
BYLAWS

Rotary Club of Holiday, Florida

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 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 this club's members for club decisions and a majority of the club's board of directors for board decisions.
5. RI: Rotary International
6. District: Rotary International District 6950
7. Rotary Year: The twelve (12) month period that begins on July 1st

Article 2 — Board of Directors

The governing body shall be the board of directors consisting of twelve ~~eleven~~ (12) ~~(11)~~ members of the club. Namely, the president, president-elect, first vice president, immediate past president, secretary, treasurer, club administrator, sergeant at arms and the chairpersons of Rotary's five Avenues of Service (Club, Vocational, Community, International and Youth Service). Each member of the board is entitled to one vote.

Article 3 — Election of Directors and Officers

Section 1: There shall be a Nominating Committee consisting of the past presidents of the club. It is recommended that the immediate past president shall act as chairman/woman of the nominating committee. The committee shall nominate a slate of officers in accordance with the bylaws of the club. The nominating committee shall meet in October. The committee shall select nominees for president-elect, first vice president, secretary, treasurer, club administrator and sergeant at arms. It is recommended that the slate of officers be new to the office being nominated, but it is at the discretion of the nominating committee to recommend the retention of directors and officers to their current positions. ~~in no case shall any one person remain in the same position for more than three (3) consecutive years.~~ The current president-elect shall assume the duties of president on July 1st.

Section 2: At the first regular meeting in November the chair of the nominating committee shall announce the slate of officers as proposed by the nominating committee and ask for nominations from the floor by members of the club. If no additional nominations are made by the members, the nominees presented by the nominating committee shall be elected by a voice vote. If additional nominations are made by members of the club, the nominations duly made by the nominating committee and the members shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting, which shall be held at the first regular meeting in December. The candidates for president-elect, secretary, treasurer, club administrator and sergeant at arms receiving a majority of the votes of the members present at the meeting shall be declared elected to their respective offices.

Section 3: The chairpersons of the Avenues of Service (Club, Vocational, Community, International and Youth Service) shall be appointed by the current (incoming president) president-elect. All appointments by the president-elect shall be ratified by a majority vote of the members at the first regular meeting in November.

Section 4: All incoming officers and chairpersons are required to attend at least one Rotary Leadership Institute or District Training sessions prior to July 1st.

Section 5: A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board and ratified by a majority vote of the members.

Section 6: A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect and ratified by a majority vote of the members.

Article 4 — Duties of Officers and Directors

Section 1: *President.* It shall be the duty of the president to preside at meetings of the club and board of directors.

Section 2: *President-Elect.* It shall be the duty of the president-elect to serve as a member of the board of directors of the club and to prepare for his or her year as president.

Section 3: *First Vice President.* The duty of the vice president is to serve as a member of the board of directors and to become the president elect and then president.

Section 4: *Immediate Past President.* It shall be the duty of the immediate past president to serve as a member of the board of directors, chairperson of the nominating committee and Chairperson of the Holiday Rotary Endowment Fund, Inc. As chairperson of the Endowment the immediate past president is required to provide the board with a monthly update on the financials and giving of the Endowment Fund. The immediate past president shall become president if the president is unable to complete his/her term of office.

Section 54: *Secretary.* It shall be the duty of the secretary, to serve on the board of directors, to keep the records of membership; record the attendance at meetings; send out notices of meetings of the club, board and committees; record and preserve the minutes of such meetings; make the required reports to the board, RI and the district.

Section 65: *Treasurer.* It shall be the duty of the treasurer, to serve on the board of directors, to have custody of all funds, accounting for same to the club board and members monthly and at any other time upon demand by the board, to prepare quarterly dues statement for the members.

Section 87: *Club Administrator.* It shall be the duties of the club administrator, to maintain meeting attendance, organize fellowship activities, oversee the publication (hard copy or electronic) bulletin and club communications.

Section 98: *Sergeant-at-Arms.* It shall be the duties of the sergeant-at-arms, to serve as a member of the board of directors, maintain order at club meetings, administer fines and happy dollars and is responsible for the meeting check-in desk.

Section 109: The board of directors may, at its discretion, appoint a clerical assistant(s) to assist the secretary and treasurer in their duties. The tasks to be performed may include maintaining attendance records, collection of monies, billing of members for dues and meals, maintaining a record of payments, and such other duties as the board may determine.

