

ROTARY CLUB OF RALEIGH BYLAWS

ARTICLE I

Board

The governing body of this club shall be a board of members consisting of the 6 officers of this club, namely, the president, immediate past president, president-elect, president nominee, secretary, and treasurer, and the 7 directors, who are the chair people of this club's standing committees, all of whom are elected in accordance with Article II, section 1 of these bylaws. At the discretion of the board, a member-at-large can be appointed for the twelve-month period that begins on July 1st. The member-at-large can conduct a project(s) to further the goals of the club and/or serve as chair of any ad hoc committee formed to develop these projects.

ARTICLE II

Election of Directors and Officers

Section 1 - At a regular meeting held at least one month prior to the Annual Meeting, (defined in Article IV, Section 1), the presiding officer shall ask for nominations by members of the club for president, president-elect, president nominee, secretary, treasurer, and 7 directors. The nominations may be presented by a nominating committee or by the members from the floor, by either or by both as the club may determine. If it is determined to use a nominating committee, such committee shall be composed of the president, the president-elect, the president nominee, the immediate past president, and the second most immediate past president, chaired by the immediate past president. 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, president nominee, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 7 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 nominee. The president nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On July 1st immediately following that year, the president-elect shall assume office as president. At the option of the current president, voting may be taken by vocal consent.

Section 2 - The officers and directors shall be installed the last regular meeting of the Rotary year. Their terms shall be for one year or until a successor is duly chosen. Each member of the board, other than president, president-elect, president nominee, and immediate past president, is encouraged, but not required, to serve for two consecutive one-year terms if able, nominated, and duly elected.

Section 3 - A vacancy in the board or any office shall be filled by action of the remaining officers and directors.

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

Section 5 - Qualifications. Each officer and director shall be a member in good standing of this club. A candidate for the office of president shall have served as a member of this club for at least one year prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement. The president-elect shall attend the district presidents-elect training seminar and the district training assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district training assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district training assembly or training deemed sufficient by the governor-elect has been duly elected.

ARTICLE III

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 pertain to the office of president.

Section 2 - Immediate Past President. It shall be the duty of the immediate past president to serve as chairman of the nominating committee and to perform such other duties as may be prescribed by the president or the board.

Section 3 -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, to serve as ex officio chairperson of the program committee, and to perform such other duties as ordinarily pertains to the office of president-elect.

Section 4 -President Nominee. It shall be the duty of the president nominee to perform such other duties as ordinarily pertains to the office of president nominee.

Section 5 - 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, which shall include per capita dues for all members and prorated dues for active members who have 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. With approval of the president, many of these responsibilities may be shared with an "executive secretary," who may not be a member of the board.

Section 6 - Treasurer. It shall be the duty of the treasurer to have custody of all club financial accounts, accounting for them to the board monthly 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 pertaining to the position of treasurer.

ARTICLE IV

Meetings

Section 1 - Annual Meeting. An annual meeting of this club shall be held prior to December 31st each year, at which time the election of officers and directors to serve for the ensuing year, beginning the next July 1st, shall take place.

Section 2 - Regular Club Meetings. The regular weekly meetings of this club shall be held on Mondays at 12:15 PM. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

- (a) Cancellation. The board may cancel a regular meeting if it falls on a week with a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic, disaster, or severe weather affecting the whole community. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.
- (b) All members, excepting honorary members, in good standing in this club on the day of the regular meeting, must be counted as present or absent. 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 standard Rotary club constitution, article 9.
- (c) Any missed meeting must be made up within the same year.
 - (1) attends at least 60 percent of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or

- (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
 - (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district training assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or
 - (4) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
 - (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
 - (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
 - (7) participates through a club website in an interactive activity requiring an average of 30 minutes of participation.
- (d) When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend regular meetings or satellite club meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.
- (e) Excused Absences. A member's absence shall be excused if:
- (1) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months. However, if the leave is for a medical reason that extends for more than twelve months such leave may be renewed by the board for a period of time beyond the original twelve months.
 - (2) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

(3) the member is a current officer of RI or a Rotarian partner of a current officer of RI.

Section 3 - Quorums. One-third of the club membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 - Notice. The club agrees that it may receive notices of meetings and other communications via electronic means.

Section 5 - Board Meetings. Regular meetings of the board shall be held monthly on agreed upon dates. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the written request of two (2) board members, due notice having been given.

Section 6 - Board Quorums. A majority of the club's directors shall constitute a quorum of the board.

ARTICLE V

Fees and Dues

Section I -Initiation Fee. The new member initiation fee is to be paid before the applicant can qualify as a member, except as provided for in the club 's constitution which exempts the payment of a second admission fee by Rotarians transferring from another Rotary club. The admission fee amount may be changed by a vote of the board of directors. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

Section 2 - Membership Dues. The quarterly membership dues, in the initial amount approved by a vote of the membership, are due on receipt. Any balances beyond 30 days from the beginning of the current quarter are delinquent and subject to membership termination. The board will consider special circumstances, on a case-by-case basis, in order to assist members. A portion of the annual dues shall be applied to each member's subscription to the RI official magazine and their Rotary International and Rotary District dues. The membership dues may be changed by a vote of the board.

ARTICLE VI

Method of Voting

Section 1 - The business of this club shall be transacted by the club/directors' vocal assent and may, where authorized by the board, transact its business through electronic means.

