**Bylaws of the Rotary Club of Athens, Georgia**

**Effective & Approved 12 May 2021**

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

***First.***The development of acquaintance as an opportunity for service.

***Second****.* High ethical standards in business and professions, the recognition of the worthiness of all useful occupations, and the dignifying of each Rotarian’s occupation as an opportunity to serve society.

***Third.***The application of the ideal of service in each Rotarian’s personal, business, and community life.

***Fourth****.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

**Article 1 Definitions**

1. Board: The Board of Directors of this club.
2. Director: A director on this club’s board.
3. Member: A member of this 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. Year: The 12-month period beginning 1 July.

# Article 2 Board

The governing body of the Rotary Club of Athens shall be its Board of Directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, and treasurer. The club’s board may have additional members, such as a vice president, the president-nominee, sergeant-at-arms, or other directors.

# Article 3 Election of Directors and Officers and Appointment of Special Committees

**Section 1**. During the fall of each year the president elect-shall select a list of Board nominees consisting of the following: three (3) new members who have been inducted into the club during the calendar year immediately preceding the holding of the elections; six (6) past- presidents and twelve (12) other members from whom, ten (10) directors shall be chosen. Approval of the candidates to serve shall be obtained by the secretary or the president-elect. It shall be the duty of the president-elect to make the nominations, place them upon a ballot with each category of nominees in alphabetical order and have the ballot distributed to the club membership for voting not later than the second Wednesday in November. The one (1) new member, the three (3) past presidents and the six (6) other members receiving the highest number of votes shall be declared elected. The retiring president shall also become a member of the new board.

**Section 2**. The president-elect shall call the board of directors-elect to meet within one week after their election and shall elect from its members a President-elect-elect (i.e. President nominee) for the next Rotary year who shall serve in the capacity of vice-president and shall perform the normal duties of said office. At the end of the term of the incumbent president, the president-elect shall assume the office of president. If a successor has not been elected, the current president’s term can be extended for up to one year. The board of directors-elect shall also elect a secretary (or a recording secretary and executive secretary), treasurer and sergeant-at- arms all of whom, when so elected shall become ex-officio members of the board with such responsibilities and privileges of membership thereon as the board may determine. The tenure of office of secretary and treasurer shall be limited to not more than five consecutive years. However, this rule may be waived for periods up to one year by unanimous consent of the directors.

**Section 3**. A vacancy in the board of directors or any office shall be filled by vote of the remaining members of the board.

**Section 4.** The president shall appoint a membership committee consisting of three (3) past presidents. The committee shall consider all proposals for memberships from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report its recommendation to the president.

# Article 4 Duties of the Officers

**Section 1** —The President shall preside at meetings of the club and board and perform such other duties as ordinarily pertain to this office.

**Section 2** — The Immediate Past President shall remain on the board as a director.

**Section 3** — The President-Elect shall prepare for his/her year in office and serve as a director. It shall also be the duty of the president-elect to preside at meetings of the club and board in the absence of the president, to chair the program committee, and to perform such other duties as ordinarily pertain to this office.

**Section 4** —The President-Elect-Elect (president nominee) shall assist the president- elect with his/her duties in preparation for transitioning to the presidency and preside at club and board meetings in the absence of both the president and president-elect.

**Section 5** — A Director attends club and board meetings and votes on all matters presented to the board for a vote.

**Section 6** — The Executive Secretary shall keep the records of membership, record the attendance at meetings, make the required reports to Rotary International and District 6910 (including the semi-annual reports of members which shall be made to secretary of Rotary International on January 1 and July 1 of each year), report changes in membership (which shall be made to the general secretary of Rotary International), report the monthly attendance at club meetings (which shall be made to the district governor immediately following the last meeting of the month). The executive secretary shall also perform other general duties for the club to include ordering name badges, rotary pins and other supplies such as four-way test award plaques, club banners, club awards, materials for orientation, etc., organizing and maintaining the name badge box, arriving at weekly meetings in time to put out the bell and gavel and securing the name badge box, bell and gavel after each meeting.

**Section 7** – The Executive Secretary or president shall receive and process new member applications and schedule the orientation of new members. This process includes contacting the proposed member’s sponsor and setting a date and time for the orientation. It shall be the duty of the Recording Secretary to send out notices of board meetings and to record and preserve the minutes of board meetings. The Recording Secretary shall also assemble an orientation team to assist him/her with orientation.

**Section 8** - The Treasurer shall have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and perform such other duties as necessarily pertain to this office. Upon leaving the office, the treasurer shall turn over to the next treasurer or to the president all funds, books of accounts, and all other club property in possession of the treasurer.

**Section 9** - The Sergeant-at-Arms shall maintain order during club and board meetings and perform such other duties as may be prescribed by the president or the board.

# Article 5 Meetings

**Section 1** — An Annual Meeting shall be held during a regular meeting not later than the second Wednesday in November of each year at which time the election of directors who will serve during the next Rotary year shall take place.

**Section 2** — The regular weekly meetings of this club shall be held on Wednesday at 12:30 P.M. at such place as may be designated from time to time. Reasonable notice of any change of time or location or cancellation of a regular meeting shall be given to all club members.

