

**Bylaws of the**

 **Rotary Club of Jacksonville Oceanside**

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**Bylaws of the Rotary Club of**

**Jacksonville Oceanside**

Revised as of July 1, 2020

**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: An active member of this club.

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

 Board of Directors for Board decisions.

5. RI: Rotary International.

6. Year: The twelve-month period that begins on 1 July.

**Article 2 Membership**

This Club shall be composed of adult persons who demonstrate good character, integrity and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and around the world.

**Article 3 Board**

The governing body of this Club is its Board of Directors, consisting of fourteen (14) members of this Club, namely: the President, Vice-President, President-Elect, Secretary, Treasurer, the Immediate Past President and the eight (8) Directors (four (4) 1st year and four (4) 2nd year) elected in accordance with Article 4, section 1 of these Bylaws.

The Board shall adopt and approve Bylaws that are consistent with the RI Constitution and Bylaws by majority vote. In the event that a vote results in a tie, the President will cast a further vote, individually, to break the tie. The President may propose and present to the Board any recommended changes that arise out of Club issues that are not addressed in the current Bylaws. The Bylaws shall be reviewed annually at the discretion of the incoming President, who may refer the review to a subcommittee. The Bylaws may be amended as provided in Article 19. Once approved, the Bylaws shall be posted on DACdb so they are available to every member.

**Article 4 Election of Directors and Officers**

**Section 1 –** At the discretion of the incoming President, the candidates for Secretary, Treasurer, Sergeant-at-Arms and the four candidates for 1st Year Director shall be declared elected to their respective offices at the annual meeting prior to start of the new Rotary year. The 1st Year Directors from the current year automatically become 2nd Year Directors on 1 July. The Vice-President shall take the title of President-Elect on 1 July upon completion of the Vice-President’s term, shall serve on the Board for one year commencing on the first day of July, and shall assume the office of President on 1 July immediately following that year.

**Section 2 –** A vacancy in the Board or any Office shall be filled by the remaining Board members appointing a replacement.

**Section 3 -** A vacancy in the position of any Officer-elect or Director-elect shall be filled by the remaining Board-elect members appointing a replacement.

**Article 5 Duties of Officers**

**Section 1 –** *President*. The President presides over meetings of the Club and the Board, and performs other duties as ordinarily pertain to the office of President.

**Section 2 –** *Immediate Past President.* Serves on the Board of Directors

**Section 3 –** *President-Elect*. The President-Elect serves on the Board, prepares for his/her year in office and performs such other duties as may be prescribed by the President or the Board. The President-Elect presides at meetings of the Club and the Board in the absence of the President.

**Section 4 –** *Vice-President*. The Vice-President monitors attainment of the annual District and RI Goals and Awards, updates the President and the Board on progress to achieve said goals and performs other duties as ordinarily pertain to the office of Vice-President.

**Section 5 –** *Secretary*. The Secretary keeps membership records; records attendance at meetings; records make-ups as reported by members and uses them for final Club meeting attendance; records and preserves the minutes of Board meetings; reports as required to RI, including the semi-annual reports of membership on 1 January and 1 July as well as any reports required by the District; reports changes in membership; provides the monthly attendance report to Treasurer by the end of each meeting; maintains necessary supplies (blue badges, pins, and related items) and performs other duties as usually pertain to the office of Secretary.

**Section 6 –** *Treasurer*. The Treasurer has custody of all funds, accounting for it to the Club annually, to the Board monthly and at any other time upon demand by the Board, and performs other duties as pertains to the office of Treasurer including working closely with and providing oversight to the Club Bookkeeper. The Treasurer reviews all monthly reports and is responsible for the timely distribution of monthly financials to the President and Board prior to each monthly Board meeting. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and any other Club property.

**Section 7 –** *Sergeant-at-Arms*. The Sergeant-at-Arms maintains order in Club meetings and performs such other duties as are usually prescribed for the office of Sergeant-at-Arms, and any other duties as may be prescribed by the President or the Board.

**Article 6 Meetings**

**Section 1 –** Annual Meeting. An annual meeting of the Club shall be held no later than June 30 of each year, at which time the election of Officers and Directors to serve for the ensuing year shall take place. This meeting can be in the form of a retreat or the installation meeting.

**Section 2 –**  The Board may waive a weekly meeting or change a meeting date and time due to special activities. The regular weekly meetings of the Club shall be held weekly based upon a day of the week as determined from time-to-time by the Club’s Board of Directors. During a holiday week or a Special Event of the Club (such as the Flag Project), the weekly meeting can be cancelled in order that Club members actively participate in the special event activities. Reasonable notice of any changes to or canceling of the regular meeting shall be given to all members of the Club. All members in the Club, excepting an honorary member (or member excused pursuant to the standard Rotary club constitution), must be counted as present or absent on the day of the regular meeting. Any change of meeting venue must be approved by the President.

