise authorized by the Board.

Section 2. *Deposit of Club Funds.* The treasurer shall deposit all club funds in financial institution(s) designated by the Board.

Section 3. *Payment of Bills.* All disbursements shall be made by check signed by one or more Members as authorized from time-to-time by the Board.

Section 4. *Financial Review.* A thorough review of all financial transactions of the club by a qualified person appointed by the Board shall be made at least once each Year.

Section 5. *Bond.* Members having charge or control of club funds may be required by the Board to give a bond for the safe custody of such funds, cost of the bond to be borne by the club.

Section 6. *Fiscal Year.* The fiscal year of this club shall be from July 1 to June 30 of each year.

ARTICLE 13. Method of Electing Members.

Section 1. *Prospective Members.* The name of a prospective member, including a transferring or former member of another club, proposed by an active Member of the club, shall be submitted to the Membership Committee after the prospective member has attended at least two regular club meetings. The proposal shall be kept confidential as otherwise provided in this procedure.

Section 2. *Completion of Application.* The prospective member shall be asked to complete the membership application. The sponsor, a member of the Membership Committee, and the prospective member shall meet to review the responsibilities of membership. If the prospective member meets the membership requirements he or she will be requested to sign the membership agreement and permit his or her name to be read or published to the Club.

Section 3. *Approval by the Club.* When the prospective member has signed the application, his or her name shall be read at one regular meeting and then published to all Members. If no objections are communicated to the chair of the Membership Committee within seven (7) days of the latter of such reading or publication, the proposed member shall be deemed to have been

elected to membership. If any objections are received, the Board will resolve the matter, and may decide to admit the prospective member notwithstanding any objections.

Section 4. Induction. Following the election of a new member, the chair of the Membership Committee shall arrange for the new member's induction. In addition, the secretary will report the new member's information to RI and the chair of the Membership Committee will assign a Member to assist the new member's assimilation into the club.

Section 5. Honorary Members. The club may elect honorary members as proposed by the Board. Except as the Board may otherwise approve, honorary members may not vote or serve as an officer or Director of the club. Honorary members do not pay the admission fee or membership dues.

ARTICLE 14. Resolutions.

The club shall not consider any resolution or motion to commit the club on any matter in which the name of the club shall be used publicly, or committing its funds to any use, until the Board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion or action by the club.

ARTICLE 15. Duration of Membership.

Section 1. Period of Membership. Membership shall continue during the existence of the club unless terminated as hereinafter provided.

Section 2. Termination by Resignation. Membership shall be automatically terminated upon receipt of a written resignation from a Member. Any such resignation should be addressed to the secretary or to the president.

Section 3. Termination for Cause. The Board may terminate the membership of any Member who ceases to have the qualifications for membership in this club or for any other good cause as described, and subject to the procedure set forth, in the RI Manual of Procedures.

ARTICLE 16. Amendments.

These bylaws may be amended at any regular meeting of the club at which a quorum is present and acting throughout, by a two-thirds vote of all Members present; provided that notice of such proposed amendment, including the language of such amendment, shall have been mailed or sent by e-mail to every Member entitled to vote thereon, or posted on the club's web site or its Team App, at least ten (10) days before such meeting. No amendment or addition to these bylaws may be made that is inconsistent with the constitution and bylaws of RI or the constitution of this club.

Article 17. *Restatement.*

These bylaws restate and supersede all prior versions of the Rotary Club of Ashland Lithia Springs. Adopted this __ day of _____, 20__.