

**THE CONSTITUTION OF THE
ROTARY CLUB OF PONTE VEDRA BEACH**

The Constitution of the Rotary Club of Ponte Vedra Beach, Inc. is the standard constitution approved by Rotary International, as that constitution is amended from time to time.

**BYLAWS OF THE ROTARY CLUB
OF PONTE VEDRA BEACH**

Revised and duly adopted January 9, 2020
Amended March 2023

ARTICLE I

DEFINITIONS

Annual Meeting:	The second regular meeting in December
Blue Badge:	An active member in good standing who has completed the requirements of a Red Badge member
Board:	The Club's board of directors
Club:	The Rotary Club of Ponte Vedra Beach
Club Assembly:	A meeting of the officers, directors, and committee chairs with the members to coordinate, develop, and report on Club business, programs, and projects often requiring a membership vote
Fiscal Year:	The Fiscal Year of the club shall extend from July 1 to June 30
Honorary Member:	Any person who has distinguished himself by meritorious service in furthering Rotary ideals and upon whom the Board has conferred such a membership
Manual of Policies and Procedures:	A concise compilation of rules, policies, procedures and processes created and updated by the Board to guide the administration and operation of the Club.
Presidential Nominating Committee:	A committee formed for the purpose of selecting from among the members of the Board a President Nominee

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 Board decisions

Red Badge: A newly accepted member who will wear a red name badge at meetings signifying that he or she is new to the club and will complete certain requirements as outlined by the Membership Committee

Rotary Year: The 12-month period that begins July 1

ARTICLE II

BOARD OF DIRECTORS

The officers and directors so elected, together with the President, immediate past president, and the appointed directors shall constitute the board of directors; total membership of the board will not exceed seventeen (17). The composition of the board may include the following:

President, President-elect, Past President, elected Directors (6), Secretary, Treasurer, Sergeant-at-Arms, appointed Directors (3), appointed Advisor and/or Legal Counsel.

ARTICLE III

DUTIES AND TERMS OF THE OFFICERS AND DIRECTORS

A. PRESIDENT.

It shall be the duty of the president to preside at the meetings of the club and board of directors and to perform such other duties as that office ordinarily requires. The President assumes office on July 1 and serves a period of one year.

B. IMMEDIATE PAST PRESIDENT.

The Immediate Past President serves as a director on the Board and advises the President. The Immediate Past President assumes office upon completion of his term as President and serves a period of one year.

C. PRESIDENT-ELECT.

It shall be the duty of the President-Elect to preside at the meetings of the club and board of directors in the absence of the President and to perform such other duties as that office ordinarily requires. The President-Elect assumes office on July 1 and serves a period of one year. On the following July 1, the President-Elect will automatically assume the office of President.

D. SECRETARY.

It shall be the duty of the secretary to keep the records of membership and attendance at all meetings; to send out notices of meetings to the club, board and committees; to record and preserve the minutes of such meetings; to submit the required reports to Rotary International, including the required semi-annual reports of membership to the secretary of Rotary International on January 1st and July 1st of each year; to report changes in membership to the secretary of Rotary International as they occur; to report monthly the attendance at club meetings to the District Governor immediately following the last meeting of the month; to send out Ten-Day Notices of new-member proposals to the club; and to perform other duties as usually pertain to that office. Any stipend considered as an aid in promoting better club records required of the secretary shall be made by a majority vote of the directors not later than their first regular monthly meeting of the club year in question. The Secretary assumes office on July 1 and serves a period of one year.

E. TREASURER.

It shall be the duty of the treasurer to have custody of all funds, to present the accurate and timely accounting of all funds to the club at its annual meeting and at any other times so requested by the board of directors, and to perform such other duties as pertain to that office, including the billing of membership dues. Upon his or her retirement as treasurer, he or she shall

turn over to his or her successor, or to the president, all funds, books of accounts or other club property in his or her possession. The Treasurer assumes office on July 1 and serves a period of one year.

F. SERGEANT-AT-ARMS.

It shall be the duty of the sergeant-at-arms to help maintain an orderly, dignified and effective club meeting; to handle the logistics for the meeting and to perform such other duties as may be prescribed by the board of directors. The Sergeant-at-Arms assumes office on July 1 and serves a period of one year.