**Section 3 –** One-third of the membership must be present anytime a vote is taken at the annual or regular meetings of the Club for Club decisions.

**Section 4 –** Regular meetings of the Board shall be held monthly on a schedule as determined from time-to-time by the Club’s Board of Directors. Special meetings of the board shall be called by the President whenever deemed necessary, or upon the request of two (2) Directors, reasonable notice having been given.

**Section 5 –** A majority of the Board members must be present anytime a vote is taken at a Board meeting for Board decisions.

**Section 6 –** The governing body of this club is the Board, as provided by the Bylaws.

**Section 7 –** The Board has general control over all officers and committees and for any good cause, may declare any office vacant.

**Section 8 –** Vacancy (See Article 4 Section 3.)

**Section 9 –** Board Action is Final. The decision of the board is final, subject only to an appeal to the club. However, when the board decides to terminate membership, the member may appeal to the club. The member may request mediation or request arbitration. The club’s action on an appeal is final and binding on all parties and shall not be subject to arbitration. The club and the member who requests mediation or arbitration will share the costs of the mediation or arbitration.

**Section 10 –** Board Members are expected to attend each board meeting. If a Board Member fails to attend a significant number of meetings, that Board Member can be removed from office in the discretion of the other Board Members. That office may be filled temporarily by appointment to the Board in the discretion of the President or that office may remain vacant for the duration of the annual cycle.

 **Article 7 Fees and Dues**

**Section 1 –** Annual Club dues are as promulgated and are billed quarterly. Dues may be paid by cash, check, credit card, online or by automatic withdrawal if the member signs up for this option. Annual dues include RI per capita dues, subscription to an official magazine, District per capita dues, Club fees, and any other Rotary or District per capita assessment. Club dues are prorated.

**Section 2 –** Every member will pay for a weekly meal, except in the case of a **Rule of 85** member (see Article 15), or in the case of an **Excused Leave of Absence** (see Article 16). Members in both of these exception statuses will be required to pay all member dues except weekly meals unless they are in attendance at the meeting which would then require a meal payment.

**Section 3 –** Every member shall remain current on all membership dues; delinquency of greater than six months (two billing cycles) may result in termination of membership (see Article 17, Section 3) unless payment terms are agreed upon by the President and the Board.

**Section 4 –** The admission fee shall be paid before the applicant can be elected as a member (see Article 13, Section 5).

**Article 8 Method of Voting**

The business of this Club is conducted by voice vote except the election of Officers and Directors, which is at the discretion of the President. The President may determine that a specific resolution be considered by email ballot rather than by voice vote.

**Article 9 Six Areas of Focus**

The six Areas of Focus are the philosophical and practical framework for the work of Rotary. To the best of our ability, the Club shall mirror the six Areas of Focus: Peace and Conflict Resolution, Disease Prevention and Treatment, Water and Sanitation, Maternal and Child Health, Basic Education and Literacy, and Economic and Community Development.

**Article 10 Committees**

Club committees are charged with carrying out the annual and long-range goals of the Club based on the six Areas of Focus. The President, President-Elect, 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 two to three years to ensure consistency.

The President is responsible for appointing committee members, for filling vacancies, for appointing committee chairpersons, and for conducting planning meetings prior to the start of the year in office. It is recommended that the chairperson have previous experience as a member of the committee. Standing committees are appointed as follows:

* Membership: Develop and implement a comprehensive plan for the recruitment and retention of members.
* Club Public Relations: Develop and implement plans to provide the public with information about Rotary and to promote the Club’s service projects and activities.
* Service Projects: Develop and implement educational, humanitarian, and vocational projects that address the needs of this community and communities in other countries.
* The Rotary Foundation: 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 on expenditures that exceed the Board approved budget until a report has been made to and approved by the Board. The President may request approval via email ballot as noted in Article 7.

(c) Each Chairperson is responsible for regular meetings and activities of their committee, supervises and coordinates its work, and reports to the Board on all committee activities.

**Article 11 Duties of Committees**

The duties of all committees are established and reviewed by the President for his or her year. In declaring the duties of each, the President shall reference appropriate RI materials. The service projects committee will consider the six Areas of Focus and include Avenues of Vocational Service, Community Service, and International Service when developing plans for the year.

