

# Bylaws of the Rotary Club of Pompano Beach, Florida, Inc.

Effective 2019

## Article 1 Definitions

1. Board: The Board of Directors of this Club.
2. Club: The Rotary Club of Pompano Beach, Florida, Inc
3. Director: A member of the Club's Board of Directors.
4. Member: A member, other than an honorary member, of this Club
5. RI: Rotary International
6. Year: The twelve-month period that begins annually on July 1.

## Article 2 Board

The governing body of this club shall be the Board consisting of six at large Members of this Club, namely, six Directors, elected in accordance with Article 3, section 1 of these bylaws, and the president, president-elect, president-elect designate, secretary, treasurer plus the immediate past president. If the immediate past president is unable to serve, the Board will choose another past president to fill the position.

## Article 3 Election of Directors and Officers

**Section 1** - At a regular meeting one month prior to the meeting for election of officers (the first Friday of November), the presiding officer shall ask the nominating committee of the Club for nominations for president, president-elect designate, secretary, treasurer and six directors. The nominating committee shall consist of two past presidents and the current president elect. At the next general meeting, the presiding officer shall ask for nominations by Members from the floor. 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. However, if there are no competing candidates for any one office and the floor yielded no further nominations, the president will declare the nominations closed and welcome the new board and officers. If there is more than one candidate for any one office, then the vote shall be by ballot. The candidates for president-elect designate, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The six candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president-elect in such balloting shall be the president-elect designate and shall become the president-elect and serve as such for the Year commencing on the first day of July and shall assume office as president on the first day of July immediately following that Year. All votes must be counted by the nominating committee and the Secretary and exact numbers Reported to the executive secretary.

**Section 2** - The officers and directors so elected, together with the immediate past president shall constitute the Board. Within the month of June after their election, the new Board shall meet to elect a Member of the Club to act as sergeant-at-arms and to make a plan for the new year.

**Section 3** - A vacancy in the Board of any office shall be filled by action of the remaining directors and officers and must require a majority vote of the full Board.

**Section 4** – More than three (3) absences of any Board member from scheduled Board meetings shall constitute

an immediate resignation of that member and a new board member shall be elected by the board to fill the vacancy.

## **Article 4 Duties of Officers**

**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 pertains 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 serve as the coordinator of fund raising activities and to perform such other duties as may be prescribed by the president.

**Section 3** - President-elect designate. It shall be the duty of the president- elect designate to preside at meetings of the Club and the Board in the absence of the president and the president elect and to perform such other duties as ordinarily pertains 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, and prorated reports on 1 October and 1 April of each active Member who has 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. The elected secretary must sign all official reports.

**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, and to perform other duties as pertains 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. The treasurer must sign off on all collected monies.

**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.

## **Article 5 Meetings**

**Section 1** - Annual Meeting. An annual meeting of this Club shall be held on the first Friday in December of each Year, at which time the election of officers and directors to serve for the following year (July 1 – June 30) shall take place.

**Section 2** - The regular weekly meeting of this Club shall be held on Friday at 12: 15 P.M . 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 article 8, sections 3 and 4 of 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 members 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 8, 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, due notice having been given at least one week prior to a meeting.

**Section 5** - A majority of the directors shall constitute a quorum of the Board.

**Section 6** – Members of the Board may from time to time be polled by email on issues before the Board and any such vote requires a majority of the entire Board for action.

## **Article 6 Fees and Dues**

The membership dues shall be as set from time to time by the Board of Directors and payable quarterly on the first of January, April, July and October. A subscription to the Rotarian is included in the dues. Non-payment of dues for two consecutive quarters shall result in suspension of one's membership subject to reinstatement by the Board upon satisfactory arrangements to address the arrearage. However, the Member must be notified in writing, either personally delivered or by return receipt mail, of the consequences of non-payment and given a two-week grace period from the date of the letter to either resign or pay dues before termination.

## **Article 7 Method of Voting**

Such business as comes before the membership of this Club shall be transacted by voice vote including the officers and directors if there are no competing candidates for any one office and by written ballot if more than one candidate for any one office. The Board may submit specific questions or propositions for binding or non-binding vote of the membership by voice vote, ballot or e-mail.

## **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 Service. 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 during the month of June for his/her term of office as president 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. 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 its community and communities in other countries.

The Rotary Foundation: This committee should 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 and president-elect 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.

## **Article 10 Duties of Committees**

The duties of all committees shall be 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 project committee will consider the Avenues of Vocational Service, Community Service, International Service and New Generations Service 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 the year as noted above.

## **Article 11 Leave of Absence**

**Section 1** - Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time. Such leave may be granted by the Board in its discretion upon advance application, with such leave to commence only at the beginning of a calendar quarter. Such leave may be granted for no longer than one calendar quarter with any extension to be approved at the Board's discretion. During such leave, the absent member shall pay 50% of regular member dues.

**Section 2** – Good and sufficient causes of leaves of absence are either health related or financial. Travel is only an allowable excused absence if Member will be living in a country without Rotary Clubs.

## **Article 12 Finances**

**Section 1** - Prior to the beginning of each fiscal year, the treasurer 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, after verifying all income, shall direct the executive secretary to deposit all Club funds in a bank, named by the Board. .

**Section 3** - All bills shall be paid by the treasurer or other authorized person only when approved by another officer.

**Section 4** –At least annually, the Clubs C.P.A. (selected by the Board), shall compile the financial statements of Club.

**Section 5** - Officers and others 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 this Club shall extend from 1 July to 30 June and for the collection of Members' dues and shall be divided into four (4) quarterly periods, i .e., January, April, July and October. The payment of per capita dues and RJ 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 for active membership, 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 proposal , 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. I f 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 members' assimilation to the Club as well as assign the new member to a Club project or function.

**Section 7** – For one year terms, the Board may elect, in accordance with the Standard Rotary Club Constitution, honorary members proposed by active Members of the Club.

## **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 with or without discussion in the discretion of the President or presiding officer.

## **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 with the Four Way Test

## **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 but in no event with less than 25 affirmative votes, provided that notice of such proposed amendment shall have been published at least twice in the PompaNotater at least 14 days before such meeting. No amendment or addition to these bylaws may be made which is inconsistent with the Standard Rotary Club Constitution and with the constitution and bylaws of RI.