

**BY-LAWS OF THE ROTARY CLUB
OF FORT MYERS SOUTH, INC.
AS REVISED, MAY 2020**

ARTICLE I: 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 July 1**

ARTICLE II: BOARD OF DIRECTORS

SECTION 1:

The governing body of this Club shall be the Board of Directors, elected in accordance with Article III of these By-laws.

SECTION 2:

The Board of Directors shall consist of the President of the Club, President-Elect, Immediate Past President, Secretary, Treasurer and six (6) members at large, who shall be elected as hereinafter provided. The President-Elect of the club shall also serve as Vice-President of the Club.

SECTION 3:

The six (6) Directors at large shall serve terms of two (2) years, and shall be elected as follows:

Three (3) Directors shall be elected in the odd numbered years and three (3) Directors shall be elected in the even numbered years. A member cannot succeed himself/herself as Director if he/she will have served in that capacity for two (2) years by July 1 of the current Club year; except that such member can continue to serve as a Director if he/she is elevated to the position of an officer of the Club.

SECTION 4:

Any vacancy existing in the Board may be filled by the remaining members of the Board by appointing a member of the Club to fill the vacancy. At any time that one of the Directors at

large shall also be elected as an officer and, therefore, reduce the number of Directors, the remaining Directors may appoint some member of the club as a Director for the remainder of the vacated term of office.

ARTICLE III: NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1:

The President shall initiate and appoint a nominating committee by October 1 of each year in order to begin this election process. During the month of October, the Nominating Committee consisting of the President, immediate Past President, President Elect, and a minimum of two members of the club who have served as President in the past shall meet within such time to nominate two (2) members in good standing for each Director's seat being vacated on July 1 of the next Rotary Year and two members for the President Nominee seat effective July 1 of the next Rotary Year. To be eligible for election as President, a nominee must be ~~currently~~ a current member of this club's board of directors or have been a prior member of this club's board of directors and shall (i) have attended and graduated from all three classes of the Rotary Leadership Institute ("RLI"); and (ii) meet the qualifications set forth in the Standard Rotary Club Constitution contained in Article 11, Section 5(c) including but not limited to the requirement that a candidate for the office of president shall have served as a member of this club for at least one year prior to being nominated for such office. Notwithstanding the foregoing, the Board shall have the discretion to waive any of the foregoing eligibility requirements. Expenses incurred by a director to attend RLI classes shall be reimbursed at the discretion of the Board. The slate of nominees proposed by the Nominating Committee must be approved by the Board of Directors prior to its publication to the Club.

Commencing in November the names of said nominees for Directors and President Nominee shall be published weekly to the Club as well as publication of the notice of the upcoming vote for directors and president nominee to take place at the annual meeting. The first scheduled Monday meeting in December shall be designated as the Club's "annual meeting" at which time the Club members shall vote on the nominees for Directors and President Nominee for the upcoming Rotary Year. At the annual meeting, the secretary shall give to each member present in good standing a ballot containing the names of the nominees for Directors as well as places for three (3) write-ins, and containing the names of the nominees for President Nominee as well as a place for one (1) write-in therefor. Each ballot shall contain instructions to vote for up to three (3) members, whether nominees or write-ins, for the Director positions and to vote for one (1) member, whether nominee or write-in, for the President Nominee. The voting may also be as provided in Article VI as set forth below. The three (3) members receiving the highest number of votes for Director shall then be the newly elected Directors for the upcoming Rotary Year. The member receiving the highest number of votes for President Nominee shall be the newly elected President Nominee effective the following July 1.

SECTION 2:

The tabulation of the votes cast shall be by existing officers or other members of the Board of Directors. With respect to the Directors vote tabulation, in the event of a tie vote among four or more first place vote-getters, three or more second place vote-getters, or two or more third place vote-getters, a second ballot containing the names of said tie vote-getters shall be taken by members present in good standing. With respect to the voting for Directors and President Nominee, there shall be as many ballots as are necessary to break all tie votes so that sufficient persons shall be elected to fill all the Director's seats to be vacated on July 1 and to fill the President Nominee position for the upcoming Rotary year.

