

SUMMARY OF 2019 CHANGES

BYLAWS of the Rotary Club of Downtown DeLand

Proposed: Endorsed by the Board June 7, 2019 to present to the General Membership

BACKGROUND: Periodically Rotary International makes changes to the standard Rotary Club Constitution. These changes require us to modify our Bylaws to be consistent. The changes were so extensive, we could not make one or two amendments, but instead we had to re-write our Bylaws. Functionally, the intent of the Bylaws before modification is the same. Below, we outline individual significant changes.

- 1) The order of the Articles has been modified.
- 2) Job duties of officers and committees have been summarized with specific duties being referred to in the standard club constitution.
- 3) Chair of the Past Presidents Council changed from immediate past president to an individual selected by the Council.
- 4) References to attendance requirements have been omitted and replaced by the statement "Members are expected to regularly attend meetings and service projects and stay engaged with the activities of the club."
- 5) The chair of the major club fund raiser has been changed from the president elect to a set of co-chairs – one being the president-elect and the other being selected from membership with the hope of preserving institutional knowledge of the event.

CONSTITUTION of the Rotary Club of Downtown DeLand

Two changes to the Standard Constitution: inserting our name and our locality. These are the only two changes we are allowed to make to the Constitution.

PROCESS

1. The proposed changes to the Bylaws and Constitution are presented in writing and by email to the members of the Club on Tuesday, June 11, 2019. (This meets the 10 day required notice for the meeting to vote on June 25th.)
2. Discussion will be on Tuesday, June 18, 2019, from 5:30 – 6:00 p.m.
3. A meeting of the members of the Club is called for Tuesday, June 25, 2019, at 6:00 p.m. for the purpose of voting to approve the proposed changes. Members may vote by proxy (in writing), by email to the Club secretary, or in person. A quorum is required

and a two-thirds vote to approve is required to make the proposed changes to the Bylaws.

2019 VOTING RESULTS

The vote on the Bylaws & Constitution was held on June 25th. The Bylaws were approved with one dissenting vote. The Constitution was passed unanimously.

The method of voting in the Bylaws calls for either a voice vote or a show of hands, though proxy voting (including electronic) is also allowed. Approval requires a quorum of one third of active members and affirmative votes of two thirds of those voting.

With club membership of 44, quorum is 15 members. Quorum was established through the 27 electronic proxies received, removing the necessity of a head count at the meeting though attendance was easily over the 15 required.

Proxy voting was 26-1 for approval of the Bylaws and 27-0 for the Constitution. Voting of members in attendance was unanimous for both.

BYLAWS

THE ROTARY CLUB of DOWNTOWN DELAND

APPROVED BY THE GENERAL MEMBERSHIP ON JUNE 25, 2019

NOTE: *Club Bylaws supplement the Standard Rotary Club Constitution and establish common club practices. The Bylaws in this document have been customized to reflect our club's practice and are not in conflict with the RI Constitution and Bylaws, the Standard Rotary Club Constitution and the Rotary Code of Policies. All the preceding documents that our club is required to follow are incorporated by reference.*

ARTICLE 1 DEFINITIONS

As used in this document, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The club's board of directors
2. Director: A member of the club's board of directors
3. Member: A member of the club, other than an honorary member
4. Quorum: The minimum number of participants who must be present or participate when a vote is taken: one-third of the total club's members for club decisions and a majority of the directors for club board decisions unless specified otherwise.
5. RI: Rotary International
6. Year: The 12-month period that begins on 1 July
7. PPC: Past Presidents Council, committee consisting of all past presidents still active and in good standing. The chair of the PPC will be selected by the Council.

ARTICLE 2 BOARD

The governing body of this club is its thirteen (13) member board of directors including President, Past President, President-Elect, Secretary, Treasurer, four (4) first year Directors at large, four (4) second year Directors at large.

ARTICLE 3 ELECTIONS AND TERMS OF OFFICE

Section 1 — Notifications

Notification of elections and deadlines will be given no less than six weeks prior to the elections. Four weeks prior to elections, nominations must be submitted to the President-Elect for vacant positions and nominations will close. Two weeks prior to elections qualified nominees will be announced to the membership by the President-Elect. The elections will be run by the President-Elect.

Section 2 — Nominations

The nomination(s) for President-nominee will be made by the PPC. The PPC may receive suggestions from the general membership. The PPC also may announce a non-binding slate of the future president-nominee for the year following election of the president-nominee.

