

## *Club Bylaws*

*Adopted September 4, 2008*

### ART. I

#### Election of Directors and Officers

Sec. 1. The club shall elect officers for each Rotary year - a president (as provided in Art. I, Sec. 3), president-elect, vice president, vice president - information technology, secretary, treasurer, and sergeant at arms - and eight directors. The Rotary year for the club shall be from July 1st to June 30th.

Sec. 2. A nominating committee composed of the immediate past five club presidents still active in the club and the current president-elect shall meet on or before the first meeting of November to nominate vice president, vice president - information technology, secretary, treasurer, and sergeant at arms candidates (one year term) and four director candidates (two year terms) for the next Rotary year. The nominees shall be presented to the club at least one week before the club membership shall vote. Such vote shall be held during the annual meeting. Additional nominations are allowed from the floor at the annual meeting. If more than one candidate is nominated the vote shall be by ballot with the candidate for each position receiving the majority of votes being elected. The nominating committee serving as the tellers committee shall count ballot votes.

Sec. 3. A club member elected to the position of vice president shall automatically be nominated to the position of president-elect in the following Rotary year. A club member elected to the position of president-elect shall automatically become the president in the following Rotary year.

Sec. 4. There shall be elected eight directors. Four directors shall be elected each Rotary year to serve two-year terms.

Sec. 5. The directors-elect and officers-elect shall be invited to join with the current governing body prior to taking office for the purposes of continuity and planning. No officer-elect or director-elect who is not a member of the current governing body shall have the right to vote during this observation period.

Sec. 6. A vacancy on the governing body of any elected officer or director shall be filled by action of the remaining members of the governing body. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the governing body.

### ART. II

#### Governing Body

Sec. 1. The governing body of this club shall be the eight directors, president, president-elect, vice president, vice president - information technology, secretary, treasurer, sergeant at arms, and the immediate past president. The governing body shall be known as the "board."

Sec. 2. Only members of the governing body noted in Art. II, Sec. 1 shall have the power to vote in board meetings. The decisions of the board in all club matters shall be final, subject only to an appeal to the club in accordance with the club constitution.

Sec. 3. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Sec. 4. In addition to board duties and responsibilities described herein, it shall be the responsibilities of the board to ensure that long-range goals are developed, communications between the board and the general club membership are clear and regular, continuity of leadership within the directorates and committees, opportunities for club fellowship are enhanced, every club member has an opportunity to be active, a club assembly is held early in each Rotary year, and a comprehensive training plan is in place.

### ART. III

#### Duties of Officers

Sec. 1. President. It shall be the duties of the president to preside at the meetings of the club and board and to perform such other duties as ordinarily pertain to the office of president.

Sec. 2. President-elect. It shall be the duties of the president-elect to serve as a member of the board, to preside at the meetings of the club and board in the absence of the president, to chair the Membership directorate executive committee, and to perform such other duties as ordinarily pertain to the office of president-elect.

Sec. 3. Vice President. It shall be the duties of the vice president to serve as a member of the board, to arrange the weekly programs for club meetings, to chair the Club Administration directorate executive committee, and to perform such other duties as may be prescribed by the president or the board.

Sec. 4. Vice President - Information Technology. It shall be the duties of the vice president - information technology to coordinate the development, use, maintenance, and acquisition of club computer hardware, software, and website technology; to coordinate the adequate backup of all club records and computer files; and to perform such other duties as would normally fall under the category of information technology.

Sec. 5. Secretary. It shall be the duties of the secretary to keep the records of membership; guide the processing of proposed members and secure new member materials; record the attendance at

meetings; send out notices of the meetings of the club, board and committees; record and preserve the minutes of such meetings; order supplies for the club; make the required reports to RI; and maintain club correspondence. To assist the secretary, a meeting clerk and/or a club newsletter editor may be appointed by the president.

Sec. 6. Treasurer. It shall be the duties of the treasurer to have custody of all funds, accounting for the same to the club annually and at any other time upon request by the board; collect and account for dues, meal charges, and other member financial obligations to the club and RI; and to perform such other duties as pertain 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. To assist the treasurer, a billing clerk and/or a meeting clerk may be appointed by the president.

Sec. 7. Sergeant-at-Arms. The duties of sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board. The sergeant-at-arms shall appoint an assistant sergeant-at-arms for each month. The assistant shall be responsible for announcing guests and visiting Rotarians and providing for the invocation.

