

Bylaws of the Rotary Club of Marietta Metro

Updated as of 6/05/2023; Approved by membership on 6/11/2023

Article 1 Definitions

1. Board: The Board of Directors of this Club, specifically, its Officers and Directors.
2. Director: A member of this Club's Board of Directors.
3. Member: A member, other than an honorary member, of this Club. Member also includes the Primary Corporate Member of a Corporate Membership.
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.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this Club is its Board of Directors ("Board"). The Board shall be the Board consisting of five (5) members of this Club elected as Officers, namely, at a minimum, the President, Immediate Past President, President-Elect (or President-Nominee, if no successor has been elected), Secretary, and Treasurer. In the absence of the President, the Immediate Past President shall act as and perform the duties of the President. At the discretion of the Officers, up to six (6) Directors can be added to the Board, elected in accordance with Article 3, Section 1 and Section 2 of these bylaws.

Article 3 Election of Directors and Officers

Section 1 – At a regular meeting **at least one (1) month** prior to the meeting for election of Officers, the presiding Officer shall ask **the Club for names of Club Members to be considered for nomination to the following positions:** President, Secretary, Treasurer, and **six (6) up to eight (8) Directors** consistent with the five Avenues of Service.

- A. **Names will be presented to a nominating committee consisting of the members of the Past Presidents Council and chaired by the Immediate Past President.**
- B. The Board of Directors shall include five (5) directors consistent with the five Avenues of Service, as provided for in Article 8 herein, with up to three (3) additional directors consistent with the Committees as provided for in Article 9 herein.
- C. **The Past Presidents Council shall select a President-Elect Nominee Designate (PEND) to present to the Club for approval.**
- D. **They will consult with the President-Elect (PE) regarding his/her selection of candidates for the roles of Secretary, Treasurer, and up to eight (8) Directors.**

- E. The current President shall present the names of the President-Elect Nominee Designate (PEND) and the incoming slate of officers to the Club for approval.
- F. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The ballot shall contain blanks for write-in/floor nomination candidates.
- G. The candidates for President, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for Director receiving a majority of the votes shall be declared elected as Directors.
- H. The candidate for President elected in such balloting will be the President-Elect Nominee Designate. The PEND shall take the title of President-Elect Nominee on the first day of July following the election and shall serve as an Officer during that Rotary year. On July 1 immediately following that year, the PEND shall assume the office of President-Elect and on July 1 of the next year shall assume the office of President.

(See Article 5, Section 1 for annual meeting date requirement.)

Section 2 – The Officers and Directors, referenced in Article 3, Section 1, shall constitute the Board. The 8 Directors elected to the Board shall also serve as the Committee Chairs as listed in Article 9, Committees.

Other Committee Chairs and subcommittee chairs may be appointed by the President or under the terms of Article 9, although they will not serve as members of the Board. Within one week after their election, the President-Elect and other incoming Officers of the Board shall meet and elect some member of the Club to act as Sergeant-at-Arms.

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

Section 4 – A vacancy in the position of any Officer-Elect or Director-Elect shall be filled by action of the remaining members-elect of the incoming Board.

Article 4 Duties of Officers

Section 1 – *President*. It shall be the duty of the President to preside at meetings of the Club and 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 and to perform such other duties as may be prescribed by the President or the Board. In the absence of the President the Immediate Past President shall act as and perform the duties of the President.

Section 3 – *President-Elect*. It shall be the duty of the President-Elect to serve as a Director and to perform such other duties as may be prescribed by the President or the Board and to prepare for their upcoming year in office.

Section 4 – Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of Club, Board, and committee meetings; record and preserve the minutes of such meetings; 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; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary.

Section 5 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the Club annually and at any other time upon demand 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 funds, books of accounts, or any other Club property.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this Club shall be held not later than 31 December 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 Mondays at 12:15 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused pursuant to the standard Rotary Club constitution) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this Club. This and Section 5 herein is defined in quorum so we could delete or just leave for clarity.

Section 4 – Regular meetings of the Board shall be held monthly. 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 5 – A majority of the Directors shall constitute a quorum of the Board.

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$100 (one hundred dollars) to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – Dues may be increased only at a regular meeting of the Club, with a quorum being present, by majority vote. The membership dues are currently \$1,200.00 per annum, (\$300 payable quarterly in July, October, January and April), with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine and include RI per capita dues, district per capita dues, club fees and any other Rotary or district per capita assessment.

Article 7 Method of Voting

The business of this Club shall be transacted by *voice* vote or a show of hands except the election of Officers and Directors, which shall be conducted by ballot. The Board may determine that a specific resolution be considered by ballot rather than by *voice* vote.