G. LEGAL COUNSEL and/or ADVISOR.

At the discretion of the President, an advisor and/or legal counsel may be appointed to the board, and serve a one-year term as a voting member. The Legal Counsel may be appointed in successive years to fulfill the duties assigned.

H. DIRECTOR.

A Director attends Club and Board meetings and proactively provides governance and fiduciary oversight for the Club. Directors serve for a two-year period.

ARTICLE IV

ELECTION OF DIRECTORS AND OFFICERS

A. ELECTION OF ELECTED DIRECTORS

1. Prior to November 1 of each club year, an elections supervisor appointed by the president shall determine if any eligible members are unwilling to be nominated as Directors. Those members so determined, as well as the president and president-elect and continuing board members, will have their names omitted from the election ballot.
2. Club members shall not be eligible to stand for election as a director or club officer and shall have their names withheld from any club election ballot if they:
 - a. Have not met all requirements to receive their Blue Badge
 - b. Have failed to meet club attendance requirements
 - c. Owe more than six months' dues, or
 - d. Have failed to have met applicable Mineral City Celebration financial obligations.
3. At the first regular meeting in November, each club member, both red and blue badge, present and in good standing shall be furnished a ballot containing the names of all members determined to be eligible and willing to have their names placed in nomination for election to the board of directors. The three incumbent elected directors serving in the first year of their two-year term shall not be eligible. Each member present shall mark his ballot indicating his selection of six (6) director nominees. Ballots shall be tallied at the meeting by the elections supervisor, and announced at the meeting's conclusion. The six (6) members receiving the highest number of votes shall be declared director nominees, and their names shall be listed alphabetically on the final ballot.
4. At the second regular meeting in November, each member present shall be furnished a ballot containing the names of the six (6) director nominees selected in accordance with paragraph 2 hereof. Each club member present and in good standing shall mark his ballot indicating his selection of three (3) directors. The three (3) director nominees receiving the highest number of votes shall be declared elected for a term of two consecutive Rotary years.
5. In the event of last-place ties for director-nominee or director, the elections supervisor shall determine the winner(s) of the tie by lot.
6. Any member who has served two consecutive terms as a club officer shall be ineligible to be elected or appointed to a third consecutive term in that office, except that a member serving as club treasurer may continue in that office as is deemed appropriate.

B. ELECTION OF PRESIDENT NOMINEE

1. Eligibility for President Nominee. The President Nominee shall be chosen:
 - A. First, from among the six (6) elected or three (3) appointed board members for the current Rotary year; OR
 - B. Second from any members of the club who were elected director in preceding years, provided that they have served as a director of the club for a total of at least two years; OR
 - C. Third if none of the above are available, then from a current member of the club who is in good standing, and

Any candidate selected must have shown exemplary contributions in one or more of the following: number of overall years in Rotary; service on club committees; service as a director/officer in other Rotary clubs; participation in Rotary district conferences; participation in Rotary trainings and international conventions; and/or other exemplary qualifying characteristics.

2. Within one (1) week following the election of new members of the board, a Presidential Nominating Committee consisting of the incumbent president, the president-elect and five (5) past presidents of the club who are current, active members shall be convened. This committee shall be provided by the club membership chair with a list of all club members who fulfill the requirements of paragraph B (1)(A) or (B) of this Article and shall determine the person it believes to be most qualified to serve as president. The committee shall contact such individuals as may be necessary to ensure that the person nominated will be available and are willing to serve. In the event that none of the selected candidates who meet all the requirements accepts the possibility of nomination, for whatever reason, then the committee shall independently proffer a proposed candidate(s) who meets the requirements set forth in paragraph B (1)(C) of this Article and shall state with specificity the reasons for their selection.
3. Within the period of three (3) days to two (2) weeks after the second meeting in November, the incumbent president shall call a meeting of the presidential nominating committee for the purpose of nominating a President Nominee. The presence of four (4) of the seven (7) committee members will comprise a quorum. The incumbent president shall act as chairman with power to vote and shall appoint one of the committee members to serve as secretary pro tempore of the meeting. The incumbent president shall present to the committee the name of the person recommended by the selection committee. Other recommendations may be made by any of the committee members present. If more than one (1) candidate is being considered, the vote shall be taken by written ballot.
4. Succession to Presidency. At the end of each Rotary year the incumbent president-elect shall become the president-elect for the next year. Should a vacancy occur in the presidency during a year, the Board of Directors shall appoint a member to serve as the interim president for the remainder of the year. A club president's term can be extended for up to one year when his successor has not been selected.

