

BYLAWS OF THE ROTARY CLUB OF WEST PASCO SUNSET

Article I - Definitions

1. Board: The board of directors of this club.
2. Director: A person elected or appointed to serve as a member of this club's board.
3. Family Member: Adult child under 30 years of age, partner or spouse.
3. Member: A member, other than an honorary member, of this club in good standing.
4. Quorum: The minimum number of participants who must be present when a vote is taken. Quorum is satisfied with one-third of the club's member for club decisions and a majority of the board of directors for board decisions. A majority is 50% + 1.
5. RI: Rotary International.
6. Year: The 12-month period beginning July 1 and ending June 30.

ARTICLE II - BOARD OF DIRECTORS AND TERMS

Section 1 – Composition. The governing body of this club shall be the board of directors consisting of no fewer than seven and no more than fifteen (15) members of this club elected in accordance with article III, section 1 of these bylaws. The executive committee is composed of the president, president elect, treasurer, secretary vice-president, sergeant-at-arms, and immediate past-president.

Section 2 – Terms. The board of directors' terms are one year and run from July 1 – June 30. The vice-president elected in such balloting shall assume office as president-elect on the first day of July immediately following the year of service on the board as vice-president and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

ARTICLE III- ELECTION OF DIRECTORS AND OFFICERS

Section 1 — At a regular meeting in November the presiding officer shall ask for the nominating committee to present to the club nominations for; vice-president, secretary, treasurer, sergeant-at-arms, and up to seven (7) members of the board of directors. Additional nominations for the directors and officers may be made by members from the floor.

The elections will be held at the annual meeting in December. If the slate of candidates contains only one nominee for each position, the slate will be presented to the membership for a voice vote. If any position has more than one nominee, the nominees shall be placed on a written ballot in alphabetical order under each office and shall be voted upon. The candidates receiving the most votes shall be declared elected as directors.

Section 2 — The officers and directors, so elected, together with the president elect and immediate past president shall constitute the board of directors.

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

Section 4 — 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.

Section 5 - Nominees for the office of vice president must have previously served a minimum of one year as a member of the board of directors.

Section 6 - The nominating committee shall be chaired by the president-elect and the members shall consist of two of the club's past presidents who are still members of the club and one member of the board. In the absence of past presidents, the nominating committee may be appointed by the current president.

Section 7 – In the absence of multiple candidates seeking the same positions, a viva voce vote may be conducted in lieu of a written ballot.

Section 8 – Family members may not serve simultaneously on the board of directors.

ARTICLE IV - DUTIES OF OFFICERS

Section 1 — *President*. The president presides at meetings of the club and board. The president has the authority to speak and act on behalf of the club. The president serves as ex-officio member of committees.

Section 2 — *President-elect*. The president-elect serves as a member of the board, attends PETS training, attends district assembly, district training, may preside at meetings of the club and board in the absence of the president, and performs such other duties as may be prescribed by the president or the board.

Section 3 — *Vice-President*. The vice-president serves as a member of the board, attends district assembly, acts as chairperson of the annual fundraiser, and may preside at meetings of the club and board in the absence of the president.

Section 4 — *Secretary*. The secretary keeps membership and attendance records. The secretary sends out notices of meetings of the club, board and committees and records and preserves the minutes of such meetings. The secretary makes the required reports to RI, and perform such 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 any and all club property, this includes all minutes, bylaws, merger information, or any other items maintained by the secretary.

Section 5 — *Treasurer*. The treasurer oversees all funds and provides an accounting of them. 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. Treasurer is authorized is distribute funds up to \$1,000.00. For fund distribution over \$1,000.00, a second authorization is required from either the President, President Elect or Secretary.

Section 6 — *Sergeant-at-Arms*. The sergeant-at-arms maintains order in club meetings, assesses fines and happy dollars and performs such other duties as may be prescribed by the president or the board.

Section 7 – *Immediate Past President.* The immediate past president serves as a member of the board, and can preside at meetings of the club and board in the absence of the president. The immediate past president shall serve as the chair of the Foundation board.

