

# **Bylaws of the Rotary Club of Winder, Georgia**

*Approved by the Rotary Club of Winder Board of Directors, April 2017*

## **Article 1 Definitions**

1. Board: The club's board of directors
2. Director: A member of the 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. Year: The 12-month period that begins on 1 July

## **Article 2 Board**

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, treasurer, sergeant-at-arms, publicity/social media chair, foundation chair, membership chair, and program chair. Any five of these can meet as the board if one of the five is the President, President-Elect, President Nominee, or Immediate Past President.

## **Article 3 Elections and Terms of Office**

Section 1 — One month before elections, members nominate candidates for president, vice president, secretary, treasurer, and any 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.

Section 3 — If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.

Section 4 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 — The terms of office for each role are:

- President – one year
- President-Elect – one year
- President Nominee – one year
- Treasurer – appointed
- Secretary – appointed
- Sergeant-at-Arms – appointed
- Social Media – appointed

#### **Article 4 Duties of the Officers**

Section 1 — The president presides at club and board meetings.

Section 2 — The immediate past president serves as a director on the club board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director.

Section 4 — The vice president presides at club and board meetings when the president is absent.

Section 5 — A director attends club and board meetings.

Section 6 — The secretary keeps membership and attendance records.

Section 7 — The treasurer oversees all funds and provides an annual accounting of them.

Section 8 — The sergeant-at-arms maintains order in club meetings.

#### **Article 5 Meetings**

Section 1 — An annual meeting of this club is held the first Thursday in December to elect the officers and directors who will serve for the next Rotary year.

Section 2 — This club meets as follows: Thursdays at noon. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

#### **Article 6 Dues**

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.

RI Bylaws 18.030.1. *Per Capita Dues.*

Each club shall pay to RI per capita dues for each of its members as follows:

US\$34.00 per half year in 2019-2020 and thereafter. Such dues shall remain constant until changed by the council on legislation.

#### **Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

#### **Article 8 Committees**

Section 1 — Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in article 13, section 7, of the Standard Rotary Club Constitution.

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

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 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board.

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

Section 4 — A qualified person conducts a thorough annual review of all financial transactions.

Section 5 — Club members will receive an annual financial statement of the club.

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

## **Article 10 Method of Electing Members**

Section 1 — A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

Section 2 — The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate's membership, the prospective member is invited to join the club.

## **Article 11 Corporate Membership**

**Section 1 - Approval.** A corporate entity or organization can become eligible for corporate membership of the Rotary Club of Winder through the existing member approval process.

**Section 2 - RI Registration.** One corporate designee will be listed as the official member of the Rotary Club of Winder and will be noted in the club roster that that individual is the primary designee of the named eligible corporation.

**Section 3 - Votes and Quorum.** For general meetings and club matters, voting by the corporate member will be as an official member of the Rotary Club of Winder (one vote per corporate membership will be recognized). Membership would apply toward RI election voting (only one vote per corporate membership). Only one designee from a corporate membership may hold an office at any one time.

**Section 11 - Financial Obligations.** The financial obligations of an eligible corporation will be as follows:

(a) RI dues: Payable for each corporate accommodation member as stipulated in the RI Bylaws 18.030.

(b) Corporate membership dues are \$1,200 annually, to be paid \$300 quarterly.

## **Article 12 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 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.