

**By Laws**  
Of the  
**Rotary Club of**  
**Sarasota Bay**

Adopted  
Amended August 2011

# Rotary Club of Sarasota Bay

## ByLaws

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### **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 II- Board of Directors**

Section 1. The governing body of this club shall be the Board of Directors consisting of 12 to 15 members of this club, namely 5 to 8 directors elected in accordance with Article I, Section 1 of these Bylaws and the President, Vice-President, President-Elect, Secretary, Treasurer, immediate Past President, and the President of the Rotary Club of Sarasota Bay Foundation, Inc.

Section 2. In addition to authority outlined in Article IX, Section 2 of the Constitution, any club member or officer must acquire Board of Director's prior approval for any relationship or activity that identifies the Club as a co-participant. This approval must be requested of the Board in written format in a timely manner. i

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

Section 1. The nominations of one or more candidates for the office of President-Elect, Vice-President, Secretary, Treasurer and the Director positions being vacated shall be presented by a nominating committee at the regular meeting on the second Tuesday of October. At the 4 regular meetings thereafter the presiding officer shall ask for nominations by the Club from the floor for President-Elect, Vice-President, Secretary, and Treasurer to serve the ensuing year and vacant positions to the Board of Directors to serve for a term of two years. The nominations for the officers duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the regular meeting occurring on the first Tuesday of November. The candidates for President-Elect, Vice-President, Secretary, and Treasurer receiving a majority of votes shall be declared elected to their respective offices. On the second Tuesday in November, vacant director positions shall be elected from the candidates presented by the nominated committee plus the members nominated from the floor and the members receiving a plurality of votes shall be declared elected as directors.

Section 2. The officers and directors so elected, together with the immediate Past President and the President-Elect and the four Directors with unexpired terms shall constitute the Board of Directors. Within one week after their election, the Board of Directors-Elect shall meet and elect a member of the club to act as Sergeant-At-Arms.

Section 3. A vacancy on the Board of any Director 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 as soon as possible but before July 1st.

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### **Article IV - Duties of the Officers**

**Section 1. President.** It shall be the duty of the President to preside at meetings of the club and board and to perform other duties as ordinarily pertain to this office.

**Section 2. President-Elect.** It shall be the duty of the President-Elect to serve as a member of the Board of Directors of the club and to 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 Board in the absence of the President and to perform such other duties as ordinarily pertain to the office.

**Section 4 - Secretary.** It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; 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 the 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. Upon departure 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 in his/her possession .

**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 .

### **Article V - Meetings**

**Section 1. Annual Meeting.** An annual meeting the second Tuesday in of this club shall be held each year on November at which time the election of directors to serve for the ensuing two years shall take place.

**Section 2. Regular Weekly Meetings.** The regular weekly meetings of the club shall be held on Tuesday at 12:15 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, except an honorary member (or member excused by the Board of Directors, 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 percent of the time devoted to the regular meeting (i.e. 12:15 P.M. at this club), or any other Rotary club.

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*Note: Due Notice shall be defined as print or electronic notification ten days prior to an event or required action.*

**Section 3. Quorum.** One third of the membership shall constitute a quorum, at the annual and regular meetings of this club.

### **Section 4. Regular Board Meetings.**

(a) Regular Board meetings shall be held monthly at a time and place selected by the Board. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

**Section 5. Quorum.** A majority of the directors shall constitute a quorum of the board.

## **Article VI - Fees and Dues**

**Section 1.** The admission fee shall be an amount determined from time to time by recommendation of the Board of Directors to the membership for approval. The admission fee shall be paid before the applicant can qualify as a member.

**Section 2.** The membership dues shall be an amount determined from time to time by recommendation of the Board of Directors to the membership for approval. The approved dues shall be payable annually on the first day of July, or in accordance with any other plan the Board of Directors may adopt, with the understanding that the current cost of each semi-annual payment shall be applied to each member's subscription to the Rotary magazine.

## **Article VII - Method of Voting**

**Section 1.** The business of this club shall be transacted by voice vote of members present except the election or removal of officers and directors, which shall be by ballot.

## **Article VIII Four Avenues of Service**

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

## **Article IX Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the four 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

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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.

*(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed.)*

### **Article X 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 reference to appropriate RI materials. 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 president's year for implementation during the

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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 XI - 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.

*(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 the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

### **Article XII- 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 funds of the club in a bank to be named by the Board.

**Section 3** -- All checks shall have two authorized officer signatures. The current Treasurer, President , Vice-President, President- Elect, and Secretary are authorized signors.

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

**Section 5** --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, and the cost of bond to be borne by the club.

**Section 6** --The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members' dues shall be payable annually on the first day of July, or in accordance with any other plan the Board of Directors may adopt. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1<sup>st</sup> of each year on the basis of membership of the club on those dates. (NOTE: Magazine subscriptions for members joining during a semi-annual period are payable upon invoice from the Secretariat.)

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**Section 7** -- Unbudgeted allocations exceeding \$1,000.00 for administrative expenses or \$5,000.00 for philanthropic activities shall require approval by the majority of those members present and voting at a regular club meeting, a quorum being present, after Board endorsement.

### Article XIII- Method of Electing Members

#### Section 1 Active Members

**Proposal:** The names of a prospective members, proposed by an shall be presented to the Board in writing, through the Club Secretary. The proposal, for the time being, shall be kept confidential except as otherwise provided in this procedure.

**Committee Review:** The Board shall request the classification committee to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing and general eligibility.

**Board Consideration:** The Board shall consider and approve or disapprove the recommendations of the Classifications and Membership committees and shall then, through the club secretary, notify the proposer of its decision.

**Prospect Informed:** If the decision of the Board is favorable, the proposer, together with one or more members of the Rotary Information committee, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give his/her permission for his/her name and proposed classification to be published to the club.

**Ten Day Publication Period:** If no written objection to the proposal, stating reasons, is received by the Board from any member of the club within ten days following publication of the name of the prospective member, the prospective member, upon payment of his administrative fee and the prorated dues, as prescribed in Article V of the Bylaws, shall be considered for election to membership.

If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board and shall ballot on the proposed members. If not more than one (1) negative vote is cast by the members of the board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed admission fee and prorated dues, shall be considered for election to membership.

Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his name to the General Secretary of Rotary International.

**Induction:** The Rotary Information committee will provide current Rotary literature to the new member and the President will assign a club member to assist the assimilation of

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the new member. Following the election to membership as herein provided, the club secretary shall issue a membership card to the new member and shall report that persons name to the General Secretary of Rotary International and the District Secretary. (see Article VIII ( h.) duties of Rotary Information Committee).

**Section 2. Honorary Members** (as defined in Article IV of the Bylaws of Rotary International). The name of a proposed candidate for Honorary Membership shall be submitted to the Board of Directors in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided; however, that such proposal may be considered at any regular or special meeting of the Board and that the Board at its discretion waive any of the steps as set forth in Section 1 of this Article and proceed to ballot on the proposed member. If not more than one (1) negative vote is cast by the members of the Board in attendance at the regular or special meeting, the proposed member shall be considered ready for induction ceremony.

### **Article XIV - 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 XV - Order of Business**

Meeting called to order

Introduction of visiting Rotarians and guests Correspondence and announcements

Committee Reports if any

Any unfinished business

Any new business (note Article XIV on resolutions from the floor) Program

### **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 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 Rotary International.

### **Article XVII - Suspension of Bylaws**

Any provision of these bylaws maybe suspended for a time period specified within the motion to suspend, by an affirmative vote of all of the Board.