

**Bylaws of the Rotary Club of  
Sherwood, Arkansas  
2019 June Revision**

**Article I 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 membership; a majority of directors for the Board.
5. RI: Rotary International.
6. Year: The twelve-month period that begins on 1 July.

**Article 2 Board**

The governing body of this club shall be the Board, consisting of ten (10) members of this club, namely, the president, president-elect (or president-nominee, if no successor has been elected), the immediate past president, secretary, and treasurer. Also included are the five (5) directors elected in accordance with article 3, section 1 of these bylaws.

**Section 1** – At the first Board meeting of the Rotary year the official Bylaws of the Club shall be reviewed for changes and compliance.

**Article 3 Election of Directors and Officers**

**Section 1** – At a regular meeting one month prior to the meeting for election of officers (the first regular meeting in December), the presiding officer shall ask for nominations by members of the club for: president-elect, secretary, and treasurer, for one year terms, and 2 or 3 (as needed), directors for two year terms. Persons nominated for President-elect should have at least one year's membership in the Club. Nominations may be presented by a nominating committee or by members from the floor. A nominating committee shall consist of the current president-elect as chair, the immediate past-president, and the president. Nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting; write-in votes are acceptable. The candidates for president-elect, secretary, and treasurer receiving the most votes shall be declared elected to their respective offices. The candidates for director receiving the most votes shall be declared elected as directors. The president-elect shall assume office as president on the first day of July immediately following the year of service on the Board as president-elect.

**Section 2** – The Candidate who receives the most votes for each office is declared elected to that office. The President shall appoint the Sergeant-at-Arms.

**Section 3** – A vacancy on the Board or any office shall be filled by the remaining members of the Board.

**Section 4** – A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board.

**Sections 5 – Terms of office for each role are as follows:**

**President Elect – 1 Year**

**Director – 2 Years**

**Treasurer – 1 Year**

**Secretary – 1 Year**

**Sergeant-at-Arms- 1 year**

**Article 4 Duties of the Board**

**Section 1** – President. It shall be the duty of the president to preside at meetings of the club and of 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.

**Section 3**– President-elect. It shall be the duty of the President-Elect to serve as a director to prepare for their year in office; and to preside at club and Board meetings in the absence of the President.

**Section 4**– Director. A director shall attend club and Board meetings.

**Section 5** – Secretary. It shall be the duty of the Secretary to keep the official copy of the Club's Bylaws and membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings and send them to club members via email; 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; and perform other duties as usually pertain to the office of secretary.

**Section 6** – Treasurer. It shall be the duty of the Treasurer to oversee all funds, accounting for it to the club annually and at any other time when requested by the Board, and to perform 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 financial records, or any other club property. It shall be the Treasurer’s responsibility to file in a timely manner, the club’s income tax return with the Internal Revenue Service each year. The board should be notified of the exact date filed.

**Section 7** – Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

**Section 8** – Board members may perform additional duties as assigned.

## **Article 5 Meetings**

**Section 1** – Annual Meeting. An annual meeting of this club shall be held on the first regular meeting day in December of 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 meetings of this club shall be held on Wednesday at 7:00 AM. When approved by the Board, there may also be meetings either off-site, in the evenings, or at another event during the week that would substitute for the regular weekly 7:00 AM meeting. In addition, with Board approval, the club may elect to **not** meet, as long as we meet the required 2 (two) times per month as mandated by Rotary International. The inclement weather policy is that our regular meeting is canceled when the Pulaski County School District is closed, or has a late opening. Due notice of any changes in, or canceling of, the regular meeting shall be given to all members of the club via accepted methods: email, social media, etc.

**Section 3** – Regular meetings of the Board shall be held monthly as prescribed by the President. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 4** – A Club Assembly shall be held a minimum of four (4) times per year as follows:

1. In the 1st quarter of the Rotary year, for the President to explain the Club’s goals for the year.
2. In the 2<sup>nd</sup> quarter to begin discussion of selecting new officers.
3. In the 3rd quarter to explain where we are on accomplishing our goals.
4. In the 4<sup>th</sup> quarter to discuss District Training of new officers, and next year’s theme.

## **Article 6 Fees and Dues**

The membership dues shall be \$230.00 per annum (except as stated in Article 11 for Corporate and Junior/Senior Membership Categories), payable semiannually on the first day of July and of January. Annual club dues contain the following fees, to be itemized on members’ dues statement:

- (a) Current RI membership fee
- (b) Current fee for The Rotarian Magazine
- (c) Current District 6150 Dues
- (d) Local Club Dues

## **Article 7 Method of Voting**

The business of this club shall be transacted by voice vote except the election of officers and directors, which shall be by ballot. Electronic communication via email is permitted when a voice vote is unavailable. The board may provide a ballot for specific resolution.

## **Article 8 Committees**

**Section 1** –Club committees are charged with carrying out the annual and long-range goals of the club based on the **Five Avenues of Service**, which 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 Five Avenues of Service. 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 members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. The Directors shall serve as Chair of one of the following Standing Committees. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

### **MEMBERSHIP**

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

### **PUBLIC IMAGE**

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

### **CLUB ADMINISTRATION**

This committee should conduct activities associated with the effective operation of the club.

