

**AMENDED BYLAWS OF THE ROTARY CLUB OF
ELYRIA SUNRISE**

CLUB # 31221, RI District 6600

Chartered January 10, 1996

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 of the club, other than an honorary member
 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. *Club Year*: The 12-month period that begins on July 1 of each calendar year
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Article 2 Board

The governing body of this club is its Board of Directors, duly elected in accordance with Article 3, Section 1, and consisting of 1) the officers as designated by the Constitution (President, Immediate Past President, Vice-President/President-Elect, Secretary, Treasurer, and Sergeant-at-Arms) and the chair of the RI Foundation committee.

Article 3 Elections and Terms of Office

Section 1 — The club shall hold an election in December to elect the next club year's officers and directors. No later than the end of August, the Board shall set the dates of both the December election meeting and a nomination meeting, which shall be at least 30 but not more 60 days prior to the election date. At the nomination meeting, members shall nominate a slate of candidates for officers and any other 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. If more than 2 candidates are nominated for an office, and no candidate receives a majority of the votes cast, there shall be a run-off vote between the 2 candidates receiving the most votes.

Section 3 — If any current officer or Board member vacates the position or is removed, the remaining members of the Board shall appoint a replacement, by majority vote of the Board at a Board meeting called for that purpose.

Section 4 — If any officer-elect or director-elect vacates a position before assuming office, the remaining members of the Board-elect will appoint a replacement after assuming office.

Section 5 — All terms of office shall be for one year. All offices except President and vice-President/President-elect, and immediate past President may be held for consecutive terms.

Article 4 Duties of the Officers

In conjunction with their service as directors, the officers shall have the following duties:

Section 1 — **President:** The President is the chief executive officer of the club, with ultimate responsibility for supervising and managing the activities of the club. The President shall preside at all club meetings and Board meetings. The President is a *de facto* member of all club committees. The President shall perform all duties that normally pertain to the office of a Rotary Club President, and shall have other specific authorities and duties as prescribed by the Board.

Section 2 — **Immediate Past President (“IPP”):** The IPP shall perform such duties as prescribed by the President and/or the Board.

Section 3 — **Vice-President/President-Elect (“VP/PE”):** The VP/PE shall assist the President and shall perform such duties as prescribed by the President and/or the Board. The VP/PE presides at club and Board meetings when the President is absent. The VP/PE shall also prepare for his or her year in office as President, including participation in the District P-E Training Seminar and District P-E Training Assembly as required by the Constitution.

Section 4 — **Secretary:** The secretary shall keep membership records, record attendance and take minutes at club and Board meetings, send out notices of club, Board and committee meetings, record and preserve the minutes of such meetings, circulate draft minutes to the Board following Board meetings, and submit membership and attendance reports as required to the District and RI (including the semiannual reports of membership on January 1 and July 1 of each year, and prorated quarterly reports of 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, and provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month), collect and remit RI official magazine subscriptions, and perform other duties as prescribed by the President and/or Board and/or as usually pertain to the office of secretary.

Section 5 — **Treasurer:** The treasurer shall have custody of all club funds and financial records, shall issue dues notices and collect all dues and other club funds and receivables, pay all club debts and contributions as directed and approved by the Board, and shall otherwise oversee

all funds and provide an accounting at least annually and at such other times as requested by the Board. The treasurer shall maintain distinct accounts for club operational funds, community service funds, and, if applicable, District or RI grant funds. The treasurer shall ensure access to all club funds and records by the Board, and upon leaving office shall promptly turn over to the successor treasurer or President all club funds, financial records, and other club property or assets.

Section 6 — Sergeant-at-Arms: The sergeant-at-arms shall perform all tasks customary for such office including set-up and preparation for club meetings, welcoming of guests, supervising any raffle, and collecting and reporting to the treasurer any club meeting funds including raffle and member fines, and supervising collection of ballots at any club vote using ballots.

Article 5 Meetings

Section 1 — There shall be an annual meeting in December to elect the officers and directors who will serve for the next Rotary year, and to submit and approve an annual budget for the next club year.

