

Bylaws of the Rotary Club of West Little Rock, Arkansas

Club Approved Amendment: November 15, 2017 *(pending club vote)*

Article 1 Definitions

1. Club: West Little Rock Rotary Club
 2. Board: The Club's Board of Directors
 3. Director: A member of the Club's Board of Directors
 4. Member: A member of the Club, other than an honorary member
 5. Young Member: A member whose age is 39 or less.
 6. 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
 7. RI: Rotary International
 8. Year: 12-month period that begins on 1 July
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Article 2 Board of Directors

The governing body of this Club is its Board of Directors consisting of, at a minimum, the President, Immediate Past President, President-Elect, President Nominee, Secretary, and Treasurer. Additional Directors may be Sergeant at Arms and/or Committee Chairs. Committee Chairs will include, but are not limited to Club Administration Chair, Membership Chair, Public Image Chair, Rotary Foundation Chair, Programs Chair, and Service Projects Chair, elected in accordance with Article 3 the Bylaws.

Article 3 Elections and Terms of Office

Section 1 — The Immediate Past President will Chair, a Nominations Committee. The Nominations Committee will consist of the Immediate Past President, the Second Past President, the Current President and three club members, appointed by the Immediate Past President, who are not currently serving on the Board of Directors or as an elected Club committee chairman. President-elect nominee(s) are permitted to make officer recommendations to the Nominations Committee.

Section 2 – The Nominations Committee will present a Slate of Officers and Board Members at a regularly scheduled Club meeting the third week of November. Nominations may be presented by the Nominations Committee, by members from the floor, or both. The Slate of Officers and Board Members will be published in the Club Newsletter or Bulletin two weeks prior to the Election. The Slate of Officers and Board Members will include all required and additional members of the Board of Directors and all Committee Chairs who will not serve on the Board of Directors. Election of the Officers and Board of Directors will be held at the First scheduled club meeting in December. The Nominations Committee Chair will preside over the election. A quorum of one-third of the membership must be present at the election. Voting will

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be by Show of Hands. The candidate who receives a majority of the votes for each office is declared elected to that office. Election results will be recorded by the current Club Secretary.

- a) Qualifications for the position of President-elect include: 1) Must have served a minimum of two years as a member of the Board of Directors and/or elected Club Committee Chair, 2) Must attend the President-Elect Training Seminar (P.E.T.S.) or equivalent District Governor approved District 6150 training.

Section 3 — If any Officer-elect or Board Director-elect vacates his or her position prior to the term of office, the members of the Board of Directors-elect, led by the President-elect, will appoint a replacement. If any Officer or Board Director vacates his or her Position during their term of office, the members of the Board of Directors will appoint a replacement.

Section 4 — The term of office for each elected officer is One(1) Year, beginning July 1. Any officer can be re-elected to the same position multiple consecutive or non-consecutive times, following the processes described in Article 3.

Article 4 Duties of the Officers

Section 1 — The President presides at Club and Board meetings. The President will perform the duties described in the Rotary International Club President's Manual.

Section 2 — The Immediate Past President serves on the Club's Board of Directors and serves as Chair of the Nominations Committee as described in Article 3. The Immediate Past President may be called upon to preside over Club or Board meetings in the absence of the President, President-elect, or Vice President. The Immediate Past President provides advice and counsel to the President.

Section 3 — The President-Elect prepares for his or her year in office and serves on the Board of Directors. The President-elect will become familiar with the Rotary International Club President's Manual, will attend a District Seminar, and attend P.E.T.S., or similar training. The Club will pay for P.E.T.S. registration and the cost of fuel to and from P.E.T.S., or similar training. The Club will pay for the cost of one night of lodging while attending P.E.T.S., or similar training. The President-elect will coordinate with the President, Treasurer, and any other necessary member in order to produce a Budget for their term in office. The President-elect will coordinate and chair a Board Retreat for the Board of Directors-elect, which will be held prior to their term in office. The President-elect may preside over Club or Board meetings when the President is absent.

Section 4 — The President Nominee prepares for his or her year in office and serves on the Board of Directors. The President Nominee will become familiar with the Rotary International

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Club President's Manual and attend P.E.T.S., or similar training. The Club will pay for P.E.T.S. registration and the cost of fuel to and from P.E.T.S., or similar training. The Club will pay for the cost of one night of lodging while attending P.E.T.S., or similar training.