SECTION 3:

At the next Board meeting following the annual meeting, the newly elected Directors and the existing Directors shall meet and elect, (i) a Secretary; and (ii) a Treasurer from current, incoming, or past Board members. The newly elected Secretary and Treasurer shall serve as said officers and as Directors of the Board commencing July 1 following their election. Additionally, if the election of the Secretary and/or Treasurer results in a vacancy on the incoming board, the fourth and if necessary fifth place Director candidates, voted on at the annual meeting, become the new board members at large commencing July 1 following their election.

SECTION 4:

The newly elected Directors and Officers shall be inducted at an Installation banquet to be held in June. All newly elected directors and officers shall attend at least one Rotary Leadership Institute Program during their first year in office and an additional class during the second year, unless previously attended; reasonable expenses incurred may be reimbursed at the discretion of the Board. If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

SECTION 5:

In the event of a vacancy in the office of President during the course of the year, said office shall be filled by the immediate Past President for the balance of the year. In the event of the inability of the immediate Past President, the order of succession to said vacant office shall be President-Elect, Secretary, and Treasurer.

ARTICLE IV: DUTIES OF OFFICERS

SECTION 1: PRESIDENT

It shall be the duty of the President to preside at meetings of the Club and Board of Directors and to perform such other duties as ordinarily pertain to his/her office.

SECTION 2: PRESIDENT-ELECT

It shall be the duty of the President-Elect to act in the absence of the President and to perform such other duties as ordinarily pertain to his/her office other than those specifically delegated to the immediate Past President. In addition, the President-Elect shall serve as Vice-President of the Club. The President-Elect shall also serve as the Club's liaison representative to the Rotary Club of Fort Myers South Foundation, Inc.

SECTION 3: IMMEDIATE PAST PRESIDENT

It shall be the duty of the Immediate Past President to perform those duties delegated by the President.

SECTION 4: SECRETARY

It shall be the duty of the Secretary to keep the records of members; record and preserve the minutes of board and special meetings; including the semi-annual reports of membership, which shall be made to the general secretary of Rotary International on January 1 and July 1 of each year, and including pro-rated reports to the General Secretary on October 1 and April 1 of each active and honorary member who has been elected to membership in the club since the start of the July or January semi-annual reporting period; the report of changes of membership, which shall be made to the General Secretary of Rotary International; collect and remit to Rotary International subscriptions to The Rotarian; and perform such other duties as usually pertain to his/her office.

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 of Directors and to perform such other duties as pertain to this office. Upon retirement from office the Treasurer shall turn over to his or her successor or to the President all funds, books of accounts, or any other Club property in their possession.

ARTICLE V: MEETINGS

SECTION 1:

There shall be held once each year an annual meeting of the Club, as prescribed in Article III Section 1. The purpose of such meeting shall be for election of new Officers and Directors and for presenting such business as should be brought to the attention of the Club.

SECTION 2:

The regular weekly meetings of this Club shall be held Mondays at 12:00 noon provided that in an emergency, or for good cause, the Board of Directors may:

- (a) change the regular meeting of any week to a different day of the same week or to a different hour of the regular day, or
- (b) cancel the regular meeting for any of the extenuating circumstances set forth in Article 7 Section 1(e) (d) of the current Standard Rotary Club Constitution sections.

Due notice of any such changes in or canceling of the regular meeting shall be given to all members of the Club.

SECTION 3:

One-third of the active membership of the Club shall constitute a quorum at all meetings of this Club.

SECTION 4:

Regular meetings of the Board of Directors shall be held at least once each month at a time and place to be fixed by the Board of Directors. Said meetings shall take place on the third Monday of each month, unless otherwise fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President whenever deemed necessary, or upon the request of two (2) members of the Board, due notice of the meeting having been given to all Board members. Attendance of Board members at meetings may be by teleconferencing.

SECTION 5:

A majority of the Board members shall constitute a quorum of the Board at all meetings of the Board of Directors. Voting by Board members may be allowed by email or other electronic means at the discretion of the Club President, but in such event a written record of such votes shall be maintained.

SECTION 6:

All meetings of the Board of Directors shall be conducted in accordance with the parliamentary procedures set forth in Robert's Rules of Order as such rules may be revised from time to time.

ARTICLE VI: FEES AND DUES

SECTION 1:

The admission fee shall be as determined by the Board from time to time to be paid before the applicant can qualify as a member.