Article 8 Avenues of Service

The Avenues of Service 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 Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the Club. 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. 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.
- **Administration**
This committee should conduct activities associated with the effective operation of the Club. The Sergeant-at-Arms will be on the Administration Committee. 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.
- **Service Projects (Community Service, Vocational Service, Youth Service)**
These committees should develop and implement educational, humanitarian, and vocational projects that address the needs of the community.

- The Rotary Foundation / International Service

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

Additional ad hoc committees may be appointed as needed.

(a) The President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these 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 and approved by the Board.

(c) 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.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.)

Article 10 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 and the Avenues of 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 11 Past Presidents Council

The Past Presidents Council is composed of the Club's Past Presidents. The Immediate Past President serves as the Chair of the Past Presidents Council. The Council serves as an advisory capacity to the current Club President and Board of Directors only if these Club Officers call on the Council for assistance and advice. The Council may be called on concerning matters of long-range planning or when the Club is embarking on new courses of action or direction, or in an emergency situation.

Article 12 Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for no longer than twelve months.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the Club.)

Article 13 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. The budget shall be broken into two separate parts: one in respect of Club operations and one in respect of charitable/service operations.

Section 2 – The Treasurer shall deposit all Club funds in a bank, named by the Board. The Club funds shall be divided into two separate parts: Club operations and service projects.

Section 3 – All bills shall be paid by the Treasurer or other authorized Officer only when approved by two other Officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Club members will receive an annual financial statement of the Club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting. Not in current bylaws but was in suggested.

Section 6 - Officers having charge or control of Club funds shall give bond as required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club

Section 7 – The fiscal year of this Club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

Article 14 Members

Section 1 – Regular Membership

Regular Membership for the Members of the Club shall be as set forth in Article 8 Membership of the Manual of Procedure 2022 unless otherwise provided for herein.

Section 2 - Corporate Membership

The Rotary Club of Marietta Metro offers a corporate membership program for businesses and other large organizations, government entities, professional practices, educational institutions, and nonprofit organizations.

The corporate member will be an active, dues-paying member of the club and of Rotary. The Board of Directors will establish the dues for this membership type.

1. **Qualifications.** All corporate members and its representatives must meet the regular requirements for membership in the club and in Rotary.
2. **Members.** Subject to the approval of the club's board, these organizations shall designate a Primary Corporate Member, who is the president, chief executive, department head, general manager, or other officer or management role, and up to three (3) alternate members, who must be employed by the corporate member. Unless the Corporation includes Alternate Members and the Club votes by a majority vote of the Board to charge the Alternate Member dues, the Primary Corporate Member is the only member for registration, dues and Rotary International purposes.
3. **Attendance.** The corporate member is required to attend in person only once per quarter. The alternate members will meet the club's other attendance and participation requirements.
4. **Dues.** Dues shall be as provided for under the Club's due structure with the Primary Corporate Member being responsible for Dues as set forth in Article 6 herein, and if the Club votes by a majority vote of the Board to charge the Alternate Member dues, then as set forth in the table in this Article.
5. **RI registration.** All corporate members are full, active members of the club and count in the club's and in Rotary's database.
6. **Votes and quorum.** All corporate members are active, dues-paying members and are eligible to vote on club matters.
7. **Holding office.** All corporate members are active, dues-paying members of the club and are eligible to hold office.

Corporate Dues	Option 1	Option 2	Option 3
Primary Member	\$1,200	\$1,200	\$1,200
Alternate Member 1	\$120	\$120	\$120
Alternate Member 2		\$120	\$120
Alternate Member 3			\$120
Total Annual Cost	\$1,320	\$1,440	\$1,560
Ave Cost per Member	\$660	\$480	\$390

Article 15 Method of Electing Members

Section 1 – The name of a prospective member, proposed by an active member of the Club, shall be submitted to the Board in writing, through the Club's Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Club's Secretary, of its decision.

Section 4 – If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective 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.

Section 5 – If no written objection to the proposal, stating reasons, is received by the Board 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 admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

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 – The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article 16 Resolutions

The Club shall 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, shall be referred to the Board without discussion.

Article 17 Order of Business for Regular Club Meetings

While the President has discretion to alter the order of business for a regular meeting of this Club, generally the order of business is as follows:

Meeting called to order.

Invocation.

Pledge of Allegiance.

Introduction of visitors.

Correspondence, and Rotary information.

Committee reports if any.
Any unfinished business.
Any new business.
Address or other program features
Announcements.
Adjournment.

Article 18 Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall be announced by written notice to each member twenty-one (21) days prior to the meeting at which the vote is to be taken and the meeting shall have a quorum present for the vote and shall receive two-thirds of the votes to support the change.