#### ART. IV Meetings

Sec. 1. Annual Meetings. An annual meeting of this club shall be held the second Thursday in December of each Rotary year.

Sec. 2. One-third of the membership shall constitute a quorum at the annual or regular meetings of the club, except as provided in the RI bylaws.

Sec. 3. The board shall set the day, time, and location of the regular weekly meetings. Attendance requirements by members shall be in compliance with the club constitution. Maintaining at least 60% attendance in each half of the Rotary year shall be emphasized.

Sec. 4. Regular meetings of the board shall be held monthly as decided by the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Sec. 5. A majority of the board members shall constitute a quorum for regular and special board meetings.

Sec. 6. Club Assembly. The club shall conduct at least one club assembly of all club members, the first to be held early in the new Rotary year, for the purposes of organizing club committees,

furthering member education, and receiving reports on district activities. The club assembly shall be in place of the regular weekly club meeting and the president shall preside.

#### ART. V.

##### Fees and Dues

Sec. 1. An admission fee and a new member materials fee, as set by the board, shall be paid before an applicant (except an honorary member) can qualify as a member, except that any transferring former member of another club or former member of this club who is accepted into membership of this club shall not be required to pay a second admission fee.

Sec. 2. Every member shall pay annual dues. The membership dues, as determined by Rotary International, District, and the club board, shall be assessed quarterly and remitted when billed.

#### ART. VI

##### Method of Voting

The business of this club shall be transacted by viva voce vote except contested elections of officers and directors, or other elections as deemed appropriate by the board, which shall be by ballot.

#### ART. VII

##### Avenues of Service and Directorates

Sec. 1. The four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, and International Service. This Club will be active in each of the four Avenues of Service.

Sec. 2. The club shall establish five (5) directorates comprised of such committees as deemed necessary. The directorates shall be Membership, Public Relations, The Rotary Foundation, Club Administration, and Service Projects. Each directorate shall have at least one Board member assigned to it for purposes of oversight and communications. Where possible, it is preferred that both a second-year board director and a first-year board director be assigned to each directorate for purposes of continuity. In addition, the president-elect shall be assigned to and chair the Membership directorate executive committee and the vice president shall be assigned to and chair the Club Administration directorate executive committee. The president shall be an ex-officio member of all directorate executive committees.

(a) Membership directorate. The membership directorate shall include an executive committee and such other committees as the board may deem necessary such as committees on proposed member identification, proposed member appraisal and classification, new member orientation,

new member integration, attendance, fellowship events, member relations, and membership development and retention.

(b) Public Relations directorate. The public relations directorate shall include an executive committee and such other committees as the board may deem necessary such as committees on public relations, Service Above Self banquet, club history, vocational programs and awards, community scholarships, and district scholarships.

(c) The Rotary Foundation directorate. The Rotary Foundation directorate shall include an executive committee and such other committees as the board may deem necessary such as committees on Paul Harris Fellowships, Polio Plus project, Guatemala project, Thailand project, Africa project, and Medical Supply Network.

(d) Club Administration directorate. The club administration directorate shall include an executive committee and such other committees as the board may deem necessary such as committees on programs, sergeant-at-arms, lunch bunch, music, birthdays, and long-range planning.

(e) Service Projects directorate. The service projects directorate shall include an executive committee and such other committees as the board may deem necessary such as committees on the dictionary project, highway pick-up, organ donor, youth programs, youth exchange, group study exchange, and softball.

Sec. 3. Each directorate shall have an executive committee comprised of the directors and officers assigned to the directorate and chairs of each committee within the directorate. The respective executive committee chairs, except as provided in Art. III, Sec. 2, Art. III, Sec. 3, and Art. VII, Sec. 2, shall be chosen by the president from among the board members assigned to the directorate. Preference shall be given to second-year board directors. The board shall establish the budget allocation for each directorate. The directorate executive committee shall be responsible for allocating budget authority to each committee within the directorate subject to ratification by the board. In addition, the directorate executive committee shall be responsible for preparing reports on directorate activities for board consideration.

## ART. VIII Committees

Sec. 1. The president shall, subject to the approval of the board: (1) appoint committees within each directorate as deemed necessary; (2) select a chair and co-chair for each committee so appointed, and (3) assign committee members.

Sec. 2. Each committee within a directorate shall transact such business as is delegated to it by the bylaws and such additional business as may be referred to it by the president or the board.

Except where special authority is given by the board, such committees shall not take action until a report has been made by the directorate to the board and approved by the board.

