

BYLAWS OF THE ROTARY CLUB OF WEST PASCO SUNSET

ARTICLE I - ELECTION OF DIRECTORS AND OFFICERS

Section 1 — At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for the nominating committee to present to the club nominations for; vice-president, secretary, treasurer, foundation 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 nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for vice-president, secretary, treasurer, foundation treasurer, and sergeant-at-arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving the most votes shall be declared elected as directors. 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.

Section 2 — The officers and directors, so elected, together with the 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 the club's active past presidents. In the absence of active 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.

ARTICLE II - BOARD OF DIRECTORS

The governing body of this club shall be the board of directors consisting of up to fifteen (15) members of this club, namely, up to seven (7) directors elected in accordance with article I, section 1 of these bylaws, the president, president-elect, vice-president, secretary, treasurer, foundation treasurer, sergeant-at-arms, and the immediate past president. The executive board is composed of the President, President Elect, Treasurer, Vice-President, Secretary, Sergeant-at-Arms, Foundation Treasurer, and Immediate Past-President.

ARTICLE III - DUTIES OF OFFICERS

Section 1 — *President*. It shall be the duty of the president to preside at meetings of the club and board and to perform such 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 member of the board of directors of the club, attend PETS training, attend district assembly, district training, act as chairperson of the annual fundraiser, and to perform such other duties as may be prescribed by the president or the board.

Section 3 — *Vice-President*. It shall be the duty of the vice-president to serve as a member of the board, attend district assembly, and to perform such other duties as ordinarily pertain to the office of vice-president.

Section 4 — *Secretary*. It shall be the duty of the secretary 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 RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary 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, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit to RI subscriptions to *THE ROTARIAN*, 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*. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such 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. 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 — *Foundation Treasurer*. It shall be the duty of the Foundation Treasurer to have custody of all Foundation funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such other duties as pertain to the office of Foundation Treasurer.

Upon retirement from office, the treasurer shall turn over to the incoming Foundation Treasurer or to the president any and all club property, this includes all funds, books of accounts, files, checkbook(s), receipts, or any other items maintained by the foundation treasurer for the foundation. Foundation Treasurer is authorized is distribute funds up to \$1000.00. For fund distribution over \$1000.00, a second authorization is required from either the President, President Elect or Secretary.

Section 7 — *Sergeant-at-Arms*. The duties of the sergeant-at-arms shall be those that are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Section 8 — *Immediate Past President*. The immediate past president shall serve as a voting member of the board of directors. The immediate past president shall perform such duties as ordinarily pertain to the office of immediate past president.

ARTICLE IV - MEETINGS

Section 1 — *Annual Meeting*. An annual meeting of this club shall be held on the first Wednesday of 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. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to article VIII, section 2(b) 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 or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article VIII, section 1.

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. 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 V - FEES AND DUES

Section 1 — If no written objection to a proposed member, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to probationary membership:

Section 2 — The membership dues shall be determined yearly. They are paid as follows: 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, insurance, other RI or district per capita assessment, and any and all fees or dues assessed by RI or district.

Section 3 – Dues will be pro-rated for new members inducted during a calendar quarter by rounding up to the current month.

Section 4 - 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.

Section 5 – (All fees and dues may be revised by action of the Board.) Upon written application to the board, setting forth good and sufficient cause, a hardship may be granted excusing a member from regular club dues for a specified length of time not to exceed six (6) months. The amount of the adjusted dues will be set forth by the Club Treasurer after a discussion with the member in question and the board. This fee will be a minimum of both past due and upcoming dues (See Article V, Section 4) within the time period of the hardship. This hardship will only be known by the affected member and 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.

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. When feasible, committee members should be appointed 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. 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, S4TL, and Alumni.

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. The Club Administration Director will be responsible for putting together a Strategic Planning Committee to include the Club Administration Director, the Club President, President-Elect and the Vice President and any club member interested in being on this committee. This will be a three (3) year strategic plan with review at the beginning of each year with the appropriate new officers mentioned previously.

Section 5 – Service Projects

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

Section 6 – The Rotary Foundation

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

Section 7 – Disaster Preparedness & Response

There shall be a Rotary Club of West Pasco Sunset Disaster Preparedness & Response Committee (WPSDPRC). The Club President shall appoint the members of this committee, which shall include at a minimum: a Chairman, a Vice Chairman, and an Advisor. The President, the Past President, and the Treasurer will serve as ex officio members. WPSDPRC members shall serve staggered terms of three (3) years duration. Thereafter, the Club President-elect shall, before July 1, fill any vacant positions.

This committee **shall meet at least quarterly** and shall be responsible for maintaining a Club Disaster Preparedness & Response Plan, and for planning and coordinating the Club's preparedness and response to disasters in District 6950 and elsewhere as directed by the District Governor and/or the Chairman of the District Disaster Preparedness & Response Committee. There shall be established a restricted Disaster Fund, within the Club's Charitable Foundation account for deposit of monies collected for disasters or disaster-related activities, the disbursement of which shall be accountable to the Membership.

Section 8 – 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 - 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 twelve months. However, if the leave is for medical reasons that extend for more than twelve months, such leave may be renewed by the Board for a period of time beyond the original twelve months. Such leave for medical purposes shall not be counted as an absence for purposes of attendance records of the club.

(Note: 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 VIII, section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the club.)

Hardships will be reviewed as an exception process according to Article V, Section 5 of the Rotary Club bylaws.

ARTICLE X - FINANCES

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

Section 2 — All bills shall be paid by check, credit 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. A thorough review by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

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 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 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 – 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 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 (other than honorary) 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 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.

ARTICLE XII - 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 XIII - 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 – Kinds. The club shall have four kinds of membership, namely: active, honorary, family, and corporate.

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. Will allow up to 4 immediate family members to join the club. One member will hold the Primary Membership for the household as defined in the Rotary International constitution. Each additional member will also be considered, an Active Member as defined by the Rotary International constitution with dues reduced to 50% of an Active Member. All 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 with up to four designees. One member will hold the Primary Membership for the corporation/company as defined by the Rotary International constitution. Each additional member will also be considered, an Active Member as defined by the Rotary International constitution with dues reduced to 50% of an Active Member. All Corporate/Company Members will enjoy the privileges and responsibilities as an Active Member.

Section 6 – 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 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 - 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 XVI - 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.