C. APPOINTMENT OF ADDITIONAL DIRECTORS AND OFFICERS.

1. Prior to the second meeting in December, which shall be the annual meeting of the club, the president for the next Rotary year (incumbent president-elect) shall call a meeting of the six (6) new board members for the purpose of approving the appointment of three (3) other directors appointed by the incumbent president-elect for one-year terms. The president-elect shall also appoint individuals to serve as secretary-treasurer (or one as secretary and another as treasurer) and a sergeant-at-arms. Those appointed may or may not be elected members of the new board; if they are not, they shall become ex-officio members of the board and have full voting rights. If elected directors are subsequently to be officers, the incumbent president-elect shall fill those vacancies according to paragraph E of this Article.
2. The President Nominee and the other officer nominees shall be presented to the club at the annual meeting.

D. STATUS OF PAST PRESIDENT.

The immediate past president shall be a member of the board of directors throughout the year following his presidency, with all rights and privileges of an elected director.

E. ADMINISTRATIVE VACANCIES.

Any vacancy on the board of directors or of any office other than the presidency shall be filled by a club member recommended by the president and approved by the remaining board members. Such vacancies as might occur within the board for the next Rotary year shall be filled in identical manner by the president-elect and his incoming board.

ARTICLE V

MEETINGS

A. ANNUAL MEETING.

The annual meeting of this club shall be held on the second regular meeting in December of each year, at which time the election of directors and officers to serve for the ensuing year beginning July 1 shall take place. The members present will also receive a mid-year financial report with current and previous year income and expenses.

B. REGULAR MEETING.

The regular meeting of this club shall be held as follows: Thursday at 7:30 a.m., with the understanding that, in an emergency or for good cause, the board of directors may:

1. 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
2. Cancel the regular meeting of any week because of a legal holiday or a community or club event/activity.
3. The president, at his discretion, may cancel a regular meeting of the club for good cause.

C. ORDER OF BUSINESS.

The Board of Directors shall have the authority to establish and approve the order of business for regular meetings. The usual order of business will include:

- Opening: to include invocation and pledge of allegiance
- Breakfast
- Meeting called to order
- Introduction of visiting Rotarians and guests of Rotarians
- Reading of correspondence and announcements, if any
- Committee reports and/or announcements by committee chairmen or others
- Discussion
- Program / Speaker
- Adjournment

D. QUORUM

One-third of the membership shall constitute a quorum at any meeting of the club at which a vote of the membership occurs.

E. MEETINGS OF BOARD OF DIRECTORS

Regular meetings of the board of directors shall be held each month. Special meetings of the board of directors may be called by the president as is deemed necessary, or upon the request of two members of the board; due notice of 48 hours shall be given for any special meeting.

F. BOARD OF DIRECTORS QUORUM

A majority of the board members shall constitute a quorum of the board of directors.

G. VOTING

The business of this organization shall be transacted by voice vote or show of hands except for the election of directors and officers, which shall be by ballot as provided in Article I.

H. BOARD OF DIRECTORS ATTENDANCE

If any director or officer fails to attend two (2) consecutive regular meeting of the board without the due cause notifying the president in advance of the meeting(s), he or she shall be deemed to have resigned from the board and the vacancy will be filled pursuant to Article I, paragraph E.

ARTICLE VI

FEES AND DUES

A. ADMISSION FEE

The admission fee shall be determined by the board of directors. It shall be paid before the applicant is qualified as a member. Dues of a new member shall be assessed on a pro rata basis for the unexpired portion of the quarter during which he became a member.