Section 1110: The chairpersons of Rotary's Avenues of Service (Club, Vocational, Community, International and Youth Service) shall serve on the board of directors, and are responsible for their respective avenue of service as defined by RI.

Section 1211: The board of directors shall appoint a compliance officer for the treasurer. The compliance officer duties are to verify that the treasurer is adhering to acceptable accounting practices, bills are being paid on a timely manner, deposits are made accurately, invoices are being distributed promptly, reports are being filed with RI and the district, corporate filings with the State of Florida are maintained and tax reporting is being filed with the IRS by the prescribed deadlines.

Section 1312: Upon retirement from office, all officers shall turn over to the incoming officers or to the president all records, 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 at the first regular meeting 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 if more than one person has been nominated for a position.

Section 2: *Weekly Meetings.* The regular weekly meetings of this club shall be held at midday at the time, day and place as determined by the board of directors and ratified by vote at a club meeting. Thirty (30) days advance notice shall be given before the vote is taken, unless there is an emergency situation. 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 by the board of directors of this club, pursuant to Article 9, 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 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, an online connection or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article 9.

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 monthly on a date as decided by the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5: A majority of the board members shall constitute a quorum of the board.

Section 6: The latest revised edition of Robert's Rules of Order shall govern all meetings unless otherwise provided in these bylaws.

Article 6 — Fees and Dues

Section 1: An admission fee for new members shall be established annually by the board and is to be billed on the member's first statement. Former Rotarians or Rotarians transferring from another club will not be charged the admission fee.

Section 2: Annual membership dues shall be established as necessary by the board. Membership dues shall include a sufficient amount for the club to have 100% participation in RI's every Rotarian every year giving to RI Foundation.

Section 3: The price for member and guests' meals will be established by the board. Member's meals shall be included in the member's statement in advance for the billing cycle.

Section 4: The board has the discretion to adjust a particular member's dues based on the member's contributions to the club, district or RI. But, that such discretion is seriously considered at a regular scheduled board meeting by being placed on the agenda and the merits of such consideration is debated and voted upon by a majority of board members.

Section 5: To encourage the next generation of Rotarians to join and stay in Rotary meal charges are waived for individuals under the age of 30. Providing that they attend a minimum of one Rotary Leadership Institute Classes within the first year of membership.

Article 7 — Method of Voting

The business of this club and its Board of Directors shall be transacted by *viva voce* vote, U.S. Mail, telephone or electronic mail, except the election of officers and directors, which shall be by ballot if there is more than one nominee for any officer or director position. The same number of members of the Board of Directors and General Membership as required for an in-person meeting, shall be required to constitute a quorum for meetings or business conducted by U.S. mail, telephone or electronic mail.

Article 8 — Committees and Duties of Committees

Section 1 — Committees

1. The president shall, appoint standing committees as he/she determines are necessary subject to the approval of the board,
2. Duties of the 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.
3. The president shall be an *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.
4. Each committee shall transact such business as is delegated to it in the 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 to the board and approved by the board.
5. The president shall appoint a membership committee as a subcommittee of the Club Service Avenue of Service. This committee shall as early as possible, but no later than August 31st of each year, make a classification survey of the community; compile from the survey a roster of filled and unfilled classifications, applying the classification principle; review, where necessary, existing classifications represented in the club, and counsel with the board on all classification problems. The committee shall assign a classification to all proposed new members. The committee shall be responsible for establishing procedures to on-boarding new members and administering orientation (fire side chats) for new members.

Article 9 — Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, and in compliance with the club constitution, leaves of absence may be granted excusing a member from attending the meetings of the club for a specified length of time, not to exceed a six month period. Upon expiration of the six-month period, the member may apply for an additional six-month leave of absence, to be approved at the discretion of the board of directors. At the end of the second six-month leave of absence, the member shall return to active participation in the club or the membership shall terminate. The member on leave of absence shall continue to be responsible to pay the regular membership dues assessed to active members. Members on an approved leave of absence shall not be invoiced for lunches. If they attend a club meeting and eat they will be pay the normal meal price charged to visiting Rotarians. 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 9, of the standard Rotary club constitution is not computed in the attendance record of the club.

Article 10 — Finances

Section 1: The treasurer shall deposit all funds of the club in a properly chartered bank that is insured by the Federal Deposit Insurance Corporation (FDIC) to be named by the board.

