

**Bylaws of the
Rotary Club of Flagler County**

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:

The governing body of this club shall be the board consisting of thirteen (13) members of this club, namely, the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, the sergeant-at-arms, the immediate past president, and 6 (6) directors elected in accordance with article 3, section 1 of these bylaws.

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-elect, vice-president, secretary, treasurer, and two (2) directors. 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 current president 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-elect, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The two (2) candidates for director receiving a majority of the votes shall be declared elected as director for a three (3) year term. The candidate for president-elect elected in such balloting shall be the president-elect for the year commencing on the first day of July following the election, and shall assume office as president on 1 July immediately following that year.

- a. Within one week after their election, the Board of Directors-elect shall meet and appoint one member of the club to act as sergeant-at-arms.

Section 2 – The officers and directors, so elected, together with the immediate past president and the appointed Sergeant-at-arms shall constitute the board.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining Board of Directors. A majority of the Board of Directors shall constitute a quorum and a quorum is required to fill a vacancy. The appointed Board member shall fill the remainder of the term of the vacancy being filled.

Article 4 Duties of Officers and Directors:

Section 1 – *President.* It shall be the duty of the president to preside at meetings of the club and

the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – *President-elect.* It shall be the duty of the president-elect to preside at meetings of the club and the board in the absence of the president and to chair overall fundraising activities for the year and to perform other duties as ordinarily pertain to the office of president-elect.

Section 3 – *Vice-President.* It shall be the duty of the vice-president to serve as a director of club administration and to perform such other duties as may be prescribed by the president or the board and to perform other duties as ordinarily pertain to the office of vice-president.

Section 4 – *Secretary.* It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, 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, ensure required state and federal reporting requirements are followed, provide monthly budget reports and to perform other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

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

Section 7 – *Directors.* It shall be the duty of the director to participate as members of the governing body of the club and to provide advice and direction in the administration of club policies, goals and objectives.

Article 5 Meetings:

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held on either the first (1st) or second (2nd) Tuesday of December in each year, at which time the election of officers to serve for the ensuing year and directors for the ensuing three (3) years shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Tuesday at 12:00 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least 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.

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, with a minimum of 48 hours notification being given. All members may attend any Board meeting.

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

Article 6 Fees and Dues:

Section 1 – The admission fee shall be \$50.00 to 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 shall be \$200.00 per annum, payable monthly on the first day of each month on a pro-rated basis, with the understanding that a portion of each payment shall be applied to each member's subscription to the RI official magazine.

Section 3 – Failure to pay dues or fees in a timely fashion:

- a. When a member becomes \$200.00 dollars behind, they will receive a call from the finance committee reminding them they are past due.
- b. When a member becomes \$300.00 behind, the member will receive a certified letter in the mail stating they must pay for all of their meals at the door (when they arrive at a regular scheduled meeting). They will have two months to pay down their past due bill.
- c. If a member does not pay their bill in the two-month grace period, then the member will be dismissed from the club.
- d. Once a quarter, a list of all finances will be on the sign-in table and those members that are in arrears will have to initial the document acknowledging they know there is a balance owed.

Article 7 Method of Voting:

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

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

Article 8 Five Avenues of Service:

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

Article 9 Committees:

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office as president. 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 Flagler County and other communities.
- The Rotary International Foundation: This committee should develop and implement plans to support The Rotary International 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 10 Duties of Committees:

The duties of all committees shall be established and reviewed by the president-elect for his or her year. In declaring the duties of each, the president-elect or president shall reference to appropriate RI materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, International Service and New Generations 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 their year as president as noted above.

Article 11 Establishment of the Rotary Club of Flagler County Foundation:

Purposes: This corporation shall be organized exclusively for charitable and educational purposes and for the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Membership: All members in good standing of the Rotary Club of Flagler County shall be

members of the Foundation.

Article 12 Leave of Absence:

Upon written application to the board, setting forth good and sufficient cause, up to three (3) month leave of absence may be granted excusing a member from attending the meetings of the club. However, no leave of absence shall be approved for members with an outstanding balance until the outstanding balance has been paid in full.

(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 13 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.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board.

Section 3 – All budgeted bills shall be paid by the treasurer or other authorized officer without Board approval but in compliance with Section 4 below. All non-budgeted bills shall be paid by the treasurer or other authorized officer upon approval by the board of directors and shall be paid in compliance with Section 4 below.

Section 4 – Any disbursement over five hundred dollars (\$500.00) of Club funds shall require the signature of at least two officers.

Section 5 – A thorough review of all financial transactions by a qualified person may be made once each year.

Section 6 – 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 7 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 14 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 proposed member, 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. Honorary members have no voting rights in the Club and may not be Officers or Directors of the Club or the Foundation.

Article 15 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 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 emailed 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.