Sec. 3. The president shall, subject to the approval of the board, have authority to appoint ad hoc committees to conduct delegated business of the club as necessary.

## ART. IX

### Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending club meetings and paying for meals for a specified length of time not to exceed six months. A member must have no outstanding debts to the club to receive a leave of absence and must continue to pay dues.

## ART. X

### Finances

Sec. 1. The treasurer, or meeting clerk if appointed, shall deposit all funds of the club in a bank and/or investment firm to be named by the board.

Sec. 2. All bills shall be paid only by checks signed by the treasurer or president. The treasurer shall verify with the president and/or directorate chair, when necessary, the obligation of the club to make payments.

Sec. 3. An audit of all the financial transactions of the club by a certified public accountant shall be accomplished at the discretion of the board. Further, at the discretion of the board, a review committee may be formed from time to time to review all financial records of the club and report to the board.

Sec. 4. Officers and board members 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, the cost of bond to be borne by the club.

Sec. 5. The fiscal year of this club shall extend from 1 July to 30 June. The collection of members dues shall be divided into four (4) quarterly payments. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates. Magazine subscriptions for members joining during the year are payable upon invoice from Rotary International.

Sec. 6. The cost of weekly meals, as determined by the board, shall be assessed per capita on a per-plate basis. Each member shall be liable for the costs of his/her meals, whether eaten or not,

unless excused by the board or unless that member has been credited with a "make-up" at another Rotary club.

Sec. 7. 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 agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board. Once the budget is adopted, each directorate shall have delegated budget authority as found in Art. VII, Sec. 3.

## ART. XI

### Method of Electing Members

Sec. 1. The name of a prospective member proposed by an active member of the club, or another Rotary club in the case of a former member of that club, shall be submitted to the board in writing, through the club's secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

Sec. 2. The board shall ensure that the proposed member meets all the classification and membership requirements of the club constitution. Authority to assess whether the prospective member meets all the classification and membership requirements is delegated to the committee(s) that include(s) these aspects of service. Such committee(s) shall submit a report to the board through the club secretary.

Sec. 3. Upon receipt of the committee(s) report(s), the board may approve or disapprove the proposal within thirty (30) days of its submission, and shall notify the proposing member, through the secretary, of its decision. Failure to act within thirty (30) days shall be deemed an approval.

Sec. 4. If the decision of the board is favorable, the proposed member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Sec. 5. If no written objection to the proposal, stating reasons, is received by the secretary from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the new member materials fee and the admission fee (not an honorary member or a former Rotary member), and completion of orientation on the purposes and history of Rotary and of the privileges and responsibilities of membership, as prescribed in these bylaws, shall be considered accepted for membership. If any such objection has been filed with the board or secretary, it shall be processed by the secretary, who shall provide the board with adequate information to vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon

payment of the admission fee and completion of orientation, as prescribed above, shall be considered to be accepted into membership.

Sec. 6. Following acceptance into membership, the president shall arrange for the formal induction of the new member; the secretary shall issue a membership card, a club badge, and appropriate literature and shall report the new member to RI; and the president shall assign the new member to a committee. It is expected that the proposing member will assist the new member with assimilation into the club.

## ART. XII

### Resolutions

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.

## ART. XIII

### Order of Business

The President shall have the authority to establish the order of business for both club and board meetings. The regular order of business for club meetings shall be:

Call to order

Patriotic song

Pledge of Allegiance

Invocation

Fellowship song

Introduction of guests and visiting Rotarians

Special announcements and introductions

Program

Close and adjournment

The regular order of business for board meetings shall be:

Call to Order

Reading of minutes

Old business

Directorate reports

Officer reports

New business  
Adjournment

#### ART.XIV Amendments

These bylaws may be amended at any regular meeting of the club, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been conveyed, either through the U.S. mail, electronic mail, facsimile transmission, or such other method as designed to give actual notice, to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is in conflict with the club constitution or with the constitution and bylaws of RI.

#### ART.XV Miscellaneous

Sec. 1. The board shall have the authority to hire members and/or nonmembers for services rendered to the club.

Sec. 2. The board shall have the authority to establish binding policy for the club providing such policy is not in conflict with these bylaws, the club constitution, or the constitution and bylaws of RI. Such policy shall only be in effect at the pleasure of the board, be published upon adoption, and shall be maintained by the secretary in a manual of club policies and procedures.

Sec. 3. The rules of order for the annual meeting and resolutions and motions brought before the club shall be the latest edition of Robert's Rules of Order.