B. MEMBERSHIP DUES

The membership dues shall be determined by the board of directors. Such dues will include the costs of meals. Dues shall be paid quarterly. Dues are considered delinquent thirty (30) days after the sending of bills. Any member failing to pay his dues within thirty (30) days after the delinquent date shall be notified in writing by the treasurer. If the member's dues are not paid on or before thirty (30) days from the date of such notification, the treasurer shall notify the President and the Membership Committee Chairman for further action, as appropriate, including termination.

C. EXCEPTION TO PAYMENT OF FEES

The Board has the authority to waive the admission fee or remit the dues for any specified time and special cases when, in its judgment, circumstances justify such action.

ARTICLE VII

ORGANIZATION AND DUTIES OF COMMITTEES

A. ORGANIZATION.

Club Committees are charged with carrying out the annual and long-range goals of the club, based upon Rotary International's four Avenues of Service. The president-elect, president, and immediate past president shall work together to ensure continuity of leadership and succession planning. When feasible, club 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. The President serves as an ex officio member of each committee. Standing committees shall be appointed as follows:

Membership: This committee shall focus on the recruitment and retention of members.

Club Public Relations: This committee shall provide the public with information about Rotary and promote the club's service projects and activities.

Club Administration: This committee shall plan and conduct activities that promote and support the effective operation of the club.

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. Rotary International's Five Avenues of Service are the philosophical and practical framework for the work of this committee.

International and District Projects: This committee shall evaluate and obtain funding for international and district projects to be sponsored by the club.

Family of Rotary: This committee coordinates and supports Earlyact, Middleact, and Rotaract relationships related to the club.

Programs: This committee determines and schedules speakers for each regular meeting of the club.

The Rotary Foundation: This committee shall support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be appointed as needed. The need for each ad hoc committee will be reviewed by the board annually.

- (a) The president shall be an ex-officio member of each committee, and shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated by these bylaws, and may transact additional business referred to it by the president or the board. Except when granted special authority by the board, an ad hoc committee 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.

B. DUTIES.

The duties of all committees shall be established and reviewed by the president for his or her year. In setting forth the duties of each, the president should consider the Rotary International Five Avenues of Service and other appropriate materials.

Each committee shall be guided by the club's Manual of Policies and Procedures. The manual is a guide for the manner in which the club will function and documents policies by which the club operates. The manual makes it easier for officers and committee leaders to be familiar with the practices currently in force. The manual is not intended to take precedence over the Bylaws of Rotary International or the club. In the event of a conflict between the manual and the governing documents, the governing documents prevail. The manual is to be reviewed annually by the board.

ARTICLE VIII

FINANCES

A. DEPOSITS

The treasurer or duly appointed representative shall deposit all funds of the club in a bank to be named by and in such manner as prescribed by the board of directors.

B. ACCOUNTS PAYABLE

All bills shall be paid with checks signed by the president of the club. Other club officers shall arrange for having the ability to sign checks in case the president is not available. Payment of any non-recurring bill of \$2,500 or more shall be signed or approved electronically by two officers of the club. A review of all of the club's financial transactions shall be made once each year by a certified public accountant or other qualified person.

C. BONDING

Officers having charge or control of funds shall give bond as may be required by the board of directors for the safe custody of the funds of the club; the club will bear the cost of the bond.

D. FISCAL YEAR

The fiscal year of this club shall extend from July 1 to June 30, and the collection of fees and dues shall be divided as provided for under paragraphs A and B of Article VI. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year, based on the membership of the club on those dates.

E. BUDGET

At the beginning of each fiscal year, the board of directors shall prepare or cause to be prepared a balanced budget of estimated income and estimated expenses for the year. As adopted and amended by the board, the budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

F. ACCOUNT BALANCE

The club will strive to maintain a minimum balance in the operating account of \$10,000.