Each committee shall have a specific mandate, and action plan established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President 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 12 Finances**

**Section 1 –** Prior to the beginning of each fiscal year, the Committee Chairs shall work with the Treasurer for formulate their proposal for a budget which shall include 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 to Club operations and one in respect to charitable/service projects. The Board shall review and approve the budget. The Treasurer shall publish and distribute the approved budget to the committee chars and make it available to the membership.

**Section 2 –** The Treasurer deposits all Club funds in a bank designated by the Board divided in two separate accounts: one for Club operations and one for charitable/service projects.

**Section 3 –** All bills shall be paid by the Treasurer or Bookkeeper by check when signed by two Officers or Directors.

**Section 4 –** A thorough review of all financial transactions should be conducted by a club member or independent third person or party, such as an accountant, who is not associated with responsibilities for maintaining the Club’s books and records. That reviewer should be appointed by the Board of Directors annually.

**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.

**Section 6 –** The fiscal year of the Club shall extend from 1 July to 30 June.

**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 Secretary. A transferring or former member of another Club may be proposed to active membership by the former Club. The prospective member will fill out the application form prior to Board review. The application shall be kept confidential except as otherwise provided in this procedure.

**Section 2 –** The Board shall ensure that the applicant meets all the classification and membership requirements of the standard Rotary Club Constitution.

**Section 3 –** The Board shall approve or disapprove the application within 15 days of its submission and shall notify the proposer, through the 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 application form and to permit his or her name and proposed classification to be published to the Club. The application then goes to the general membership to learn of any known issues with the proposed member.

**Section 5 –** If no written objection to the proposal, stating reasons, is received by the Board from any active member of the Club within seven (7) calendar days following publication of information about the prospective member, that person, upon payment of the admission fee shall be considered to be elected to membership.

 If any such objection has been filed with the Board, the Board shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee, shall be considered to be elected to membership.

**Section 6 –** Following the election, the membership chairperson shall arrange for the new member's induction, membership card, pin and new member Rotary literature. In addition, the Secretary will report the new member’s information to RI and DACdb (in that order). The proposing member will mentor and assist with the new member's assimilation into 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 Rule of 85**

The “Rule of 85” applies to any Rotarian who desires to be excused from the attendance requirement for regularly scheduled weekly Club meetings. The rule has three eligibility requirements: (1) a member’s combined age and years of service in Rotary equal 85 years or greater, (2) the member is at least age 65, and (3) the member has at least 5 continuous years of service in good standing with the Oceanside Rotary Club.

 Any Rotarian who meets these three requirements may submit a written request to the President to be excused from regular attendance at weekly Club meetings. All requests will be reviewed by the Board for eligibility. If the requirements are met, then the Board will approve the request. The result of approval is that the member will be excused from the weekly attendance requirements. The excused member’s lack of regular attendance will not count against the Club’s attendance statistical report. The excused member will meet all member dues and financial responsibilities including the meal expense when in attendance. The meal expense is waived when the member is not in attendance.

**Article 16 Leave of Absence**

Upon written application to the President, a leave of absence may be granted by the Board excusing a member from attending future Club meetings for a specified length of time for illness, employment location requirements or any reason acceptable to the Board. The period of time requested must not to be less than 2 months or exceed 6 months in duration. The Board may approve a longer period if the request warrants it. Retroactive leave of absence requests will be considered by the Board only by exception and with majority rule.

**Article 17 Duration of Membership**

**Section 1 –** *Period.* Membership shall continue during the existence of this Club unless terminated as provided below.

**Section 2 –** *Automatic Termination.*

1. *Exceptions.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that when a member moves from the locality of this Club or the surrounding area, but continues to meet all conditions of membership, the Board may:
2. Allow the member to remain in this Club; or
3. Grant a special leave of absence, not to exceed one year, to enable the member to visit and become known to a Club in the new community.
4. *Rejoining.* When a member in good standing has their membership terminated as described in subsection 1, that person may apply for membership again under the same or another business, profession, occupation, community service, or other classification.
5. *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the Board, unless extended. The Board may revoke an honorary membership at any time.

**Section 3 –** *Termination Non-Payment of Dues.*

1. *Process.* Any member who fails to pay dues within six (6) months (two billing cycles) after they are due shall be notified in writing by the Secretary. If the dues are not paid within ten (10) days after the notification, the Board may terminate membership, at its discretion.
2. *Reinstatement.* The Board may reinstate the former member to membership if the former member requests reinstatement and pays all debts to this Club.