ARTICLE V - MEETINGS

Section 1 — *Annual Meeting.* An annual meeting of this club shall be held at a regular meeting in 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 meetings of this club shall be held on the first and third Wednesday of the month at 6:00 P.M. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

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 day and at a location determined by the board. Notice of board meetings and location will be given to the club membership at least ten (10) days prior to the meeting by posting in DACdb. 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.

ARTICLE VI - METHOD OF VOTING

Section 1 - The business of this club shall be transacted by *viva voce* vote. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Section 2 - The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Rotary Club of West Pasco Sunset in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Rotary Club of West Pasco Sunset may adopt.

Section 3 – The board may vote via email or other electronic means between board meetings. Board actions may be taken by unanimous written consent. Such votes will be ratified at the next board meeting and the results will be recorded in the minutes.

ARTICLE VII - COMMITTEES

Section 1 — Club committees are charged with carrying out the annual long-range goals of the club based on the five Avenues of Service: Club Service, Vocational Service, Community Service, International Service, and Youth Service. The president-elect, president and immediate past president shall work together to ensure continuity of leadership and succession planning. 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. Standing committees should be appointed as follows:

Section 2 — Membership.

This committee should develop and implement a comprehensive plan for the recruitment and retention of members. The Membership Committee shall have at a minimum the following tasks: Recruitment, Orientation, Retention, Alumni, and Socials.

Section 3 — Club Public Relations.

This Committee shall develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities. The Club Public Relations Committee shall have at a minimum the following tasks: Bulletin, Communications (internal and external), Social Media, and Promotion of other committees.

Section 4 – Club Administration

This committee shall conduct activities associated with the effective operation of the club. The Club Administration Committee shall have at a minimum the following tasks: Club Service, Guest Speakers, Rotary Constitution, Rotary Bylaws, and Club Insurance.

Section 5 – Service Projects

This committee shall develop and implement educational, humanitarian, and vocational projects that address the needs of its community. The Service Projects committee shall have at a minimum the following tasks: Environmental, Community Service, Special Projects, Vocational Service.

Section 6 - International Service.

This committee shall develop and implement projects that address the needs of communities in other countries.

Section 7 – The Rotary Foundation

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

Section 8 – Youth Services

This committee shall develop and oversee the running of activities of youth initiatives, such as Youth Exchange, S4TL, Interact, EarlyAct, and other youth services.

Section 8 – Disaster Preparedness & Response

This committee will create and maintain a Disaster Preparedness & Response Plan and coordinate with District 6950 and elsewhere as directed by the District Governor or the Chair.

Section 9 – Miscellaneous

- (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 committees, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.
- (d) Additional ad hoc committees may be appointed as needed.

ARTICLE VIII - 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 refer 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.

ARTICLE IX - FINANCES

Section 1 — The treasurer shall deposit all funds of the club in a FDIC bank or NCUA credit union to be named by the board.

Section 2 — All bills shall be paid by check, debit card, electronic transfer of funds, or online banking with the bank named by the board, in a timely manner, with the method selected and initiated by the officer approved by the board.

Section 3 — 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 (4) quarterly periods. The payment of per capita dues and magazine subscriptions to RI shall be made each year.

Section 4 — 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 5 – No later than forty-five (45) days after the end of the fiscal year, the treasurer shall supply all financial records necessary to prepare Federal tax returns to an accountant retained by the board.

ARTICLE X - MEMBERSHIP

Section 1 – General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation with their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2 – Categories. The club shall have the following categories of membership: Active, Family, Corporate, R85, and Honorary.

Section 3 – Active Membership. A person possessing the qualifications set forth in the Rotary International constitution may be elected to active membership in this club.

Section 4 – Family Membership. An active member may propose one family member for membership. The family member's dues are discounted at a rate determined by the board as long as the member meets the definition. Family members will enjoy the privileges and responsibilities as an Active member.