### **SERVICE PROJECTS**

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries, including Youth Service.

### **THE ROTARY FOUNDATION**

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

**Section 2** –Additional ad hoc committees may be appointed as needed.

**Section 3** –The president shall be an ex officio member of all committees and, as such, shall have all the privileges of membership.

**Section 4** –Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

**Section 5** - 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 8a Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials. The Service Projects committee will consider the Avenues of Club Service, Vocational Service, Community Service, International Service, and Youth 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 9 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

**Section 2** – The budget will include a minimum of \$1,000 for the President-elect to attend the Rotary International Conference, (subject to Board approval). If the President-elect cannot attend, the Board shall determine who can use the funds to represent the Club.

**Section 3** – The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

**Section 4** – Bills are paid by the treasurer or President, or other member as designated by Board. The President can spend up to \$200 at any time, without prior Board approval, keeping their budget in mind and being reimbursed. All other expenditures should have Board approval first.

**Section 5** – A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 6** - An annual financial statement of the club shall be provided to club members. This could be accomplished by a final financial report from the out-going Immediate Past President, provided by September 30th.

**Section 7** – The fiscal year is from 1 July to 30 June.

## **Article 10 Method of Electing Members**

**Section 1** - A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

**Section 2** - The Board shall ensure that the candidate meets all of Rotary's membership requirements.

**Section 3** - The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer of its decision.

**Section 4** - If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

**Section 5** – If no member of the club submits a written objection, including reasons for the objection, to the Board within seven (7) days after the club is notified of the prospective member, that person, upon payment of dues, (prorated to the 1<sup>st</sup> of the next month after induction, and required before recording into DacDB and to RI) is considered to be elected to membership. If an objection has

been filed with the board, the club shall vote on this matter at its next meeting. The President shall communicate to all members of the club, prior to, or as of next meeting, the name of the proposed member, the objection raised and ask the member to vote for or against the proposed member. The President may communicate this in any normal manner, such as email, text, fax or phone, as long as confidentiality is maintained. The President shall record the results of the vote and inform all members in a confidential manner of the outcome. If approved despite the objection, the proposed member is elected to membership after dues payment.

**Section 6** – Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

**Section 7** – Honorary members may be elected by the club for one year when proposed by the Board, with the exception of an Honorary Member who has chosen to join the Club under Family Membership Category.

## **Article 11 Membership Categories**

The Rotary International Constitution states in Article 10, Section 2 that there are two kinds of membership, namely: active and honorary. The Rotary Club of Sherwood recognizes the following membership types, with corresponding dues and voting responsibilities, and attendance requirements. (We are required to forward attendance reports to District Governor monthly, and will continue our **PERFECT ATTENDANCE AWARDS PROGRAM** for those who wish to participate. To achieve this Goal, a Member may make up a missed meeting in several ways: 1) attend another Club's Rotary meeting; 2) attend an online eClub meeting; 3) attend an approved Rotary event; or 4) perform Committee work related to a Club Project. Make-ups are valid for 6 months before they expire.) :

**Active Regular Membership** – This person will pay the full amount of dues chargeable under Article 6 and enjoy all rights and privileges, including voting rights, under these By-laws. To continue this status, this member will attend an **AVERAGE** of ONE Rotary event per month, such as a regular meeting, service project, special event, make up, or other Rotary-related activity as approved by the Board. Participation will be evaluated every six (6) months by Club Secretary. If a member is short of the attendance requirement, a letter will be issued, followed by a probationary period, and then termination as member. This excludes members who have the R85 (Rule of 85: Rotarian whose age + at least 20 years of membership = 85) status, as they are exempt from attendance. (NOTE: Member who wishes R85 status should request this in writing to the Board.)

**Honorary Membership** – Persons who have distinguished themselves by meritorious service and those persons considered friends of Rotary's causes. Shall be exempt from dues; shall have no vote; and shall not be eligible to hold any office in this club. Will not be held accountable for attendance. Voted upon every year by Board.

**Corporate Membership** – Local business that would join club as Active member, and choose three (3) members of their organization to represent the club at local meetings and service projects. The corporation would designate one (1) individual whose name would be reported as the official member for RI and District purposes. The dues would be higher - \$300 annually – and would include the opportunity for the Corporation to be a sponsor at one of our Fundraiser events.

**Junior/Senior Membership** – Active member who is either 35 years of age or younger, or 70 years of age or older. Dues would be \$150 annually. This person enjoys all rights and privileges, including voting rights, under these by-laws.

**Family Membership** – Honorary member whose family member is an Active Member of the Club, and who meets the age requirements established by RI. Would not have to be approved by Board every year; would be non-voting and non-dues paying; would have rights to attend any club meeting or event, but would not have reciprocal rights to attend Rotary events outside of Sherwood Rotary unless as a Guest of Active Member.

## **Article 12 Resolutions**

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

## **Article 13 Amendments**

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 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.

Reviewed and approved 07/07/20 for compliance.