

Amended and Restated Bylaws of the Rotary Club of The Historic Triangle

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, and including active and associate corporate members of this club. An active corporate member must be in a position of responsibility within a local corporate organization such as the owner, proprietor, partner, officer, manager, executive director or local representative in charge. The active corporate member may nominate three additional individuals at their common place of employment for club membership as associate corporate members. Prospective active and associate corporate members must attend at least one club meeting prior to being considered for membership in the club. The approval process of all corporate memberships shall be consistent with established procedures for accepting any individual proposed for club membership. Corporate members are expected to be Rotary Foundation Sustaining Members each year.
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 directors for club Board decisions
5. RI: Rotary International.
6. 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 11 members of this club, namely, 5 directors elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

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, vice-president, secretary, treasurer, and 5 directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both. If it is determined to have a nominating committee, such committee shall be appointed by the President-Elect. 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, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 5 candidates for director receiving a majority of the votes shall be declared elected

as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

Section 2 – The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 – A vacancy in the Board or any office shall be filled by action of the remaining directors.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Section 5 -- The terms of office for each role are one year.

Article 4 Duties of Officers

Section 1 — The president presides at club and Board meetings.

Section 2 — The immediate past president serves as a director on the club Board.

Section 3 — The president-elect prepares for his or her year in office and serves as a director.

Section 4 — The vice president presides at club and Board meetings when the president is absent.

Section 5 — A director attends club and Board meetings.

Section 6 — The secretary keeps membership and attendance records.

Section 7 — The treasurer oversees all funds and provides an annual accounting of them.

Section 8 — The sergeant-at-arms maintains order in club meetings.

Article 5 Meetings

Section 1 – *Annual Meeting.* An annual meeting of this club shall be held on the second Wednesday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – The regular weekly meetings of this club (typically 49 weeks of the year) shall be held on Wednesday at 12:00 noon.

(a) The Board of Directors will determine which weekly meetings during the winter holidays are to be cancelled, as well as the cancellation of other meetings which fall close to other holidays.

(b) The meeting following the Tuesday Board meeting (i.e., the third Wednesday of the month) will be a Club Assembly for the purpose of conducting club business, usually with no speaker. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

(c) All members excepting an honorary member (or member excused pursuant to article 9, sections 3 and 4 of the 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 sixty (60) 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 club constitution, article 9, section 1.

(d) Makeups performed in any of the ways outlined therein expire when used to cover a missed meeting and/or fourteen (14) days after the start of the next Rotary Year. They

can be used to cover a meeting missed not more than fourteen (14) days previous to the date of the makeup and any time in the future, subject to the limitations outlined above. A member attending another Rotary club as a makeup will be reimbursed for the missed club meal if such member pays a meal charge to that other club.

(e) The annual minimum sixty (60) percent meeting attendance requirement for active corporate members shall be a combination of their attendance, and in their absence, the attendance of any of their associate corporate members. Associate corporate members will only be charged for meals at those meetings they attend unless an associate corporate member is a designated meeting attendee replacement for the absent active corporate member. Associate corporate members shall remain in good standing in the club provided dues and meals fee payments remain current. Although associate corporate members are not bound by a minimum meeting attendance requirement, they are expected to be active participants in club service and fundraising events.

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 on the third Tuesday of each month. 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.

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

Section 6 -- 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.

Article 6 Fees and Dues

Section 1 – The admission fee previously charged to newly-initiated members was waived, per actions of the 2016 Council on Legislation.

Section 2 – The Board will set an annual rate for member dues effective the first quarter of the Rotary year. 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. Member dues shall be payable upon receipt of a quarterly statement from the Treasurer.

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.

Article 8 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. 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 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 9 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations. The annual budget will provide funds to pay the registration and other direct expenses for the President-Elect to attend Pre-PETS and PETS and for the President to attend the District Presidents' Retreat. Transportation costs are not reimbursable.

Funds will also be provided for Board members (maximum 11 officers and directors) to attend the District Training Assembly and for registration fees for at least two committed club members to attend the Rotary Leadership Institute.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the Board. The club funds shall be divided into two separate parts: club operations and service projects. Unused “meal makeup funds” will be held in a reserve sub-account, the disposition of which will be determined by the Board.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Club members will receive an annual financial statement of 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 shall be divided into four quarters, viz: July through September, October through December, January through March and April through 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 10 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 Rotarian, or former member, of another club may be proposed to active membership in this club following resignation from the former club and receipt of that Rotarian being confirmed as leaving the former club in good standing. 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 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 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.

Article 11 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 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.