

# **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 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 on or before the first week in November 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, which will be comprised of Past President (Chair), who shall vote in the event of a tie and 4 additional members, or by members from the floor, by either or by both as a club may determine. If it is decided to use a nominating committee, such committee shall be appointed as the current president-elect 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 month after their election, the Board of Directors-elect shall meet in person or electronically 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 -- *Immediate Past President*.** Serves as a director on the club board.

**Section 3 – *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 4 – *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 5 – *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. It is recommended this person not hold this position longer than three consecutive years.

**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 (1<sup>st</sup>) or second (2<sup>nd</sup>) 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 10

**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 in person or electronically. 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.

**Section 6** – Minutes and or financials of the board meeting shall be sent to any member as requested

## **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 \$400.00 per annum, \$100 payable quarterly on the first day of each quarter 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:

1. Should a member have monies owed to the club for 30days, the Club Secretary will send a letter to the Rotarian advising that he/she is showing 30 days overdue in monies owed the club and that it is important that, if this billing is not correct, he/she contact the Treasurer within 10 days to resolve the issue.
2. If the billing is correct or the Treasurer is not contacted by the Rotarian in 15 days, the Club Treasurer will advise the Rotarian by letter that he/she has 30 days from this second notification to correct the deficiency and that, should the Rotarian not correct the deficiency, our by-Laws require that the Rotarian be terminated from the Club. . The Treasurer will copy the Club Secretary and all other Club Officers and Directors.
3. If the Member subsequently has not paid back monies owed within timeline outlined above, the Treasurer will advise the Club's Vice-President who, as Chair of Club Administration, will write a letter to the Member advising that he/she has been terminated and the reason, therefore. The Member will also be advised that monies due will still be owed and a record kept such that the member will not be recommended for membership in another club until the monies owed are paid. A copy of that letter will be sent to all Club Officers and Directors and the Membership Chair.

## **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 voice 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 Youth Services. 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 attraction and engagement of members. It is recommended this chairperson not serve longer than 3 consecutive years.
- 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, international and vocational projects that address the needs of Flagler County and other communities.
- The Rotary 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 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 11 Excused Absences:**

- (a) 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. Such excused absences shall not last longer than 12 months. However, if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months. However, no leave of absence shall be approved for members with an outstanding balance until the outstanding balance has been paid in full.
- (b) The sum of the member's age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, the member has notified the club secretary in writing of a desire to be excused from attendance, and only these requirements are taken into consideration.

*(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.

**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. At least once each quarter the President shall receive current bank statements from each account. The President shall also order an outside review by a (non-Rotarian) qualified CPA at least once every 5 years and present the results of that review to the Board for review and follow up should changes be required.

**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 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 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 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:**

This is a suggested format and can be changed at the discretion of the current President.

- 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 Club Flexibility:**

1. The club can vary its meeting days, times, and frequency by a vote of two thirds active club members, so long as the club meets at least 2x per month
2. The club can meet in person, online, or a combination, including letting some members attend in-person meetings through the Internet.
3. Perfect attendance is encouraged, but the board may choose to waive attendance for members who participate in other ways, such as taking a leadership role, updating the club website regularly, or planning an event.
4. The club offers Corporate Memberships and Business Memberships. Each type of membership has its own policies on dues

### **Article 17 Corporate Membership**

Each Corporate Membership for our club consists of up to three Rotarians, each being approved individually for membership. Attendance can be rotated and based on any of the Corporate Team Members attending a meeting. A Corporate Member is charged \$150 per month, which includes one weekly lunch and dues for up to 3 members. Should more than one team member attend the same lunch, the primary account is charged for the cost of the lunch. The corporation or business is not a member of Rotary. The Corporate Membership is merely an administrative/financial club concept. Each Corporate Member is considered to be a full Rotarian in every sense. Each member is encouraged to attend club meetings, participate on projects, vote on club matters and serve as club officers and on club committees.

### **Article 18 – Business Membership**

Business membership - allows a business to appoint one employee to be approved for membership of the traditional club through the established membership approval process. A Business member is charged \$100 per month, which includes one weekly lunch and dues. The business is not a member of Rotary. Each Business member is considered to be a full Rotarian in every sense and is encouraged to attend club meetings, participate in projects, vote on club matters and serve as club officers and on club committees.

## **Article 19 HARASSMENT**

**The club does not tolerate harassment and shall adopt a policy on harassment, which shall be reviewed every year.**

**Section 1.** This club is committed to maintaining an environment that is free from any form of harassment. All members and individuals attending or participating in this club's meetings, events or activities should expect an environment free of harassment, including unwelcome physical contact, advances, or comments. Members shall maintain an environment that promotes safety, courtesy, dignity and respect for all, reporting any suspected harassment, and ensuring non-retaliation.

**Section 2.** Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults or offends a person or group of persons, based on any specific characteristic, be it age, ethnicity, race, color, abilities, appearance, attire, religion, socioeconomic status, culture, sex, sexual orientation, or gender identity.

**Section 3.** The club leadership shall promptly address any allegation, or observations, of inappropriate behavior, including harassment, and shall not retaliate against those making the allegation. All allegations of criminal behavior shall be referred to local law enforcement.

**Section 4.** Before submitting the matter to the club board, the President shall assign the allegation to a member who is qualified to investigate the allegation, understanding the sensitivities, confidentiality, and seriousness of the matter. Any information the President may have of prior conduct that may be pertinent to the current incident, shall be relayed to the investigating member. The President may ask the District Governor for assistance in appointing the investigating member from outside the club if deemed warranted. The investigating member shall take immediate action to contact both the accuser and accused, and anyone else with knowledge of the alleged incident, to gather the facts and document the events surrounding the allegation. The investigating member shall take all precautions to ensure the privacy of those involved.

**Section 5.** If the investigating member is able to resolve the issue between the parties without any further action by the club board, the investigating member shall render a full and confidential report to the Club President (*option 1*, and the matter shall be closed.) (*option 2*, who shall use his or her sole discretion to either accept the report and settlement by the parties or report the matter to the board for further action.) The investigating member shall make every effort to conduct and conclude the investigation and report within seven (7) to ten (10) days.

**Section 6.** If the investigating member is unable to resolve the issues between the parties without any further action by the club board, a full and complete confidential report of the allegation(s) and the facts discovered during the investigation shall be rendered, and a special board meeting shall be called by the club president for the sole purpose of acting upon this matter. The investigating member shall make every effort to conduct and conclude the investigation and report within seven (7) to ten (10) days, and the special board meeting likewise to be called as soon as reasonably possible, typically within one week. The meeting shall not be open to any other club member, Rotarian, or member of the public without the express consent of the accused and the accuser.

**Section 7.** Both the accused and the accuser shall be invited to the special board meeting. The club president, after consultation with the investigating member, the accused and the accusing member, may decide to exclude the presence of both the accused and the accuser in the board meeting room



at the same time if he or she feels it is in the best interest of all parties involved. Both the accused member and the accusing member shall be given a copy of the investigating member's report prior to the special board meeting and may present their own written report if so desired, and may make statements and take questions at the special board meeting. No one shall be compelled to answer any question. The board shall render a decision at that meeting, or at the conclusion of any adjournment taken for the purpose of more investigation, and may take any appropriate action as to the club's policies or processes of conducting its meetings, events and activities, or against the accused member, or the accusing member if warranted, that is permissible under the provisions of the club's charter, its by-laws, and the rules and regulations of the Rotary District and Rotary International, including, but not limited to suspension or revocation of membership. *(The procedural process may be more detailed if desired)*

## **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 emailed to each member at least seven (7) 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.