Section 5 — The Secretary keeps membership and attendance records. The Secretary will assure that the following reports are accurate and timely, as required by District 6150: Membership and Meeting Attendance. The Secretary will add/delete members prior to the July 1 and January 1 Semi-Annual Reports to reflect the correct dues. The Secretary will become fluent with District 6150 required technology related to reporting processes. Club meeting attendance will be reported to District 6150 within 15 days of the last Club meeting. The Secretary will perform the duties described in the Rotary International Club Secretary Manual.

- a) An Executive Secretary may be utilized as an uncompensated Independent Contractor for the West Little Rock Rotary Club, and will perform any or all of the aforementioned Secretary duties authorized annually by the Board of Directors. The Executive Secretary may or may not be a member of the West Little Rock Rotary Club. The Executive Secretary may make previously-authorized, Board-approved, reimbursable purchases. The Executive Secretary's access to bank accounts will be reviewed annually by the Board. The intent of Executive Secretary banking access is to ensure continuity of leadership related to annual Treasurer transitions.

Section 6 — The Treasurer oversees all funds and provides an annual accounting of them. The Treasurer will perform the duties described in the Rotary International Club Treasurer Manual. The Treasurer and the President are the only Club Members who will have access to bank accounts. The Treasurer is not required to be an accountant or have an accounting background. Upon retirement of office, the Treasurer will provide the incoming Treasurer or President all funds, books of accounts, or any other Club property. Should the President or Board of Directors deem it necessary by majority vote, an Audit Committee may be formed.

Section 7 - The President, President-Elect, and Immediate Past President will work together to ensure continuity of leadership and succession planning.

Article 5 Meetings

Section 1 — An Annual meeting of this Club will occur on the first regular Club meeting in December to elect the Officers and Directors who will serve for the next Rotary year.

Section 2 — An Annual meeting of this Club will occur on the last meeting date of the year, at which time the Installation of the incoming Board of Directors and Officers will occur. The outgoing Board or Directors and Officers will be recognized for their service. Club Member awards and recognition may be issued. One-third of the membership present will constitute a quorum at annual meetings.

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Section 3 – Semi-Annual Club Assemblies: The dates of Club Assemblies are at the discretion of the President. Club Assembly Reports will be required of, at a minimum: Treasurer, Membership Committee Chair, Rotary Foundation Committee Chair, Service Projects Committee Chair. One-third of the membership present will constitute a quorum at Semi-Annual Club Assemblies.

Section 4 — Regular Club Meetings will occur as follows: Every Wednesday at 12:15pm. Notice of any change or cancellation of the regular meeting will be given to all Club members. One-third of the membership present will constitute a quorum at regular meetings.

Section 5 — 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. Special Board Meetings may be held via email, video conference, or conference call. The majority of the Directors will constitute a quorum of the Board.

Article 6 Attendance

Section 1 – Club Member attendance is required at 50% of all regular Club meetings.

Section 2 – Each member should attend this Club's regular meetings and engage in this Club's service projects, other events and activities. A member will be counted present at a regular meeting if the member is present in-person for at least 50% of the meeting, or is present in person but called away unexpectedly. A member will be counted present if the member makes up for an absence in any of the following ways described in the Standard Rotary Club Constitution.

Section 3 - Excused Absences: A member's absence shall be excused if:

- a) the absence complies with the conditions stated in the Standard Rotary Club Constitution. The Board may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child that extends for more than twelve months such leave may be renewed by the Board for a period of time beyond the original twelve months.
- b) the aggregate of the member's years of age and years of membership in one or more Clubs is 85 years or more or has been a member of one or more Clubs for at least 20 years. This excused absence will be referenced as part of the Rule of 85.
- c) the member is an Honorary Member in good standing with the Club. See Article 11.
- d) Leave of Absence has been granted by the Board (ref: Section 4)

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Section 4 – Leave of Absence: Upon written application to the Board, setting forth sufficient cause, leave of absence may be granted, excusing a member from attending meeting of the Club for a specified length of time. Leave of absence does operate to prevent a forfeiture of membership and does not operate to give the Club credit for a member's attendance. Unless the member meets a requirement of Sections 2 and 3, the excused member must be recorded as absent.

