

The Rotary Club of Charlotte Harbor Sunset, Inc.

11345 SW Essex Drive,

Lake Suzy FL 34269

Bylaws

Article I 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

Section 1 – The governing body of this club shall be the Board consisting of 9 members of this club, namely, the president, vice-president, immediate past president, president-elect, secretary, treasurer (hereby referred to as club officers) and 3 directors.

Section 2 – The term of officers shall be one year. The term of directors shall be two years, with staggered terms to provide for continuity.

Section 3 – With the exception of treasurer and secretary, no one member may hold the same office for more than two consecutive terms.

Section 4 – Under normal circumstances, the president will have served as a director, secretary or treasurer, then president-elect prior to becoming president and is encouraged to have successfully completed Parts I, II, and III of the Rotary Leadership Institute training prior to assuming office.

Section 5 – Under normal circumstances, the vice-president will have previously served as a club president.

Section 6 – Club members are encouraged to participate in Rotary Leadership Institute training **and** will be eligible for reimbursement of the cost of each course upon successful completion.

Article 3 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 nominations by members of the club for president, vice-president, president-elect, secretary, treasurer, and those directors having served two consecutive terms as director. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a 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 annual meeting. The candidates for president, vice-president, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving a majority of the votes shall be declared elected as directors. A viva voce vote* is permissible for all positions when the position is uncontested

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the Board.

Section 3 – A vacancy in the Board 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.

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 pertains to the office of president.

Section 2 – *President-elect.* It shall be the duty of the president-elect to prepare for their year in office including becoming knowledgeable in the Constitution and Bylaws of Rotary International and the Rotary Club of Charlotte Harbor Sunset, Inc., 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 to perform other duties as ordinarily pertains 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, 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 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 – *Director.* A director shall attend club and board meetings and perform other duties as may be prescribed by the president and the Board.

Article 5 Meetings

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held in December of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular meeting of this club shall be held on the third Tuesday of the month at 5:45 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. A second monthly meeting will be scheduled in the form of a service project or club social to comply with the mandatory minimum of two meetings per month required by Rotary International. 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 fifty (50) 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. A quorum can be achieved by electronic participation of members utilizing email for formal voting.

Section 4 – Regular meetings of the board shall be held monthly. 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 simple majority of the directors/officers shall constitute a quorum of the board. A quorum can be achieved by electronic participation of directors utilizing email for formal voting.

Article 6 Fees and Dues

Section 1 – An admission fee, as set by the board, shall be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues, as set by the board, shall be payable annually or semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors when there is more than one candidate for an office, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote. There shall not be allowed any votes by proxy for a meeting of the club and/or the board.

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 Youth Service. It is the goal of this club to 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.

- **Sergeant-at-Arms**

The function of the sergeant-at-arms is to help maintain an orderly, dignified, and effective Rotary club meeting, one that will make the right kind of impression on club visitors and guests. The sergeant-at-arms shall levy fun fines and collect happy/sad dollars and 50/50 drawings as deemed appropriate. All monies collected shall be deposited in the club's general operating funds account.

- Internal Audit

This committee will conduct an internal audit of club finances and report to the Board their findings. The purpose of the Internal Audit is to ensure that the Club operates in a manner consistent with Rotary standards and does not engage in activities that could jeopardize its tax-exempt status.

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 reference to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, International Service, and Youth 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.

Article 11 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 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. A copy of reconciled bank account statements will be presented monthly as a part of the regular financial review of the board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer in a timely manner. A detailed listing of all cash disbursements will be presented monthly by the treasurer as a part of the regular financial review of the board.

Section 4 – The Club President shall appoint a committee to perform an internal audit at the beginning of the fiscal year. Said audit is to be completed within ninety (90) days after the end of the previous fiscal year.

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club. The Board may waive this requirement if a majority agrees to vote for the waiver.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues can be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June or annually. 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.

Section 7 – The Club President shall have discretionary authority to spend up to \$150 on Rotary related purchases, limited to once every six months (twice per year). Receipts and explanation for said purchases must be presented for review at the next Board meeting.

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 Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article 16 Conflict of Interest

The Club shall maintain an affirmative policy that requires real and apparent conflicts of interest be disclosed at least annually or promptly and fully when a conflict arises to all necessary parties. Furthermore, the policy shall prohibit specified involvement in the affairs of the club by persons having such conflicts.

Article 17 Distribution of Assets

Dissolution. Upon dissolution and liquidation of the Club, the Board of Directors shall, after paying or making provision for the payment of all outstanding debts of the club, dispose of all of the assets of the club exclusively for the purpose of the club’s existence. Club assets/funds are to be donated to an organization recognized and operated exclusively for charitable, educational and community purposes and shall at the time qualify as a exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Article 18 Record Retention

All records of the Club shall be retained for a minimum of seven (7) years.

Article 19 Remuneration of Officers and Directors

No officer and/or director shall receive any compensation for serving in these capacities, except for approved expenses actually incurred and authorized in the service of the Club.

Article 20 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 e-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 standard Rotary club constitution and with the constitution and bylaws of RI.

In the event an issue is raised that is not clearly addressed in these bylaws, that issue shall be dealt with and resolved in a manner consistent with the most current Rotary International Manual of Procedure.

These bylaws accepted on this ___ day of _____, 2019

Signed// _____
Leroy Jackson
As President
The Rotary Club of Charlotte Harbor Sunset, Inc.

signed// _____
Ronnie Michael Kirby
As Secretary
The Rotary Club of Charlotte Harbor Sunset, Inc.

Secretary’s Note: These Bylaws were adopted by consent of the membership employing electronic participation of members utilizing email for formal voting.