Section 2 — Unless otherwise scheduled by the Board, the club meets at 8:00 am on Thursday of each week. There shall be no club meeting on a date that falls on a traditionally observed legal holiday. The Board shall give members reasonable advance notice of any change or cancellation of the regular meeting.

Section 3 — Unless otherwise scheduled by the Board, Board meetings are held semi-monthly. Special meetings of the Board may be called by the President or upon the request of two directors, provided reasonable notice is given to all officers and directors.

Section 4 — With approval of a majority of the Board and reasonable prior notice, any Board or club meeting may be held virtually or remotely by use of any audio or audio-visual technology that allows participation by all members in attendance (e.g., Zoom, Webex, etc.). Additionally, with approval of a majority of the Board and reasonable prior notice, voting of the Board may be done by electronic mail. In such case all votes shall be submitted by e-mail, and each Board member's email shall be copied to all other members of the Board.

Article 6 Dues

Section 1: Club dues are \$370.00 per year, paid in semi-annual installments and due 30 days from invoicing. Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment including specifically the District 6600 per capita assessment for MESA.

Section 2: Dues are to be paid within 30 days from invoicing. Unless excused by the Board, a member whose dues are more than 90 days past due shall be suspended from the club, and may only be reinstated upon payment in full.

Section 3: New members who are approved and voted into membership after the beginning of the club fiscal year shall pay pro-rated dues based on the month in which their membership begins.

Article 7 Method of Voting

Section 1 -- At both club and Board meetings, business of this club shall be conducted by voice vote or a show of hands except in the election of officers and directors, which shall be conducted by anonymous ballot. The Board may also elect to provide a ballot for member or Board voting on certain resolutions, as it deems appropriate.

Section 2—All proceedings, business, and records of the club, the Board, and any committee shall be presumptively open to all members. However, for any matters that the Board deems to be confidential (such as, by way of example only, discussion/debate of grounds for terminating a membership or removal of an officer or director) the Board by majority vote may declare an executive session that shall be open only to officers and directors, with no minutes kept. In such instance, the minutes of the general meeting shall reflect only the existence and duration of the executive session, the participants, and the general subject matter(s) discussed.

Article 8 Committees

Section 1 — Club committees shall include the following standing committees: 1) Membership, 2) Communications/Public Image, 3) Rotary Foundation, 4) Service Projects. The Board may create other committees and appoint chairs as it deems appropriate.

Section 2 — The President is an ex officio member of all committees and, as such, has all the privileges of committee membership.

Section 3 – Each committee shall submit a report, either verbally or in writing, at each Board meeting, addressing the committee’s projects and goals and such additional issues as requested by the Board.

Section 4 — While each committee is a team effort, the committee’s chair is ultimately responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the Board on all committee activities. The chair may appoint a committee secretary for keeping of minutes and records, and may delegate such authority and duties as the committee deems appropriate.

Article 9 Finances

Section 1 — Before each fiscal year starts, the Board shall prepare an annual budget, which shall be submitted to the membership for approval.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the Board, with separate accounts for club operations, service projects, and—if applicable—grant funds.

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

Section 4 — A qualified person other than the treasurer shall conduct a thorough annual review of all financial transactions and shall report to the Board that all records are in order, or any observed discrepancies.

Section 5 — The Board shall provide club members with an annual financial statement.

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

Article 10 Method of Electing Members

Section 1 —Candidates for membership shall be nominated by 1) a current member submitting the candidate's completed written application to the Board, or 2) a written proposal from another Rotary club transferring any of its current members.

Section 2 — The Board shall approve or decline the candidate's nomination within 30 days and notifies the nominating member or club of its decision.

Section 3 — If the Board approves the candidate's nomination, the nomination shall be promptly submitted to the membership for a vote at a regular meeting, with at least 10 days advance notice to the membership of the nomination and scheduled vote.

Article 11 Amendments

These bylaws may be amended at any regular club meeting, provided there is written notice to the membership of the proposed amendment at least 10 days before the meeting, a quorum present for the vote, and 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 THIS 25th DAY OF JUNE, 2020.