**Section 3** - A board meeting shall be held not less than once each month. Special

meetings of the board may be called by the president or upon the request of two directors upon the giving of reasonable notice.

# Article 6-Dues

Membership dues shall be set annually by the board of directors to include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees including meals, and any other Rotary or district per capita assessment. Dues shall be due and payable in advance quarterly on the first day of July, October, January, and April.

# Article 7 Method of Voting

The business of this club shall be conducted by voice vote or a show of hands except for the election of directors which shall be conducted by ballot. The board shall have the discretion to provide for a ballot vote on such other matters as it may deem appropriate.

# Article 8 Committees

**Section 1** — The president shall, subject to the approval of the board, appoint chairpersons and vice chairpersons for the following avenues of service:

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| --- | --- |
| Club AdministrationMembershipPublic Relations | Rotary Foundation and InternationalCommunity Service ProjectsYouth Services (New Generations) |

The president and board may create or delete avenues of service if required by RI or the district. Each avenue chairperson, in consultation with the president, shall appoint such committees that are necessary to carry on the activities of their avenue of responsibility.

**Section 2** — The president shall be an ex officio member of all committees.

**Section 3** — 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.

# Article 9 Finances

**Section 1** — The treasurer shall prepare an annual budget of estimated income and expenditures prior to the beginning of each fiscal year. Upon adoption by the board, said budget shall stand as the limit of expenditures for the specified purposes unless otherwise directed by the board

**Section 2** — The treasurer shall deposit club funds in the financial institution or institutions designated by the board from time to time.

**Section 3** — Bills shall be paid by the treasurer or other officer designated by the board, upon the approval of two other officers or directors.

**Section 4** — A certified public accountant or other qualified person shall conduct a thorough annual review of all financial transactions and report the same to the board.

**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.

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

# Article 10 Method of Electing Members

**Section 1.** General Qualifications. This club shall be composed of adult persons of good character and good business and professional reputation. A member proposes a candidate for membership to the board and/or the membership committee, or another club proposes one of its transferring or former members.

**Section 2.** Kinds. This club shall have three kinds of membership, namely; active, active exempt (Rule of 85) and honorary.

**Section 3.** Active Membership.

The name of a prospective active member, having been proposed by a member in good standing, shall be submitted to the executive secretary on a standard form known as the proposal application

1. After making due investigation of the character, business reputation and general eligibility of the person proposed for membership, the past presidents membership committee shall then proceed to vote and if no more than one negative vote is cast by the members of this committee, the name of the proposed member shall be considered eligible and returned to the executive secretary who shall refer such to the board.
2. The board shall then review the action of the past president’s membership committee and sustain or reject their decisions or refer back to the past president’s membership committee for further consideration and action. If the committee has reported adversely upon the proposed member and the board has sustained the action, the executive secretary shall notify the proposer.
3. The proposer shall fully inform the proposed member of the privileges and responsibilities of membership in the Rotary Club, and shall secure the oral or written permission of the proposed member to announce his or her name as being proposed to become a member of the club.
4. The president shall announce to the club the name of the proposed candidate and the firm represented. A reasonable period (usually at least 2 weeks) shall then be allowed during which any member objecting to the election of the proposed member shall notify the executive secretary in writing, stating reasons for the objection.
5. If no objection is received in such period, the proposed member shall be considered duly elected. The executive secretary shall then notify the proposer and the newly elected member of this election to membership and the proper indoctrination of elected members shall then be done by the Rotary Orientation committee.
6. If any objections have been filed, the board shall consider the same at any regular or special meeting of the board and proceed under ballot on the proposed member. If no more than two (2) negative votes are cast by the members of the board in attendance at this regular or special meeting of the board, the proposed member shall be considered duly elected. If not supported by a ballot vote, then the executive secretary shall notify the proposer that the proposed member was not duly elected.

**Section 4.** Active Exempt (Rule 85). We grandfather anyone who has been senior active and begin calling them an active exempt member as per Rotary. Also, anyone who would reach 15 years in Rotary (any club or clubs) and 65 years of age can move into active exempt status. Active exempt members are not subject to the 50% rule of Rotary attendance. Dues and payments for meals will be commensurate with the club’s billing arrangements.

 **Section 5.** Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer within the locality of the former club or the surrounding areas. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. If the proposed transferring or former Rotarian was a member in good standing and is proposed before two- years of absence from active club membership then he/she will normally be approved.

**Section 6.** Dual Membership. No member shall simultaneously hold active membership in this and another Rotary club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

**Section 7.** Honorary Membership.

1. Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this club. The term of such membership shall automatically terminate at the end of the term for such membership as determined by the board (normally one year). However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time. Persons may hold honorary membership in more than one club.
2. Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall be entitled to attend all meetings and enjoy all the other privileges of the club in which they hold such membership. No honorary member of a club is entitled to any rights or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

**Section 8.** Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members.

**Section 9.** Rotary International Employment. This club may retain in its membership any member employed by Rotary International.

# Article 11 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 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.

Effective and Approved 12 May 2021 for Board of Directors

Approved by the club membership on 2 June 2021