The general membership will nominate candidates for Director at Large positions. Individuals are allowed to self-nominate. Nominations will be made to the President-Elect. Following the deadline for nomination, the President-Elect will submit nominees for the board positions to the PPC for verification of qualifications.

Section 3 — Qualifications

Qualifications are determined by the Constitution, Article 13, Section 5(c).

Section 4— Elections

All positions will be elected via secret ballot with all nominees deemed qualified by the PPC listed in alphabetical order. Ballots may be submitted in person, electronically or via proxy. Electronic or proxy votes must be made prior to the close of the election. For this meeting the quorum includes members present, those who have submitted electronic ballots and those who have submitted a proxy. The candidate who receives a majority of the votes cast for each office is declared elected to that office.

Section 5— Resignation of Current Board Members

If any officer or board member vacates their position, the remaining members of the board will appoint a replacement for the remainder of the term.

Section 6— Resignation of Elected Board Members

If any officer-elect or director-elect vacates a position, the remaining members of the board -elect will appoint a replacement for the term.

Section 7— Terms of Officers

President – one year

Past-President – one year

President-Elect– one year

Treasurer– one year (may serve multiple years at the discretion of the President-Elect)

Secretary – one year (may serve multiple years at the discretion of the President-Elect)

Sergeant-at-Arms–one year (may serve multiple years at the discretion of the President-Elect)

Director at Large–two years

Section 8— Term of Office of the President

The president shall be elected as provided in the bylaws, not more than two years but not less than eighteen months prior to the day of taking office and shall serve as President-Nominee upon election. The nominee shall take the title of President-Elect on 1 July and shall serve a period of one year or until a successor has been duly qualified

and elected. The President will serve as Past-President in the year immediately following their Presidency. They will remain as members of the PPC for their duration of club membership.

Section 9— Appointed Board Members

The positions of Secretary, Treasurer, and Sergeant-at-arms will be appointed by the President-Elect to serve during their tenure as President. Upon taking office, appointed positions can only be removed by the same processes as other board members.

Section 10— Rotation of Board Members

Four Directors at Large shall be elected each year for terms of two years. The other four Directors at Large, having been elected the prior year, shall serve the second year of their term. The intention is to maintain a balance of experience and newcomers within the board. If vacancies occur, replacements shall serve the remaining term of the Director at Large they replace.

ARTICLE 4 DUTIES OF THE OFFICERS

Section 1 — The President presides at club and board meetings.

Section 2 — The Past-President serves on the club board and presides at club and board meetings when the president is absent. They also are a member of the PPC.

Section 3 — The President-Elect prepares for his or her year in office and serves as a member of the board. They also co-chair the major fundraiser and serve as a liaison between the board and the major fundraising committee during their term.

Section 4— The President-Nominee is expected to attend the Board meetings as a non-voting participant.

Section 5— Directors at Large attend club and board meetings. They will also serve on one of the five committees required by the club constitution.

Section 6— The Secretary keeps records of board meetings, membership and attendance records. The secretary also performs required reporting to RI.

Section 7— The Treasurer oversees all funds and provides an annual accounting of them. The Treasurer also assists in preparation of the budget and its presentation for approval by the board at the first meeting of the new fiscal year.

Section 8— The Sergeant-at-Arms maintains order in club meetings.

NOTE: *The Rotary Club Leader Manuals provide additional details on the roles of club officers.*

ARTICLE 5 MEETINGS

Section 1 — An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next fiscal year, present financial reports and present other issues pertinent to the club.

Section 2 — This club meets as follows: 6pm each Tuesday. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — Board meetings are held each month at a time and place of the presidents choosing. Effort should be made to have the meetings held at a consistent time and place. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

ARTICLE 6 DUES

Annual club dues are \$700. They are paid as follows: \$175 at the beginning of each calendar quarter. Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

ARTICLE 7 METHOD OF VOTING

The business of this club is conducted by voice vote, show of hands, or electronic vote except in the election of officers and directors described in Article 3. The board may also provide a ballot for a vote on some resolutions. For an electronic vote, notification to all board members must be made three (3) days prior to the vote deadline by the club secretary. Votes are cast as for, against, or abstain and sent back to the club secretary. The club secretary tallies the votes and reports results to the board within two (2) days of the vote deadline.