Section 2: All bills shall be paid only by checks signed by the treasurer or other signatures as authorized by the board. The board shall appoint a compliance officer as defined in Article 4, Section 11.

Section 3: Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4: The fiscal year of this club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions by the club to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 5: At the beginning of each fiscal year, the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year; which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

Section 6: Any changes in the admission fee or annual dues shall be ratified by majority vote at a regular club meeting following a two (2) week notice to the membership.

Section 7: *Restrictions on Corporate Powers.* The club shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth hereof.
2. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

Section 8: *Disposition of Assets upon Dissolution.* Upon the dissolution of the club/corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the club/corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article 11 — Types of Membership

Section 1: There are only two types of membership in the club: Active and Honorary.

1. ***Active Membership.*** There shall be three sub-types of Active Membership; Individual, Corporate and Family. In all cases any person proposing membership shall possess the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in this club.
 - a. ***Individual Membership.*** An (one) adult person who meets the general qualifications set forth in article 10, section 1 of the Rotary Club of Holiday Constitution.
 - b. ***Corporate Membership.*** Allows a business or other organization (company) to become a member of the Rotary Club of Holiday. The company will name a primary corporate member who will be identified by RI and will be reported as a full member. The company may also name up to 3 alternative members who may attend meetings and function of the club as a representative of the primary member/company. Alternative member attendance will be recorded for the benefit of the primary member. Alternative members are not considered full members of RI. The company has the option of naming multiple primary members (unlimited) who will be identified by RI and will be reported as a full member.

- c. *Family Memberships.* A spouse, domestic partner or family member of an individual member that have been recognized by their contribution and participation in club functions are identified by RI and will be reported as a full member. Their annual dues shall be limited to only the District and RI membership dues requirements including surcharges (insurance, etc.) and RI's every Rotarian every year giving to RI Foundation.

2. Honorary Membership

- a. *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
- b. *Rights and Privileges.* Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 2: As specified in Article 9, of the standard Rotary club constitution. This club authorizes that a member whose aggregate of years of age and years of membership in one or more clubs is 85 years (referred to as R85) or more may apply in writing through the club secretary for "exempt" status. If approved by the board, the exempt member's absence from meetings shall be excused and shall not be included in the membership figure used to compute the club's attendance. In addition a member considered R85 can opt-out of being invoiced for the weekly lunches. If an R85 member eats lunch they will pay the normal meal price charged to visiting Rotarians. An R85 member will be responsible for all other dues, fees and charges that are applied to active members.

Article 12 — Method of Electing Members

Section 1: Prospective members shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership. The name of the prospective member, proposed by an active member of the club, shall be submitted to the board through the club secretary on a signed membership proposal form that gives permission for his or her name and proposed classification to be published to the club. A transferring or former member of another club may be proposed to active membership by the former club.

Section 2: The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3: The board shall approve or disapprove the proposal within 30 days of its submission. Upon approval by the board, the prospective member's name shall be publicized at two regular meetings of the club.

Section 4: 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, the prospective member 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 by a majority of the board despite the objection, the proposed member shall be considered to be elected to membership.

Section 5: Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card, shall report the new member to RI and shall provide appropriate RI literature, a copy of the club’s constitution and bylaws for presentation at the induction and assign a member to assist in the assimilation of the new member. The new member shall be billed the admission fee on his or her first statement.

Article 13 — Resolutions

The club shall consider no resolution or motion to commit this club on any matter until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Article 14 — 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 distributed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made that is not in harmony with the club constitution and with the constitution and bylaws of RI.

Article 15 — Distribution of Bylaws

Section 1: The secretary will distribute to each member a current copy of the bylaws and a club roster upon request.

Section 2: New members shall receive a copy of the bylaws, club constitution and a club roster at the time of induction into the club.

Article 16 – Effective Date

The ratification of these bylaws hereby rescind/void all prior adopted bylaws of the Rotary Club of Holiday and has been approved by a majority of the members of the club entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed and signed these bylaws on behalf of the Rotary Club of Holiday on this ____ day of _____, 202018.

ROTARY CLUB OF HOLIDAY, INC.

By: _____

~~Michael J. Cox~~ Angela Di Mattei as President

Revised: XX/XX/2020 ~~05/07/2019~~