**BYLAWS OF THE ROTARY CLUB**

**OF**

**HIGHLANDS-MOUNTAINTOP**

(Adopted 12-06-2021)

**Article Subject Page**

1 Definitions 1

2 Board of Directors 1

3 Elections and Terms of Office 1

4 Officers and Duties 2

5 Meetings 2

6 Dues 2

7 Method of Voting 2

8 Committees 3

9 Finances 3

10 Method of Electing Members 3

11 Amendments 4

**Bylaws of the Rotary Club of Highlands-Mountaintop**

These Club bylaws supplement the Standard Rotary Club Constitution with common club practices.

**Article 1 Definitions**

1. Board: The board of directors of this club.

2. Director: A director on this club’s board.

3. Member: A member, other than an honorary member, of this club.

4. Quorum: The minimum number of participants who must be present when 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 12-month period beginning 1 July.

**Article 2 Board**

The governing body of this club is its board of directors, consisting of the president, immediate past president, president-elect, secretary, treasurer, and two directors-at-large.

**Article 3 Elections and Terms of Office**

Section 1 —One month before elections, members nominate candidates for president-elect, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

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

Section 3 — If **any officer or board member vacates their position, the remaining members of the board will appoint a replacement.**

Section 4 — **If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.**

Section 5 —The terms of office for each role are:

* + President - one year
  + President-elect – one year
  + Secretary – one to three years
  + Treasurer – one to three years
  + Director-at-large – two years, alternating with the other director-at-large
  + Director-at-large – two years, alternating with the other director-at-large

Section 6 - The nominating committee will consist of three members appointed by the board of directors at least two months prior to elections. When a President-elect is not elected, the current president’s term can be extended for up to one year.

**Article 4 Officers and Duties**

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 —A director-at-large attends club and board meetings.

Section 5 —The secretary keeps membership and attendance records, and serves as a director.

Section 6 —The treasurer oversees all funds and provides an accounting of them and serves as a director.

Section 7—The sergeant-at-arms maintains order in club meetings, but is not a director on the board.

Rotary Club Leader manuals delineate the roles and responsibilities 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 Rotary year.

Section 2 —This club meets as follows: ­­­Every Monday evening at 5:30p.m. 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. 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 $360. They are paid as follows: quarterly on the first day of July, October, January, and April**. Annual club dues include **RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, Paul Harris Fellowship contribution, and any other Rotary or district per capita assessment.**

**Article 7 Method of Voting**

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Any satellite club shall have the same voting procedure as the main club.

**Article 8 Committees**

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

Section 2 —This club’s committees comprise those five committees listed in article 11, section 7, of the Standard Rotary Club Constitution , as well as other committees as deemed necessary by the Board or the president, in consultation with the Board.

Section 3 —The president is an *ex officio* member of all committees.

Section 4— Each committee’s 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.

**Article 9 Finances**

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 — Bills are paid by the treasurer or another authorized officer and approved by two other directors.

Section 4 — A qualified non-member person conducts a thorough biennial review of all financial transactions.

Section 5 —Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

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

**Article 10 Method of Electing Members**

Section 1 — A member and/or the membership committee, through the club secretary, proposes, in writing, a candidate for membership to the board, **or** another club proposes one of its transferring or former members by the same method.

Section 2 — The board approves or rejects the candidate’s membership within 30 calendar days and notifies the proposing member, through the club secretary, of its decision.

Section 3 — If the board approves the candidate’s membership, the candidate’s name and information is published, through the club secretary, by electronic mail to the full membership. 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) calendar days, the prospective member shall be considered to be elected to membership.

Section 4 – If any such written objection to the candidate has been filed with the Board, the Board shall vote on this matter at its next meeting. If approved despite the objection, the prospective member shall be considered to be elected to membership.

Section 5 – If the board rejects the candidate’s membership within 30 days of proposal, the proposing member will be notified by the club secretary of the Board’s decision.

**Article 11 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice, either by certified USPS or by electronic mail, to each member 21 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.

Adopted 12-06-2021