

# **Bylaws of the Rotary Club of Sanibel-Captiva Florida**

**Revised version approved by the Membership of the Sanibel  
Captiva Rotary Club on 2/24/2017**

## **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, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

**Article 2 Board** The governing body of this club shall be a board of directors. This board shall consist of thirteen (13) members of this club. Of the thirteen (13) directors, seven (7) shall consist of the officers of the club, namely, the President, Vice-President, President Elect, Secretary, Treasurer, Immediate Past President and the Sergeant-at-arms. The remaining six (6) members of the board shall be considered at-large members. Officers and other board members shall be elected in accordance with Article 3, Section 1 of these by-laws. These six at-large directors shall be divided into three classes. Class I shall initially consist of those two directors whose term expired at the end of Rotary Year 2014-2015. Class II shall consist of those two directors whose term expired at the end of Rotary year 2015-2016. Class III shall consist of those two directors whose term expires at the end of Rotary Year 2016-2017.

## **Article 3 Election of Directors and Officers**

**Section 1** – At a regular meeting one month prior to the meeting for election of officers as described in Article 5, the presiding officer shall ask for nominations by members of the club for President Elect, Vice President, Secretary, Treasurer, Sergeant-at-arms, and two Directors to fill that class of Directors whose term is expiring at the end of that Rotary Year. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the meeting which has been designated as such. The candidates for Vice-president, Secretary, Treasurer and Sergeant at arms receiving a plurality of the votes shall be declared elected to their respective offices. The

two candidates for Director receiving a plurality of the votes shall be declared elected as Directors for a term of three years. The candidate for President-elect elected in such balloting shall (in addition to holding the office of President-elect) be designated as the President-nominee, serve as a Director for the year commencing on the first day of July next following the election as indicated in Article 2, and shall assume office as president on 1 July immediately following that year.

**Section 2** – A vacancy in the board or any office shall be filled by action of the remaining directors. Anyone appointed to fill a vacancy on the board becomes a member of that class to which the director he or she is replacing belonged.

**Section 3** – A vacancy which occurs between the time of election and the time of assuming office in the position of any officer-elect or Director elect shall be filled by action of the remaining Directors-elect for the Rotary Year in which the vacancy would have occurred.

**Section 4** – A director may be removed at any time by the affirmative vote of at least two-thirds of all Directors, including that Director, whenever in their judgment the best interests of the club will be served.

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

**Section 1** – *President*. It shall be the duty of the President to preside at meetings of the club and the board and to perform 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 director 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 preside at meetings of the club and the board in the absence of the President and the President-Elect and to perform other duties as ordinarily pertain to the office of Vice-President.

**Section 4** – *Secretary*. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of club and board meetings when requested to do so by the President; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and

remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary.

**Section 5 – Treasurer.** It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform 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.

**Section 6 – Sergeant-at-Arms.** The duties of the Sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

**Section 7 – Immediate Past President.** It shall be the duty of the Immediate Past President to serve as a trustee of the Sanibel-Captiva Rotary Trust Fund for a term of one year.

**Section 8 –** All named officers in Article 4 shall serve as members of the Board of Directors with voice and vote.

#### **Article 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held no later than the end of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. The secretary of the club shall notify all members of the date of the annual meeting one month in advance.

**Section 2 –** The regular weekly meetings of this club shall be held on Friday (day) at 7:30 A.M. (time).

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 pursuant to 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 9, sections 1 and 2.

**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 before the end of each month. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 5** – A majority of the Directors shall constitute a quorum of the board.

**Section 6** - Meetings of Directors may be held through any means of communication by which all directors may participate and communicate with each other. Should such a meeting take place using written communication (i.e. email, instant messaging, text messaging, etc.) an action of the board may be validly taken so long as the number of participants constitutes a quorum, and each participant has the opportunity to discuss the merits of a motion before any vote is taken on said motion.

#### **Article 6 - Fees and Dues**

The membership dues (consisting of RI Dues and Prepaid Breakfast costs) shall be payable quarterly on the first day of July, October, January and April, with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine. Membership dues shall be set annually for the following FY by the Board of Directors at their May meeting. Each member shall be notified of the cost of the following FY dues by June 1.

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

**Section 1** - The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

**Section 2** - Any member entitled to vote by ballot may do so by submitting a proxy in writing which directs the Secretary of the club (in that members' stead) to cast a ballot in accordance with those instructions. Said writing may be delivered in person, by mail, or through any electronic means so long as the Secretary is reasonably satisfied that said proxy is authentic

#### **Article 8 - Five Avenues of Service**

The Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and New Generations. This club will be active in each of the five Avenues of Service.

## **Article 9 - Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the Five Avenues of Service. The President-elect, President, and immediate Past President should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee 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. It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- **Membership**

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- **Club Public Relations**

This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

- **Club Administration**

This committee should conduct activities associated with the effective operation of the club.

- **Service Projects**

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

- **The Rotary Foundation**

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

Additional ad hoc committees may be appointed as needed.

(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 committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

## **Article 10 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 make reference to appropriate RI materials. The duties established by the President-elect will not become official until the

commencement of the president-elect's year as president. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year.

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 as noted above.

### **Article 11 Leave of Absence**

**Section 1** – 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.

**Section 2** – 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 the Standard Rotary Club Constitution is not computed in the attendance record of the club.

### **Article 12 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2** – The Treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by two of the following: the Treasurer, the President, the President-elect or the vice president. In the case of bills pertaining to fundraising events and projects, the chair of said event/projects may serve as one of the two persons granting approval of payment.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5** – Signatories on all club bank accounts shall be designated by the Board of Directors at the May meeting of the board for the following fiscal year.

**Section 6** – 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 two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

### **Article 13 Method of Electing Members**

**Section 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 club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal 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 standard Rotary club constitution.

**Section 3** – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

**Section 4** – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit 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 payment 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 payment 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 new member's induction, membership card, and new member Rotary literature. In addition, the President or Secretary will

report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

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

#### **Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion

#### **Article 15 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 or electronically transmitted 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 standard Rotary club constitution and with the constitution and bylaws of RI.