(REVISED 12.10.19)

ARTICLE 8 COMMITTEES

Section 1 — Club committees coordinate their efforts to achieve the club's annual and long-term goals.

Section 2 — The President is a member of all committees.

Section 3 — Each committee chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Section 4— The club will maintain the following committees required by the Standard Rotary Club

Constitution:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects

Duties of the required committees are listed in the RI Resource Manual, a supplement to the 2016 Manual of Procedure (both available online).

Section 5 – Additional committees include:

- Past Presidents Council

Other committees and their duties may be adopted by the current president as deemed necessary. Those same committees may be dissolved when no longer required.

ARTICLE 9 FINANCES

Section 1 — Prior to the beginning of the fiscal year the incoming board prepares a budget for approval in their July meeting.

Section 2 – The Treasurer deposits club funds in a financial institution or institutions designated by the board. Separate accounts will be established for club operations, club service projects, and grants being administered by the club.

(REVISED 12.10.19)

Section 3 — Bills are paid by the treasurer or another authorized officer. Expenses outside of budgeted items must be approved by the board.

Section 4 — An annual examination of the transaction of internal financial records and processes will be performed by a team of club members or a CPA designated by the board. The examination should be conducted prior to the December annual meeting.

Section 5 — Club members should receive an annual financial statement of the club during a club meeting in the month of July.

Section 6 — The fiscal year is from 1 July to 30 June.

ARTICLE 10 MEMBERSHIP AND METHOD OF ELECTING MEMBERS

Section 1 — A member proposes a candidate for membership to the membership chairperson, or another club proposes one of its transferring or former members. The membership committee ensures former members have left their prior club in good standing.

Section 2 — The sponsoring member will fill out a preliminary membership data sheet and submit it to the membership committee. The membership committee will determine the appropriateness of the prospective member and if there is an unresolvable conflict with a current member. If the preliminary screening is passed, the membership committee will communicate to the club the prospective member has entered the membership process.

Section 3 — After an appropriate amount of time, not exceeding six months, if the prospective member has met expectations of the membership committee, the prospective member's data sheet will be distributed to the general membership and will be put to a vote of the general membership. A prospective member must have approval from 100% of the club.

Section 4—The membership committee will then have a discussion with the prospective member regarding expectations of club members and financial requirements including a \$200 initiation fee. The initiation fee cannot be waived without a request by the membership committee to the board who will then vote on the request.

Section 5— The club shall have a maximum of 50 members and allow a maximum of a net of 5 new members each fiscal year.

Section 6— Notwithstanding the above sections 1-5, the club will also adhere to both Article 10 (Membership) and Article 11 (Classifications) of the Standard Rotary Club Constitution.

ARTICLE 11 ATTENDANCE

Members are expected to regularly attend meetings and service projects and stay engaged with the activities of the club.

ARTICLE 12 DURATION AND TERMINATION OF MEMBERSHIP

The provisions of this Article are found in Article 15 of the Standard Rotary Club Constitution. Section 4 of the above Article 15 is voided in accordance with Article 7 of the Standard Rotary Club Constitution.

ARTICLE 13 RESOLUTIONS

A resolution is considered to be a change to an operating policy. All resolutions or motions to commit this club on any matter shall be considered by the board and then brought before the entire club membership if deemed necessary by the board.

ARTICLE 14 ORDER OF BUSINESS FOR BOARD MEETINGS

- Meeting Called to Order

- Review for Quorum
- Minutes of Prior Meeting (VOTE)
- Review of Financial Reports (VOTE)
- Correspondence and Announcements Relevant to the Board
- Committee Reports
- Old Business
- New Business
- Adjournment (VOTE)

ARTICLE 15 ORDER OF BUSINESS FOR REGULAR CLUB MEETINGS

- Meeting Called to Order
- Pledge of Allegiance
- Four Way Test
- Introduction of Guests and Visitors
- Cares and Concerns
- Sergeant-at-Arms Collects Happy Dollars
- Correspondence and Announcements Relevant to the Membership
- Announcement of Board Actions
- Report On Recent and Upcoming Programs
- Introduction of Speaker/Speaker Program/ Q&A from Membership
- Adjournment (With Motto)

ARTICLE 16 AMENDMENTS

These Bylaws may be amended at any regular club meeting. Changing the club Bylaws requires sending written notice to each member 10 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.