

**Bylaws of the Rotary Club of Asheville**

*Approved by the Board of Directors on Jan 3, 2023 and by the majority vote of Club Members present at the meeting on Feb 9, 2023.*

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## **Bylaws of the Rotary Club of Asheville**

*Club bylaws supplement the Standard Rotary Club Constitution with common club practices. The bylaws are binding for the members of the club once adopted.*

### **Article 1 Definitions**

1. Board: The board of directors of this club is made up of Officers and Directors as voted on and approved by the club members.
2. Committee: One of eight (8) standing committees led by a director. These are Rotary Foundation, Club Administration, Communications and Outreach, International Service, Member Support, Vocational Service, Community Service, and Youth Services.
3. Director: Any Member of the Board of Directors designated to lead one of the following committees: Rotary Foundation, Club Administration, Communications and Outreach, International Service, Member Support, Vocational Service, Community Service, and Youth Services.
4. Member: A member, other than an honorary member, of this club.
5. Officers: Any Member of the Board of Directors that includes the President, Immediate Past President, Vice President/President-Elect, Secretary, Treasurer, and Sergeant at Arms.
6. 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.
7. RI: Rotary International.
8. Sub-committee: Any subordinate committee that falls under one of the primary committees.
9. Year: The 12-month period beginning 1 July.

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### **Article 2 Membership**

Section 1 – There are two membership types authorized: Honorary and Active (which also includes Corporate, Rule of 85, and may include other potential sub-categories as approved by the board of directors).

Section 2 – The Rotary Club of Asheville is committed to building and maintaining an inclusive and diverse organization where each individual, regardless of age, ethnicity,

race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity, is heard, respected, and valued. A DEI committee shall be responsible for establishing a vision and ensuring programs and club activities that reflect this commitment.

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### **Article 3 Board**

The governing body of this club is the board of directors and has fifteen (15) voting members and one (1) non-voting member, consisting of:

- (a) seven (7) Officers who are the President, Immediate Past President, President-Elect (acting as Vice President), Secretary, Treasurer and two (2) Sergeant at Arms;
  - (b) eight (8) Directors who lead the following committees: Club Administration, Communications and Outreach, International Service, Member Support, Vocational Service, Community Service, and Youth Services; and Rotary Foundation;
  - (c) one (1) non-voting member who is the President Nominee.
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### **Article 4 Elections and Terms of Office**

Section 1 – The President-Elect will ensure board member elections and nominations for committee chairs and committee members for the upcoming year are performed in accordance with the club bylaws.

Section 2 – Election of Officers and Directors of the Board.

- (a) By Oct 1, the President-Elect shall call for nominations from the club for any Director position that is expected to be open the following year and for a President Nominee successor.
- (b) No later than Nov 1, the President-Elect shall nominate a slate of Club Officers, including the Secretary, one Sgt-at-Arms, and the Treasurer, as required, to serve on their board the following year.
- (c) The President-Elect may also form a nominating committee made up of the Immediate Past President, Current President, and themselves if any Officer or Director positions need to be proposed but no nominations have been made by the club membership; and to identify a President Nominee successor for the following year if necessary.
- (d) At least 30 days before the elections, the President-Elect will present the slate of Officers and all nominees for Directors to the club membership and shall provide notice that the club will hold elections on a specific date that will be during a

regularly scheduled meeting.

- (e) By Dec 31st, The club shall vote to (1) approve the slate of officers proposed by the President-Elect, (2) elect and/or approve all Director candidates to serve as new Directors, and (3) approve a President Nominee successor. This vote will be held at a regularly scheduled meeting. The candidates who receive a majority of the votes for each position shall be declared elected to that office.

If the club does not approve one or more of the officers proposed by the President-Elect, any club member may nominate replacement candidate(s) within 15 days, and a special election shall be held as soon as possible with a minimum of 15 days notice to be provided to the club.

Section 3 – If any officer or board member vacates their position after being elected, the remaining members of the board will appoint a replacement.

Section 4 – Eligibility.

- (a) To be eligible as a Director, a club member must be a member in good standing, must have been a Rotarian (not specifically in the Rotary Club of Asheville) for at least two years, and must have been a member of at least two committees in the Rotary Club of Asheville for at least one year. These qualifications must be met prior to the member taking office.
- (b) To be eligible as a President-Elect, a club member must be a member in good standing, must have been a Director or Officer of the club for at least two years, and must have been a member of a least two committees in the Rotary Club of Asheville. These qualifications must be met prior to the member taking office.

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

Board Member(s)	Term	Comment
President	One Year	
Vice President	One Year	President-Elect acts in this role
Immediate Past President	One Year	
Treasurer	Two Years	May extend to a maximum of four consecutive years
Secretary	One Year	
Sgt At Arms (2)	Two Years	Alternating Years, One ea per Year Group
Rotary Foundation	Two Year	Year Group A
Club Administration	Two Years	Year Group A

Communications and Outreach	Two Years	Year Group A
International Service	Two Years	Year Group A
Member Support	Two Years	Year Group B
Vocational Service	Two Years	Year Group B
Community Service	Two Year	Year Group B
Youth Services	Two Year	Year Group B

Section 6 – Committees:

- (a) By February 1 st , all directors will ensure that subcommittee chairs are in place for the coming Rotary year.
- (b) By May 1 st all committees and subcommittees will have at least three members in place for the coming Rotary year.

