

CLUB RULES

BYLAWS OF THE ROTARY CLUB OF CANTON, GEORGIA, U.S.A., INC.

(As approved by the Board of Directors 12/08/2020)

Article 1 - Definitions

1. Annual Meeting: The first regular meeting in December
2. Board: The Board of Directors of this club
3. Committees: The club's committees, which shall include Membership, Community Service, International Service, Rotary Foundation, Club Administration, and Public Image
4. Constitution: The Standard Rotary Club Constitution, which is adopted by virtue of the club's membership in Rotary International
5. Director: A member of this club's Board of Directors
6. Member: A member, other than an honorary member, of this club. A member may be a corporate member as defined by the board and the membership. Other categories of club membership may be established by the board and the membership consistent with the Standard Rotary Club Constitution
7. RI: Rotary International
8. *Viva voce*: Club voting by vocal assent
9. Year: The twelve-month period that begins on 1 July
10. Quorum: Majority of the active club or board membership as the context may provide

Article 2 - Board

The governing body of this club shall be the board consisting of six directors elected in accordance with Article 3, Section 1 of these bylaws and the president, vice-president, president-elect, secretary, treasurer, and sergeant-at-arms.

Article 3 - Election of Directors and Officers

Section 1 – At a regular meeting one month prior to the club's annual meeting, the presiding officer shall ask for nominations of officers for the next Rotary year to be made to the nominating committee by members of the club for president, president-elect, treasurer, and secretary. At said meeting, the secretary shall present a list of persons eligible to serve as director, who shall be elected to a three year term. At the annual meeting, the nominations for officers are presented by the nominating committee, which consists of the prior three past presidents who are still members of the club.

Nominations may be taken from the floor, in which case the nominator shall make a

presentation concerning the qualifications and preference of the nominee. Members shall vote to fill the position of director by selecting two names on a list of eligible members provided by the secretary and the two members with the largest number of votes will be selected on confirmation that each member is willing to serve. (If one or both are not willing, the position shall be offered to the member with the next highest number of votes.)

Section 2 – The officers and directors, so elected, together with the immediate past president and sergeant-at-arms shall constitute the board.

Section 3 – A vacancy in the board or any office and a vacancy in any officer-elect or director-elect shall be filled by action of the remaining directors.

Section 4 – Reserved.

Article 4 - Duties of Elected and Appointed 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 – *President-elect*. It shall be the duty of the president-elect to serve as a director, as the chair of a committee, and to perform such other duties as may be prescribed by the president or the board. To be qualified for this position, the president-elect shall have served as chair of at least one committee or as secretary or as treasurer.

Section 3 – *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president. The vice-president is the most immediate past president who is still a member of the 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 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 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. The secretary may be elected to successive years of service.

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. The treasurer may be elected to successive years of service.

Section 6 – *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office, including that part of the program called “Sunshine,” and other duties as may be prescribed by the president or the board. The sergeant-at-arms is appointed by the member who will serve as president.

Section 7 – *Assistant Treasurer.* The duties of the assistant treasurer shall be such as prescribed by the board. The assistant treasurer is appointed by the Board members.

Section 8 – *Assistant Secretary.* The duties of the assistant secretary shall be such as prescribed by the board. The Assistant Secretary is appointed by the Board members.

Article 5 - Meetings

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held on the first meeting of December in each year, at which time the election of officers and director to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Tuesday at noon. Reasonable 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 article 8, sections 3 and 4 of 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 evidence 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 8, sections 1 and 2.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular meetings of the board shall be held preceding or following club meetings monthly as determined by the board. Special meetings of the board shall be called by the presiding officer, whenever deemed necessary, or upon the request of two (2) directors, with reasonable notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

Section 6 – Where procedural issues arise, Robert’s Rules of Order shall be applied.

Article 6 - Fees and Dues

The membership dues shall be set by the board thirty or more days prior to the beginning of the Rotary year except that members may agree by majority vote to increase dues during the Rotary year based on unexpected circumstances. Dues are payable within thirty (30) days after issuance of dues notice by the treasurer and shall include the cost of the member’s subscription to the RI official magazine, guests for the prior quarter, and special assessments as approved of by the Board. A person whose dues are not honored 30 days after two consecutive quarters have been invoiced is not in good standing pursuant to these bylaws and the Rotary club constitution and said membership shall be acted on by the board at its next called or regular meeting.

Article 7 - Method of Voting

The business of this club shall be transacted by *voice* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

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, International Service, and Youth 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 vice-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 herein are in harmony with both the District Leadership Plan and the Club Leadership Plan and should be appointed as follows:

Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

Club Administration

This committee should conduct activities associated with the effective operation of the club.

Public Image

This committee carries out public image endeavors in keeping with the objective that the public become more informed about activities and projects of Rotary International as well as the local Club, thereby enhancing membership and engendering cooperation and success of community and international projects.

Community Service and International Service

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

The Rotary Foundation

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

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.

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 present-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 - Attendance and Leave of Absence

Section 1 – In addition to the attendance rules set out in the Rotary International Manual of Procedure, meetings which shall qualify for make-ups include:

- Attendance at a club fundraiser or special club project
- Attendance at a general civic club meeting intentionally established for persons traveling away from areas in which a regular club meeting is held, except that the make-up be used only for a meeting missed while traveling.
- Attendance at one or more hourly sessions of the President Elect Training Seminar, except that no more than two make-ups may be earned.

- Attendance at one or more hourly sessions of a Georgia Rotary Student Program assembly, except that no more than two make-ups may be earned.
- Participation in a Rotary International Exchange Group program for all dates when away from the club.
- Attendance at another Rotary Club's meeting
- Attendance at the regularly scheduled monthly meetings of the club's board of directors.
- Such other participation or attendance at programs or activities as the board shall from time to time designate based on worthiness as a Rotary function.

Section 2 – Upon written application to the board, setting forth good and sufficient cause, and after receiving report from the president and attendance chair as to the impact of such absence on the club's attendance record, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

Section 3 – The secretary shall notify a member who has not had 60% of attendance in the club as set out in Section 1 of the Constitution, so that such member may petition the board for a waiver, which shall be based on meritorious facts and special circumstances, and the board shall consider the same on a case by case basis.

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 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, the latter of which shall be developed in concert with the directors of the Canton Rotary Charitable Fund.

Section 2 – The treasurer shall deposit club funds in the club's account, as named by the board and charitable funds into the trust account, except that where a check includes both, the funds shall first be deposited to the club account and thereafter separated.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors except that the President may submit a list of recurring payments for the board to approve as having standing approval.

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

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 or by an active member of this club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – The board shall ensure that the proposed member 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 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 (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 (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. 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
- Sunshine
- Correspondence, announcements, Rotary Information
- Committee reports, unfinished business and new business, if any
- Address or other program features

- Adjournment with the 4 Way Test

Article 16 - Amendments

After review and approval by the Board of any proposed changes to these bylaws, these bylaws may be amended at any regular meeting of the club membership, with a quorum of active club members present, provided that notice of such proposed amendment shall have been communicated to each member at least ten (10) 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.