Section 5 – Corporate Membership. The Corporate Membership will allow a corporation or a company in the club's area to become a member of the club and propose up to two designees. One member will hold the Primary Membership for the corporation/company as defined by the Rotary International constitution. The additional member will also be considered an Active Member as defined by the Rotary International constitution with dues discounted at a rate determined by the board. All Corporate/Company Members will enjoy the privileges and responsibilities as an Active Member.

Section 6 – The Rule of 85 Membership. A Rotarian at least 65 years of age and with an aggregate of their years of service with their age being equal to or greater than 85 is excused from engagement requirements.

Section 7 – Honorary Membership. Honorary membership is used to recognize people who have distinguished themselves by meritorious service and embody Rotary ideals, or those considered friends of Rotary for their support of Rotary's causes. They are exempt from paying RI dues, have no vote in Rotary matters, are not eligible to hold any club office, and are not included in a club's membership numbers. Active members are called Rotarians, while honorary members are called honorary Rotarians.

ARTICLE XI - METHOD OF PROPOSING AND VOTING ON PROSPECTIVE MEMBERS

Section 1 — A prospective member must attend a regular club meeting. Once the prospective member demonstrates an interest in membership, a Rotarian may propose the proposed member by completing a proposal form and submitting it to the Club Secretary. The Club Secretary and/or Membership Director will then provide the proposal to the board of directors, in writing. A transferring or former member of another club may be proposed to active membership as long as they are a member in good standing with the former club. The proposal, for the time being 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 club constitution. No one will be denied membership because of color, race, creed, gender, or sexual orientation.

Section 3 — The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the Membership Director or Club Secretary, of its decision.

Section 4 — If the decision of the board is favorable, the Club Secretary shall submit 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 of the club within seven (7) days following publication of information about the prospective member, that person, upon bank deposit 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 deposit of the admission fee (if not honorary membership) shall be considered to be elected to membership.

Section 6 — Following the election, the President and Membership Chair shall arrange for the induction of the new member; the Club Secretary shall report the new member to RI; and the Membership Director committee chairperson shall assist the new member is setting up their account in the DACdb, provide appropriate literature for presentation at the induction, and assign a member to assist in the assimilation of the new member.

Section 7 – The Board may elect, in accordance with the standard Rotary International constitution, honorary members proposed by the club members.

Section 8 – No prospective member may attend more than 2 club meetings without being invited to join.

ARTICLE XII - FEES AND DUES

Section 1 — The membership dues shall be determined yearly. Dues may be paid annually or in quarterly installments on the first day of July, October, January, and April. Annual club dues include: payment to the Rotary Foundation for a sustaining membership, RI per capita dues, a subscription to The Rotarian magazine, district per capita dues, club fees and expenses, insurance, other RI or district per capita assessment, and any and all fees or dues assessed by RI or district.

Section 2 – Dues will be pro-rated for new members inducted during a calendar quarter by rounding up to the current month.

Section 3 - The membership dues for a member while on a leave of absence or hardship and shall be an amount to be determined by the Board of Directors.

ARTICLE XIII – ENGAGEMENT

Section 1 —*Participation.* Each member is expected to attend the club’s regular meetings and engage in this club’s fundraisers, service projects, events, and other activities. A member shall be counted as attending a regular meeting if the member:

- a. is present in person, by telephone, or online for at least 60 percent of the meeting;
- b. is present but called away unexpectedly and informs the Sergeant at Arms of the reason;
- c. makes up the absence in any of the following ways within the same year:
 - (1) attends the regular meeting of another club, a provisional club, or a satellite of another club;
 - (2) attends and participates in a club fundraiser, service project or a club-sponsored social or community event or meeting authorized by the board;
 - (3) attends a board meeting or a meeting of a committee in which the member participates;
 - (4) attends a meeting sponsored by Rotary International (e.g. RI convention, a council on legislation), or by the District (e.g. district conference, training assembly, area social).
- d. is engaged in Rotary business duly authorized by the board, which precludes attendance at the meeting.