SECTION 2:

The quarterly membership dues shall be as determined by the Board from time to time, payable within thirty (30) days after the first day of each quarter, with the understanding that such part of each payment, as shall be determined by Rotary International, shall be applied to each member's subscription to The Rotarian Magazine. In the event any member shall not have paid his quarterly dues within the thirty (30) day period referenced here in above, the / Treasurer shall cause such fact to be communicated to the Board of Directors, who shall take such action as may be proper under the circumstances.

ARTICLE VII: METHOD OF VOTING

The business of this Club shall be transacted by voice vote except the election of officers and directors or nominees for district level officers which shall be by written ballot. In addition, voting by Club members may be allowed by email or other electronic means at the direction of the club president, but in such event a written record of such vote shall be maintained and electronic votes must be received by the club secretary prior to the actual start of the club meeting at which voting is to take place. In addition, a verification process for accomplishing electronic voting shall be established and maintained by the club secretary.

ARTICLE VIII: COMMITTEES

SECTION 1:

- (a) This club should have the following committees, which include those listed in article 11, section 7, of the Standard Rotary Club Constitution.

- (a) Club Administration
- (b) Membership
- (c) Public Image
- (d) Rotary Foundation
- (e) Service Projects/Grants; and
- (f) Youth Service

SECTION 2:

The President is an ex-officio member of all committees.

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.

SECTION 4:

The president shall, subject to the approval of the Board, also appoint additional ad-hoc, and sub-committees, as needed.

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 length of time. Leave of absence must be approved by the board.

ARTICLE X: FINANCES

SECTION 1:

The Treasurer shall deposit all funds of the Club in a financial institution approved by the Board of Directors.

SECTION 2:

All bills shall be paid only by checks signed by one of the Board approved signatory's- A thorough financial review by an independent qualified person may be made once a year, at the end of the fiscal year, which services may be compensated at the discretion of the Board. This financial review shall be approved by a majority of the club members at a regularly scheduled membership meeting.

SECTION 3:

Members having charge or control of funds shall be covered under a bond as may be required by the Board for the safe custody of the funds of the Club, cost of the bond to be borne by the Club.

SECTION 4:

The fiscal year of this Club shall extend from July 1st to June 30th and for the collection of members' dues shall be divided into four (4) quarterly periods. The payments of per capita dues and magazine subscriptions to Rotary International 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:

Prior to the beginning of each fiscal year, the President shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, once approved by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by further action of the Board.

SECTION 6:

At the end of each fiscal year, the Club shall contribute, as surplus funds , the amount of Club income not expended during the year, or required for other purposes, to the Rotary Foundation of Fort Myers South Inc. for the purpose of increasing the Foundation's principal.

(1) Surplus funds shall be defined as the amount of the Club's unrestricted net asset amount from the Club's year-end financial statement as accepted by the Board of Directors, less \$20,000, which will be retained for operating purposes. The Board of Directors shall cause and direct the Club to contribute the surplus as soon as possible after the end of the fiscal year, but in no case later than 60 days after year end.

ARTICLE XI: METHOD OF ELECTING MEMBERS

SECTION 1: ACTIVE MEMBERS

- (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 Membership Chairperson or through the Club Secretary. The proposal shall be kept confidential, except as otherwise provided in this procedure.
- (2) The Membership Committee shall consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility following their investigation.
- (3) The Board shall consider and approve or disapprove the recommendations of the membership committee and shall then notify the prospect through the Membership Chairperson, of its decision.
- (4) After approval by the Board of Directors the prospective member's name will be published or announced to the membership for two (2) consecutive weeks. If no objections are received by the Board within seven (7) calendar days following the second publication of the prospective member's name, he/she will be scheduled to meet with the Orientation Committee.
- (5) The sponsor and one or more members of the Orientation Committee will then meet with the prospective member and inform him/her of the privileges and the responsibilities of Rotary Club membership. At this time the Committee will ask the proposed member to complete a Membership Information Form and pay the admission fee as set by the Board from time to time. Upon receipt of the Membership Information Form and the admission fee by the Membership

Chairman of the Club, the applicant will be deemed to be elected to membership.

