

**BYLAWS OF
THE ROTARY CLUB OF GILMER COUNTY**

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 other than an honorary member, of this club.
4. Quorum: One-third of the club membership; a majority of the directors of 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 active members of this club, namely, thirteen directors elected in accordance with article 3, section 1, of these bylaws, which are the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, the immediate past president, sergeant at arms and the chairs of the six committees (Membership, Club Public Image, Club Administration, Community Service, Foundation and Youth Services) specifically enumerated in Article 9.

ARTICLE 3 – ELECTION OF DIRECTORS AND OFFICERS

Section 1 – Nominating Committee: A nominating committee, consisting of the current president, president elect and past presidents of the club, shall present the nominations. The immediate past president shall chair this committee.

Section 2 – Nomination: At a regular meeting one month prior to the meeting for the election of the board of directors, the Chair of the Nominating Committee shall ask for nominations, in writing, by members of the club for president, vice-president, secretary, treasurer, sergeant at arms and chairs of the six standing committees. The Nominating Committee shall present a single slate of candidates for each office and position to be filled. Requesting nominations in writing includes by electronic transmission such as email.

Section 3 – Election: The slate shall be voted for prior to and announced by December 31st. Candidates for each office, so receiving a majority of the votes shall be declared elected to their respective positions. The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July following the election, and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

Section 4 – Vacancies: A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect. A vacancy in the board or any office shall be filled by action of

the remaining directors. The vice president (who is a past president) approved by the remaining members of the board shall fill a vacancy in the office of President.

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 meetings and to perform other duties as ordinarily pertaining to the office of president.

Section 2 – *President-elect.* It shall be the duty of the president-elect to serve as a director, to prepare for his or her year in office as president and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *Vice-President.* It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president. Only someone who has been a President of the Rotary Club of Gilmer County, Georgia may serve as a Vice-President of this club.

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, 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, and prorated reports on 1 October and 1 April of each active member who has 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. Upon retirement from office, the secretary shall turn over to the incoming secretary or to the president all funds, books of accounts, or any other club property.

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.

Section 6 – *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 body. He shall be responsible for the setup and take down Rotary Items for each meeting of the club membership. The sergeant-at-arms shall levy reasonable fines and conduct other fund raising activities under the direction of the board

Section 7 – *Immediate Past President.* The duties of the immediate past president shall be to serve as a director and to perform such other duties as may be prescribed by the president or the board.

ARTICLE 5 – MEETINGS

Section 1 – Annual Meeting. An annual meeting of this club shall be held in the month of 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 Monday at noon, or at such other time and place as determined by the Board of Directors. 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 this club’s Rotary 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 60% 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 8, sections 1 and 2.

Section 4 – Regular monthly meetings of the board shall be held at a date and time set by the president or at a time agreed upon by the Board of Directors. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of 2 directors, due notice having been given. Any meetings of the Board may be conducted by conference call or by electronic means that allows live participation.

ARTICLE 6 – FEES AND DUES

Section 1 – The admission fee shall be the first quarterly dues payment less meals already missed in that quarter before joining; to be paid before the applicant can qualify as a member.

Section 2 – The membership dues may be established by the board on a quarterly basis, as required, including meals, payable quarterly on the first day of July, October, January and April, with the understanding that a portion of each quarterly payment shall be applied to each member’s subscription to the RI official magazine and all other RI required responsibilities. The Board of Directors shall have the power to adjust the membership dues.

ARTICLE 7 – METHOD OF VOTING

The business of this club shall be transacted by voice vote unless the board of directors determines the vote shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by voice vote. Voting by ballot includes voting on it by electronic means such as email.

ARTICLE 8 – FIVE AVENUES OF SERVICE

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

ARTICLE 9 – COMMITTEES

Club committees are charged with carrying out the annual and long-range goals of the club based on 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. 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.

- Community Service

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

- Foundation

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

- Youth Services

This committee should develop and implement plans to guide and assist the members of this club relating to youth services.

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 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 and shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.

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 make reference to appropriate RI materials.

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 – 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 a specified length of time 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 article 8, section 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article 12 – 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 limits 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 budgeted bills shall be paid by the treasurer or other authorized. The Board of Directors must authorize unbudgeted expenditures over \$500.00. Both the treasurer and president

must sign those checks written for unbudgeted expenses over \$500.00. Signature cards for the club's bank account(s) shall be updated annually upon the new officers taking office.

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

Section 5 – 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 6 – 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 quarterly periods extending from 1 July to 30 September, 1 October to 31 December, 1 January to 31 March and from 1 April 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, or as otherwise required by Rotary International.

Article 13 – 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 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 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 14 – 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 15 – Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements and Rotary Information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article 16 – 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 have been mailed, or sent by other electronic means, to each member at least ten days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

Article 17 – Electronic Communications

Any voting, communications by members or board of directors to members that are to be in writing, or objections in writing to be made by any member may be by email or other forms of electronic communication.

Adopted this 8th day of September, 2014.

A handwritten signature in black ink, reading "Jerry D. Johnson". The signature is written in a cursive style with a horizontal line underneath it.

Jerry D. Johnson, Secretary

Rotary Club of Gilmer County, Georgia