Section 2 – *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 not to exceed six months. If the leave is for reasons that extend for more than six months, such leave may be renewed by the Board for a period of time beyond the original six months. Such leave shall not be counted as an absence for purposes of attendance records of the club.

Section 3 – *Non-attendance*. As a service club, active engagement is critical for our success. Non-attendance may be considered a request to terminate membership in this club if a member fails to attend or make up six consecutive regular meetings in a year, unless otherwise excused by the board for good and sufficient reason. The board will notify a member of non-attendance and may offer the opportunity to request a leave of absence. After this notification and absent an application for a leave of absence, the board, by a majority vote, may terminate the member's membership.

ARTICLE XIV – HARASSMENT

Section 1. This club is committed to maintaining an environment that is free from any form of harassment. All members and individuals attending or participating in this club's meetings, events or activities should expect an environment free of harassment, including unwelcome physical contact, advances, or comments. Members shall maintain an environment that promotes safety, courtesy, dignity and respect for all, reporting any suspected harassment, and ensuring non-retaliation.

Section 2. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults or offends a person or group of persons, based on any specific characteristic, be it age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, or gender identity.

Section 3. The club leadership shall promptly address any allegation, or observations, of inappropriate behavior, including harassment, and shall not retaliate against those making the allegation. All allegations of criminal behavior shall be referred to local law enforcement.

Section 4. Before submitting the matter to the club board, the President shall assign the allegation to a member who is qualified to investigate the allegation, understanding the sensitivities, confidentiality, and seriousness of the matter. Any information the President may have of prior conduct that may be pertinent to the current incident, shall be relayed to the investigating member. The President may ask the District Governor for assistance in appointing the investigating member from outside the club if deemed warranted. The investigating member shall take immediate action to contact both the accuser and accused, and anyone else with knowledge of the alleged incident, to gather the facts and document the events surrounding the allegation. The investigating member shall take all precautions to ensure the privacy of those involved.

Section 5. If the investigating member is able to resolve the issue between the parties without any further action by the club board, the investigating member shall render a full

and confidential report to the Club President who shall use his or her sole discretion to either accept the report and settlement by the parties, or report the matter to the board for further action. The investigating member shall make every effort to conduct and conclude the investigation and report within seven (7) to ten (10) days.

Section 6. If the investigating member is unable to resolve the issues between the parties without any further action by the club board, a full and complete confidential report of the allegation(s) and the facts discovered during the investigation shall be rendered, and a special board meeting shall be called by the club president for the full purpose of acting upon this matter. The investigating member shall make every effort to conduct and conclude the investigation and report within seven (7) to ten (10) days, and the special board meeting likewise to be called as soon as reasonably possible, typically within one week. The meeting shall not be open to any other club member, Rotarian, or member of the public without the express consent of the accused and the accuser.

Section 7. Both the accused and the accuser shall be invited to the special board meeting. The club president, after consultation with the investigating member, the accused and the accusing member, may decide to exclude the presence of both the accused and the accuser in the board meeting room at the same time if he or she feels it is in the best interest of all parties involved. Both the accused member and the accusing member shall be given a copy of the investigating member's report prior to the special board meeting, and may present their own written report if so desired, and may make statements and take questions at the special board meeting. No one shall be compelled to answer any question. The board shall render a decision at that meeting, or at the conclusion of any adjournment taken for the purpose of more investigation, and may take any appropriate action as to the club's policies or processes of conducting its meetings, events and activities, or against the accused member, or the accusing member if warranted, that is permissible under the provisions of the club's charter, its bylaws, and the rules and regulations of the Rotary District and Rotary International, including, but not limited to suspension or revocation of membership.

ARTICLE XV - RESOLUTIONS

No resolution or motion to commit this club on any matter shall be considered by the club 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 XVI - 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 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 club constitution and with the constitution and bylaws of RI.

ARTICLE XVII - CLARIFICATION

Where in conflict with the current version of the Standard Rotary Club Constitution as promulgated by Rotary International, the Club Constitution shall prevail over these bylaws.