ARTICLE IX

ELECTION OF MEMBERS

A. ACTIVE MEMBERS

1. The name of a prospective active member to fill a classification may be proposed by any active member in good standing. The sponsor shall identify the candidate to the membership committee, relying on the club's guidelines. This procedure shall also be followed in the case of a member or former member of another Rotary Club who is terminating or has terminated such membership. All proposed candidates shall be vetted by the Membership Committee.
2. The membership committee will determine if screening criteria are met and so advise the sponsor of the candidate.
3. The sponsor will complete and submit the required forms to the Membership Committee.
4. After the Membership Committee approves the candidate, the chairman will then notify the secretary who will present the candidate to the club members via the appropriate club publication or a special mailing.
5. Once the candidate has been presented, a five-day (5-day) period shall then begin, during which time any club member objecting to the election of the candidate shall notify the secretary in writing, stating the reasons for the objection.

Any objection that is presented by a club member shall be considered by the Membership Committee who shall make a recommendation to the board of directors as to the objection, and the board of directors shall take whatever action is deemed appropriate to resolve the objection and resume the election process.

If no objection is received in the designated period, the candidate shall then be presented to the board of directors. The board of directors shall then vote to accept or reject the proposed member by ballot. If no more than two negative votes are cast by the members of the board in attendance, the proposed member shall be deemed elected to membership. The candidate's sponsor(s) then will be promptly notified by to the secretary.

B. HONORARY MEMBERS.

The name of a proposed candidate for honorary membership, as defined in the Bylaws of Rotary International and amended from time to time, shall be submitted to the board of directors in writing. The board of directors may consider such a proposal at any of its regular or special meetings. A vote to accept the proposed honorary member must be unanimous.

Honorary membership may be conferred upon any person who has distinguished himself by meritorious service in furthering Rotary ideals. Honorary members are exempt from the payment of admission fees and dues, shall have no vote and shall not be eligible to hold any office in the club. Such members shall be exempt from attendance requirements, but shall be entitled to attend all meetings and enjoy all other privileges of the club. The term of honorary membership shall be set by the board of directors at the time of the member's honorary admission and may be changed at any time or terminated by subsequent boards.

C. LEAVE OF ABSENCE

A club member in good standing may request a leave of absence ("leave") not to exceed six months if unusual circumstances would prevent that member from meeting attendance requirements. A leave may be requested only one time during any two-year period, must be requested in writing to the board of directors, state the specific reasons for its request and its expected duration. A leave can be approved only by a majority vote of the board of directors. The board may grant a leave for an additional six months. A member granted a leave shall remain financially responsible for the portions of his quarterly dues paid to Rotary International and to Rotary District 6970 and to the annual charity event but relieved of other financial obligations to the Club during the leave, and shall retain full voting rights.

ARTICLE X

COMMITMENT OF CLUB RESOURCES

A. RESOLUTIONS

No resolution or motion to commit this club in any matter shall be considered by the club until it has been considered by the appropriate committee under its specified avenue of service. Such resolutions or motions, if offered at a club meeting, shall be referred, without discussion, to said committee. After having given consideration to the matter, the committee shall submit its recommendations to the board of directors. Thereafter, the board may take any necessary action as empowered within the parameters of the bylaws and constitution, and may take the matter before the club and proceed to enforce such action as may seem proper to the majority of the board.

B. REQUESTS FOR CONTRIBUTIONS OR RESOURCES

Any appeal to the club or to its members as Rotarians for charitable funds or other club resources shall be directed to the president to refer to committee or to handle as he sees fit.

ARTICLE XI

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 the notice of such proposed amendment shall have been provided to each member at least ten (10) days before such meeting.

In order to so present amendments as given above, they shall have been received and reviewed by the bylaws committee whose duty shall be to ensure that such amendments or additions to these bylaws are in harmony with the club constitution and with the constitution and bylaws of Rotary International. Thereafter, the chairman of the bylaws committee shall present the proposed amendments of additions to the board of directors. Upon approval by the board they are to be presented to the membership for consideration and vote as specified.

Non-substantive changes that do not alter the intent of the bylaws such as corrections in spelling, section numbering, or punctuation may be approved by the Board.

Originally enacted June 14, 1983, and amended: April 19, 1984; February 6, 1986; September 30, 1993; April 6, 1995; June 19, 2003; September 8, 2005; September 29, 2006; June 2, 2011, February 12, 2015; January 9, 2020