**Article 5 Duties of the Officers**

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

Section 2 – The President-Elect prepares for their year in office, serves as a Vice President, and presides at club and board meetings when the president is absent.

Section 3 – All Directors and Officers attend club and board meetings and supervise the actions of any committees appointed under them

Section 4 – The Secretary maintains board records.

Section 5 – The Treasurer oversees all funds and provides an annual budget and an accounting of funds.

Section 6 – The Sergeant-At-Arms facilitates the club meetings and is responsible for attendance records.

## **Article 6 Committees**

Section 1 — This club's committees comprise of those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as the following: Vocational Service, International Service, Community Service, Youth Services (these committees are in lieu of a single "Service Projects committee required by the RI Constitution).. Additionally, the Club Administration, Membership, and Public Image committees required by the Club Constitution shall be designated instead as: Club Administration, Member Support, and Communications and Outreach.

Section 2 — The president is an ex officio member of all committees and is responsible for the implementation of the strategic plan as approved by the club and leading the club in the accomplishment of Rotary International and District goals.

Section 3 — 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 in accordance with goals approved in the current strategic plan approved by the club.

Section 4 — Each committee and subcommittee shall have no less than three (3) total members, including the chair, and shall work with the President-Elect to have a codified succession plan for committee and subcommittee chairs not later the February 1st of the preceding year.

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## **Article 7 Meetings**

Section 1 — Annual Meetings:

- (a) One 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 by a majority vote of the Club members present. This meeting will also include the presentation of a mid-year financial report, including current year income and expenses, together with a financial report on the previous year as required by the Club Constitution
- (b) A second annual meeting is held on the last Thursday of June to install the new board members for the upcoming year.
- (c) Meetings will be held in person, electronically, or hybrid when possible. These annual meetings will be done in conjunction with a regular meeting.

Section 2 — Regular Meetings:

- (a) This club meets weekly at 12:30 on Thursdays for its regular meeting.
- (b) All club members will be given reasonable notice of any change or cancellation of the regular meeting.
- (c) Meetings will be held in person, electronically, or hybrid when possible.

### Section 3 – Board Meetings

- (a) Board meetings are held each month at a time and place determined by the President. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.
- (b) Written minutes from the board meeting will be made available to the club within 30 days of the meeting.

Section 4 – Political Candidates. No candidate running for office (or preparing to run for office) shall be permitted to present at any annual, regular, or board meeting, even if they are currently serving in another capacity at the time of the presentation. If it is not an election year, then elected officials (such as the Mayor) are welcome to make presentations about their subject matter expertise and current position. This rule does not prohibit members of the club from inviting candidates to meetings as non-speaking guests or members of the club who may be running for office from attending meetings.

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## **Article 8 Attendance**

Section 1 – The Rotary Club of Asheville does not have a meeting attendance requirement for members.

Section 3 – The Board of Directors shall have the ability to manage billing and corporate and Rule of 85 membership guidelines to best enable membership engagement and growth as long as those follow acceptable RI practices and guidance.

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## **Article 9 Method of Voting**

The business of this club is conducted by voice vote or a show of hands. If the board approves, a ballot (electronic or paper) may be used in cases that the board deems necessary.

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## **Article 10 Dues**

Annual club dues are reviewed and are set by the board of directors. They are paid quarterly and are due within 30-days of e-billing along with RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.



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## **Article 11 Finances**

Section 1 — At the start of each fiscal year, the President, with input from the incoming board and Treasurer, shall draft two annual budgets. One budget covers the operational income/expenses of the club. The second budget is the proposed project budget for club projects. These budgets shall be voted on and approved by the new board no later than August 15th.

(a) The project budget will be to support community and international projects that must align with the RI seven areas of focus. This budget must be approved first by the Board of the Rotary Club of Asheville and second by the Club Foundation Board since these expenditures are funded by the Rotary Club of Asheville Foundation. Income for these projects comes from fundraisers, donations, and grants.

(b) The club operations budget is to facilitate the operations and meetings of the club and for member support. Income for these operational expenses comes from member dues.

Section 2 — The Rotary Club of Asheville and the Club Foundation each have a separate treasurer. They will deposit funds in a financial institution or institutions designated by the board, divided into two or more accounts that shall not be co-mingled.

Section 3 — Bills are paid by the club treasurer or another authorized officer under the guidance and direction of the board of directors in accordance with the approved budget.

Section 4 — A qualified person other than the Treasurer conducts a thorough annual 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.

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## **Article 12 Resolutions**

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at

a club meeting, shall be referred to the board without discussion.

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### **Article 13 Amendments**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice 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.