Section 2 - The board may determine that a specific resolution be considered by written or electronic ballot. Any action taken at a meeting of the board may be taken without a meeting if the action is taken by all the board. The action shall be evidenced by one or more written consents describing the action taken, signed before or after such action by all board members entitled to vote thereon, and delivered to the secretary for inclusion in the minutes or filing with the club records. This consent to action taken without a meeting may be in electronic form and delivered by electronic means.

ARTICLE VII

Avenues of Service

The 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 Youth Service. This club will be active in each of the Avenues of Service.

ARTICLE VIII

Committees

Section 1 - 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-elect shall reference appropriate RI materials and the Avenues of 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.

Section 2 - Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president and immediate past president shall work together to ensure continuity of leadership and succession planning for each committee retained in the new Rotary year. When feasible, committee members may be appointed to the same committee for multi-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

new Rotary year. It is recommended that the chair have previous experience as a member of the committee.

Section 3 --Suggested standing committees may be appointed as follows:

- Club Administration

This committee should conduct activities associated with the effective operation of the club.

- Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

- Public Image

This committee should develop and implement plans to consistently provide the public with information about Rotary and to promote the club's service projects and activities.

- 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. These responsibilities may be assigned directly to the appropriate Avenue of Service chair.

- The Rotary Foundation

This committee shall develop and implement plans to support The Rotary Foundation (RI) and this club's foundation through both financial contributions and program participation.

- Fundraising

This committee should focus on this club's projects or events that are designed to raise money for the Rotary International Foundation, the Rotary Club of Raleigh Foundation, or this club, such that this club can financially continue to support international and local community service projects.

- New Generations

This committee should focus on cultivating the next generation of Rotarians through Interact, Rotaract, and the educational service projects directed toward youth, such as the Gatton Four-Way Test and the Rotarians Against Drugs Speech Contest.

Section 4 - Ad hoc and standing committees shall be added and deleted by the president-elect in order to effectively meet the club's service and fellowship needs and goals.

- (a) The president shall be ex-officio a member of all committees and, as such, shall have all the privileges of membership thereof.
- (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, with the assistance of the president, shall be responsible for obtaining committee members as appropriate for regular meetings and activities of the committee. Additionally, each chair shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

ARTICLE IX

Membership

Section 1 - General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

Section 2 - Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 - Active Membership. A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 - Honorary Membership.

- (a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
- (b) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.
- (c) Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary

membership for an additional period. The board may revoke an honorary membership at any time.

Section 5 -Termination of Active Membership. The board reserves the right to terminate the membership of any member when that member no longer meets the membership qualifications, fails to pay dues, has excessive absences, or any other good cause.

ARTICLE X

Finances

Section I - Annual Budget. Each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year beginning July 1st, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

Section 2 - Banking Deposits. The treasurer shall deposit all club funds in bank accounts determined by the board.

Section 3 - Payments. All bills shall be paid by club checks, signed in accordance with the board approved signature requirements on file with the bank.

Section 4 - Bond. Officers having charge or control of club funds shall give bond if required by the board for the safe custody of the funds of the club. The cost of such bond will be borne by the club.

Section 5 -Annual Review. A thorough review of all financial transactions by a person or committee appointed by the president, with approval of the board, shall be made once each year.

Section 6 - Fiscal Year & RI Dues Payment. The fiscal year of this club shall be from 1 July to 30 June. The collection of members' dues shall be divided on a quarterly basis. The payment of per capita dues and RI official magazine subscriptions shall be made through the RI Semi-Annual Dues billing on July 1st and January 1st each year on the basis of the club's paid membership in good standing on those dates. The annual payment of Rotary District dues will be made as billed on July 1st.

ARTICLE XI

Method of Electing Members

Section 1-The name of a prospective member, sponsored by an active member of the club through a completed application form, 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 - Within 30 days of the application submission, the board shall approve or disapprove the proposal and shall notify the sponsoring Rotarian, 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, the privileges and responsibilities of membership, the time commitment and cost. The signature of the prospective new member on the application gives permission for his or her name and proposed classification to be announced or published by the club.

Section 5 - A prospective new member's name shall be read aloud at least one club meeting or otherwise published to the membership for a period of 7 days and shall not be referred to as a "potential" new member.

Section 6 -- 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 announcement or publication of information about the prospective member, that person, (if not honorary membership) as prescribed in these bylaws, shall be considered to be elected to membership and shall be scheduled for induction. 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, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 7 - Following the election, the president shall arrange for the new member's induction. In addition, the secretary will report the new member information to RI. The Membership and Service Projects chairs, and proposing Rotarian will coordinate efforts to assist the new member's assimilation to the club as well as assign the new member to club projects and review their responsibilities.

Section 8 - Following the official induction ceremony, the treasurer will bill the new member the appropriate pro-rated dues amount.

Section 9 - The club may elect, in accordance with the standard Rotary club constitution and Policy & Procedures Manual, honorary members.

ARTICLE XII

Resolutions

The club shall not consider any resolution 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 without discussion.

ARTICLE XIII

Order of Business

While the order of business of the board meetings shall be determined by the president, it should include the following items:

- Meeting called to order
- Introduction of visitors
- Approval of the minutes from previous meeting
- Committee reports
- Previously unfinished business
- New business
- Treasurer's report
- Adjournment

ARTICLE XIV

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 at least twenty-one (21) days, or emailed at least seven (7) days, to each member before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of Rotary International.

Revised and approved 7/22/24