Section 5 – Attendance Records: When a member whose absences are excused under the provisions of Section 3 or 4 of this article fails to attend a Club meeting, the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of Section 3 or 4 of this article attends a Club meeting, the member's attendance shall be included in the attendance records. The Secretary keeps membership and attendance records (ref: Article 4, Section 5).

Article 7 Dues

Section 1 – Annual Club Dues will be determined annually in advance by the Board-elect and ratified by the membership at an annual club meeting prior to June 30. Annual Club dues include RI per capita dues, district per capita dues, Club fees, a mandatory Tax Deductable Charitable Donation to the Rotary Foundation set by the Board and announced annually, a subscription to The Rotarian magazine, and any other Rotary or district per capita assessment. Meal costs will be paid in addition-to Club dues. New members will be charged a pro-rated amount of annual dues based upon the remaining months of the fiscal year. Dues are paid Annually or Semi-annually. Annual dues are payable on July 1. Semi-annual dues are payable on July 1 and January 1. Dues are subject to changing requirements of RI or District 6150.

Section 2 – Meal Costs will be determined annually in advance by the Board-elect and ratified by the membership at an annual club meeting prior to June 30. Meal Costs are subject to changing requirements of the host meeting location. Members are responsible for pre-payment of meal costs to be collected annually or semi-annually. The Board will have the discretion to waive the prepaid requirement under special circumstances for a limited time, after a written formal request has been submitted and approved or denied. The Board will use the Four Way Test as a measure to determine approval or denial of the written formal request to waive the prepaid meal requirement. Members whose age and years of membership in one or more clubs is 85 years or more or has been a member of one or more clubs for at least 20 years are exempt from the pre-pay requirement, and may pay for meals on a weekly basis as part of the Rule of 85. New members will be charged a pro-rated amount of meal costs based upon the remaining scheduled meeting in the fiscal year. Young members are exempt from the pre-pay requirement.

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Section 3 – Invoicing will be performed by the Club Secretary or Executive Secretary who will work together to ensure continuity of leadership and annual succession planning.

Article 8 Method of Voting

The business of this Club is conducted by a show of hands, or voice vote, with the exception of Board voting, which may be optionally performed by email or conference call. The method of Board voting is at the discretion of the President.

Article 9 Committees

Section 1 — Club committees coordinate their efforts to achieve the Club’s annual and long term goals. Club committee chairs will follow the guidelines set forth in the current Rotary International Manual for each applicable committee. Committee chairs are elected per Article 3.

Required Club Committees are:

1. Club Administration
2. Membership
3. Public Image
4. Rotary Foundation
5. Service Projects
6. Programs Committee

Additional committees may be appointed by the President as needed. Annual continuation of an additional committee is at the discretion of the President.

Section 2 — 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.

Section 3 – The Programs Committee Chair has the authority to vet proposed presentations. Programs will not include direct requests for funding. Programs will not include politicians who are in an election cycle. Politicians are allowed to speak outside of an election cycle if a member of an opposing political party is also invited to speak at the same meeting or a separate meeting. The Programs Committee Chair will determine the method in which programs are scheduled; however, the “One Member Schedules One Month of Programs” method is preferred.

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Section 4 — The President is an ex officio member of all committees and, as such, has all the privileges of membership.

Article 10 Finances

Section 1 — Before each fiscal year starts, the Board-elect will prepare an annual budget of estimated income and expenditures. The annual budget will include a comparison to the previous year.

Section 2 — The Treasurer or the Secretary will deposit club funds in a financial institution or Institutions designated by the board, divided into two accounts: one for Club operations and one for charitable/service contributions.

Section 3 — Bills are paid by the Treasurer or another authorized officer and approved by one other officers or directors. All payments exceeding \$1,000.00 require the additional signature of the President. Bills will be paid by Check only. The existence and use of a Club debit card must first be approved by the Board.

Section 4 — Checks, Debit Cards, and Credit Cards are acceptable forms of payment to the club, if first authorized by the Board. Secure online payment systems and/or related hardware devices and associated applications(apps) are acceptable, if first authorized by the Board.

Section 5 — The Treasurer will provide the board with a semi-annual review of all financial transactions.

Section 6 — The fiscal year is from July 1 to June 30.