**Section 4 –** *Termination – Other Causes.*

1. *Good Cause.* The Board may terminate the membership of any member who ceases to have the qualifications for Club membership or for any good cause by a vote of at least two-thirds of the Board members present and voting at a meeting called for that purpose. The guiding principles for this meeting Article 2; The Four-Way Test; and the high ethical standards of a Rotarian.
2. *Notice.* Before the Board acts under subsection 1 of this Section, the member shall be given at least 10 days written notice and an opportunity to respond in writing to the Board. Notice shall be delivered in person or by registered letter to the member’s last known address. The member has the right to appear before the Board to state his/her case.

**Section 5 –** *Right to Appeal, Mediate, or Arbitrate Termination*

1. *Notice.* Within seven (7) days after the Board’s decision to terminate of suspend membership, the Secretary shall notify the member in writing. Within fourteen (14) days after the notice, the member may give written notice to the Secretary of an appeal to the Club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in Article 18.
2. *Appeal.* In the event of an appeal, the Board shall set a date for the hearing at a regular Club meeting held within 21 days after receipt of the notice of appeal. At least five (5) days written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. The action of the Club is final and binding on all parties and shall not be subject to arbitration.

**Section 6 –** *Board Action Final.* Board action shall be final if no appeal to this Club is taken and no arbitration is requested.

**Section 7 –** *Resignation.* A member’s resignation from this Club shall be in writing, addressed to the President. The Board shall accept the resignation unless the member owes debt to this Club.

**Section 8 –** *Forfeiture of Property Interest.* Any person whose Club membership is terminated in any manner shall forfeit all interest in any funds or other property of this Club if, under local laws, the member acquired any right to them upon joining the Club.

**Section 9 –** *Temporary suspension.* Notwithstanding any provision of these Bylaws, if in the opinion of the Board

1. Credible accusations are made that a member has refused or neglected to comply with these Bylaws, or is guilty of conduct unbecoming a member or the conduct is harmful to the Club; and
2. Those accusations if proved, constitute good cause for terminating the membership of the member; and
3. No action should be taken on the membership of the member, pending the outcome of a matter or an event that the Board believes should properly occur first; and
4. It is in the best interest of the Club to temporarily suspend the member without a vote on the member’s membership and to exclude the member from attendance at meetings and other Club activities and from any Club office or position;

the Board may, by at least a two-thirds vote of the members present and voting, temporarily suspend for a reasonable period up to 90 days and with any other conditions the Board sets. A suspended member may appeal the suspension or may request mediation or arbitration as provided in Section 5 of this Article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the Board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

**Article 18 Arbitration and Mediation**

**Section 1 –** *Disputes.* Any dispute between any current or former member(s) and this Club, any Club Officer, or the Board, except a decision of the Board, shall, upon a request to the Secretary by any disputant, be resolved by either mediation or arbitration.

**Section 2 –** *Date for Mediation or Arbitration.* Within twenty-one (21) days after receipt of the request, the Board shall, in consultation with the disputants, set a date for the mediation or arbitration.

**Section 3 –** *Mediation.* The procedure for mediation shall be

1. Recognized by an appropriate authority with national or state jurisdiction; or
2. Recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or
3. Recommended in documented guidelines determined by the RI Board or TRF Trustees.

Only Rotarians may be mediators. The Club may ask the Governor or the Governor’s representative to appoint a mediator with appropriate mediation skills and experience.

1. *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the Board. A summary statement acceptable to the parties shall be prepared for the information of the Club. Any disputant, through the President or Secretary, may call for further mediation if a party has retracted significantly from the mediated position.
2. *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in Section 1 of this Article.

**Section 4 –** *Arbitration.* In the event of a request for arbitration, each disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire.

**Section 5 –** *Decision or Arbitrators or Umpire.* The decision reached by the arbitrators or, if they disagree, by the umpire, shall be final and binding on all parties and not be subject to appeal.

**Section 6 –** Harassment free environment at meetings, events or activities. Rotary is committed to maintaining an environment that is free of harassment and inappropriate decorum. Harassment and inappropriate decorum are difficult to define but illustrations include, byt are not limited to, any conduct that denigrates, insults or offends a person or group and otherwise consists of unlawful discrimination or misconduct such as prohibitions based upon age, race, color, religion, sex or national origin.

All members and individual attending or participating in Rotary meetings, events or activities should exercise decorum and respect as well as contribute to an environment that promotes safety, courtesy, dignity and respect to all.

The board shall promptly address allegations of inappropriate behavior and shall not retaliate against those making the allegation. Allegations of harassment at Rotary events or activities shall be reviewed by the club’s board and responded to within a reasonable time. If the alleged offender is a member of the club board, that member will be recused from the discussion.

**Article 19 Amendments**

These Bylaws may be amended at any Board meeting. Changing the Club Bylaws requires sending written notice to each Board member seven (7) days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these Bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.