- (6) Upon receipt of the admission fee and Membership Information Form from the Membership Chairman, the Club's Secretary shall report his/her name to the General Secretary of Rotary International and will process for induction at the first available club meeting.
- (7) The new member shall be formally introduced as a new member at a regular meeting of the club.

ARTICLE XII: RESOLUTIONS

SECTION 1:

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.

SECTION 2:

The Board of Directors shall, by resolution, from time to time, as needed, adopt any changes or amendments to the prescribed Standard Rotary Club Constitution, as may be made or enacted by the Council on Legislation of Rotary International, so as to insure the conformance by this Club with the requirements of Rotary International with respect to its governance and practices.

SECTION 3:

With respect to charitable giving, all requests for funding shall come from or through a member of the Rotary Club of Fort Myers South, Inc. and shall be presented to the Club's Annual Giving Sub-Committee. This Sub-committee shall review the request and present their findings to the Board for approval. Once the funding is approved by the Board of Directors, it shall be communicated to the membership.

In the event that the Board of Directors decides to approve the funding request then it shall be deemed to have been approved by the Trustees of the Rotary Club of Fort Myers South Foundation, Inc. upon notification to the Trustees from the Club's Board of Directors.

The Board of Trustees of the Rotary Club of Fort Myers South Foundation, Inc. shall maintain oversight authority for all proposed charitable giving through the Foundation to insure that the requests for funding are consistent with the purpose and objective of the Foundation.

All charitable giving requests will be submitted in writing on a form to be designated by the Board of Directors. Requests will be presented to the Board of Directors by the Chairperson of the Annual Giving Sub-Committee at a Board meeting for consideration. The Board shall maintain a list of all contributions of the Club on an annual basis and present a report to the membership. The Board of Directors may only commit funds for funding requests for the current Rotary Year. The Annual Giving Committee will endeavor to have recipients of funding requests attend a regular Club meeting for the presentation of approved gifts.

ARTICLE XIII CLUB'S ORDER OF BUSINESS

The Club's Order of Business shall include the following in an order to be set by the President:

- 1) Meeting called to order.
- 2) Invocation.
- 3) Introduction of visiting Rotarians and guests.
- 4) Correspondence and announcements.
- 5) Committee reports and sergeant-at-arms.
- 6) Any unfinished business.
- 7) Any new business.
- 8) Address or other program features.
- 9) Adjournment.

ARTICLE XIV: INDEMNIFICATION

The Club shall indemnify, to the fullest extent provided by law and as provided in Florida Statutes 617.0831, 617.0830, 617.0834, 607.0831, and 607.0850 as now enacted or as may be hereafter amended, any person who was or is a party to any proceeding by reason of the fact that he or she was or is serving as a trustee, member, director or officer of the Club against liability and expenses incurred in connection with such proceeding, including any appeal thereof, if such person acted in good faith and in a manner that he or she reasonably believed to be in, and not opposed to, the interests of the Club or of Rotary International, and in the event there is no valid, collectible insurance coverage.

In connection with this indemnification provision, any trustee, member, director, or officer named as a party to any lawsuit or who receives notice of a potential claim against him or her shall provide the President of the Club with a copy of the process served upon him or her, or with notice of the potential claim, within ten (10) business days of receipt thereof, for the Club's submission to the Club's insurance carrier. Failure of the trustee, member, director, or officer to provide the President of the Club with such notice shall relieve the Club of the indemnification responsibilities provided herein.

ARTICLE XV: AMENDMENTS

SECTION 1:

These by-laws may be amended at any regular meeting of the Club, a quorum being present, by a two-thirds voice vote of all members of the Club present, provided that notice of such proposed amendments shall have been communicated in writing to each Club member at least ten (10) days before such meeting.

SECTION 2:

No amendment or addition to these by-laws can be made which is not in harmony with the Standard Rotary Club Constitution as adopted by this Club, and with the constitution and by-laws of Rotary International. The club has adopted the Standard Rotary Club Constitution and is bound by the provisions of that document and any amendments thereto, and any provision contained in this club's bylaws which are contrary to the provisions of the Standard Rotary Club Constitution, as revised from time to time by Rotary International, shall be construed in a manner such that the Standard Rotary Club Constitution takes precedence over any inconsistent bylaw provision.

Amended effective _____,
upon proper notice to club members
and by the required vote of club
members present.

Club Secretary