Article 11 Method of Electing Members

Section 1 — An active Club member may propose a candidate for membership, or another Club member may propose one of its transferring or former members. The prospective member will sign the application for membership. The proposal will be kept confidential. The proposal will be submitted to the Board in the form of a completed membership application. The membership proposal will be reviewed by the Board. The Board will ensure that the proposal meets Membership requirements described in the Standard Rotary Club Constitution established by Rotary International. See Appendix 1: Example Membership Application. The blank membership application may change in wording and format, if approved by the Board. The blank application may be presented to a prospective member in the form of a hard copy or digital copy or online application.

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Section 2 — The Board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision. If the decision of the Board is favorable, the prospective member will be oriented to the history of Rotary, purposes of Rotary, and to the privileges and responsibilities of membership. The prospective new member's name and proposed classification will be published in the Club newsletter or bulletin for 7 days. If no written objection by an active member is received by a Board member within the 7 day period, the proposed member, upon payment of the dues and meal costs described in Article 7, shall be considered elected to membership. If any objection has been filed with the board, then the Board will vote on the matter at the next Board meeting. If approved despite the objection, the proposed member will be considered elected to membership upon payment of the dues and meal costs described in Article 7. See Appendix 2: Standard Rotary Club Constitution, included in the Rotary International 2016 Manual of Procedure.

Section 3 – Induction: Following the election of a new member, the President will arrange for the new member's induction. The induction will include the new member's pin, a copy of the Club's Bylaws, and printed information explaining Rotary. The Induction will include statements by the Club membership chair or other active member designated by the President. The statements will include those indicated in the New Member Induction Ceremony, or similar statements previously approved by the President. See Appendix 3.

Section 4 — If the Board approves the candidate's membership, candidate must pay dues and the cost of meals prior to induction. Following Board approval, induction must occur within 30 days or reasonable time frame.

Section 5 – Member Classification will be established and included on the membership application prior to board review. Member Classification will be proposed by the Membership Chair and approved by the Board. The Board will ensure that a membership proposal meets Classification requirements described in the Standard Rotary Club Constitution, included in the Rotary International 2016 Manual of Procedure (Appendix 2).

Section 6 – The Club may elect Honorary Members. Honorary Members and Friends of Rotary must meet the Rotary International Criteria For Honorary Member and Friends. See Appendix 4.

Article 12 Resolutions

Section 1 – The Club will not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, will be referred to the Board without discussion.

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Section 2 – All matters not addressed in these Bylaws will be resolved or otherwise referenced to the Rotary International Manual of Procedure (Appendix 2).

Article 13 Order of Business

Section 1 – Club Meetings: The President will chair all Club meetings. If the President is unavailable, the meeting will either be chaired by the current president-elect or immediate past president. The suggested Order of Business will be as follows and the President may modify the Order of Business:

- President strikes the ceremonial Club Bell with the President’s Gavel, at which time, all the members and guests stand.
- Welcome and Call to Order
- Greetings
- President strikes the ceremonial Club Bell with the President’s Gavel, at which time, all the members and guests pause while standing.
- Prayer
- Pledge of Allegiance to the United States of America
 - The Flag of the United States of America will be present at Club Meetings.
- Members and guests sit.
- Introduction of Guests and Visiting Rotarians
- Announcements
- Committee Reports, if any
- Any new or unfinished business
- Introduction of Program Speaker followed by the Program
- All members rise at the request of the President
- President assigns a member to lead the Club in reciting the Four Way Test.
- President strikes the ceremonial Club Bell with the President’s Gavel, signifying Adjournment

Section 2 – Board Meetings: The President will chair all Board meetings. If the President is unavailable, the meeting will either be postponed, cancelled, or chaired by the current President-elect, or Immediate Past President. Order of Business will be as follows:

- Meeting Called to Order
- Committee Reports
- Unfinished Business
- New Business
- Adjournment

Section 3 – Committee Meetings: Committee chairs will organize and manage meetings at the discretion of the President or as described and recommended by Rotary International.

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Article 14 Amendments

These Bylaws may be amended at any regular Club meeting. Changing the Club Bylaws requires sending written notice to each member ten 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 Guiding Principles of Rotary. See Appendix 2: Standard Rotary Club Constitution, included in the Rotary International 2016 Manual of Procedure.

END