**BYLAWS OF THE ROTARY CLUB OF WEST RALEIGH**

**Article I Definitions**

**Section 1 Board.** The Board of Directors of this Club.

**Section 2 Director.** A member of this Club's Board of Directors.

**Section 3 Member**. A member other than an honorary member of this Club.

**Section 4 RI.** Rotary International.

**Section 5 Year.** The 12-month period that begins July 1.

**Section 6 Quorum.** The minimum number of participants who must be present when a vote is taken: one-third of the Club membership, a majority of Directors of the Board.

**Article II Board of Directors**

**Section 1 *Board Makeup****.* The governing body of this club shall be the Board of Directors consisting of fourteen (14) members of this club, namely five (5) directors elected in accordance with these bylaws, the president, vice-president, president-elect, secretary, assistant secretary, treasurer, assistant treasurer, the sergeant-at-arms and the immediate past president.

**Section 2 *Charitable Fund.***The members of the Board of Directors shall administer the assets of the West Raleigh Rotary Club Charitable Fund in accordance with the terms and provisions of the declaration of trust dated May 26, 1961, as from time to time amended. To assist the Board and to provide continuity in policy a Charitable Fund Advisory Committee will be established to serve each year. The committee will be chaired by the Immediate past president and composed of members of his or her choosing. This Advisory Committee will recommend charitable giving policy and will review all requests for charitable allocations from the Charitable Fund.

**Article III Election of Directors and Officers**

**Section 1 *Nominating Committee.***During the 3rd quarter of the year, the president shall appoint a committee of three (3) members of the club and such committee shall choose a slate of nominees for election to serve as officers and directors of the club. One member of the committee shall be a past president of the club, and the remaining two (2) members of the committee shall be members of the club who have never served as president of the club. In its discretion the committee may choose one (1) or more members for each office or directorship. The slate chosen by the committee shall include nominees for president-elect, vice president, secretary, assistant secretary, treasurer, assistant treasurer, sergeant-at-arms and five (5) directorships.

**Section 2 *Election.***At a regular meeting, at least one month prior to the meeting for election of officers, the nominating committee shall present its slate of nominees to the club and the presiding officer shall ask for nominations by members of the club for president-elect, vice-president, secretary, assistant secretary, treasurer, assistant treasurer, sergeant-at-arms and five (5) members of the Board. The nominations duly made shall be voted for at the annual meeting. The candidate for each office receiving a majority of the votes shall be declared elected to their respective offices. The five (5) candidates for director receiving a majority of the votes shall be declared elected as directors. The president-elect elected in such balloting shall serve as a member of the Board as president-elect for the year commencing on the first day of July next following his or her election as president-elect and shall assume office as president on the first day of July immediately following his or her year of service on the Board as president-elect.

**Section 3 *New Board Makeup.*** The officers and directors, so elected, together with the immediate Past President shall constitute the Board.

**Section 4 *Term of Office.***All officers and directors shall serve for a term of one (1) year which shall commence on July 1 of each year and shall terminate on June 30th of the following year. Upon completion of a term as president-elect, the president-elect shall automatically succeed to the office of president. In the event there is a delay for any reason in either the election or installation of officers in any year, the officers and directors then in office shall continue to serve until their respective successors are duly elected and qualified.

**Section 5 *Ineligibility of President for Re-election.***No member of the club shall be eligible to be elected to succeed himself or herself as president of the club.

**Section 6 *Board Vacancy.*** A vacancy in the Board or any office shall be filled by action of the remaining members of the Board.

**Section 7 *Board-elect Vacancy.*** A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the Board-elect.

**Article IV Duties of Officers**

**Section 1 *President.***It shall be the duty of the president to preside at meetings of the club and Board and to perform such other duties as ordinarily pertain to this office.

**Section 2 *Immediate Past President*.** It shall be the duty of the immediate past president to serve as chairman of the Charitable Funds Committee and as a director on the Board.

**Section 3 *President-Elect.***It shall be the duty of the president-elect to serve as a member of the Board to perform such other duties as may be prescribed by the president and the Board and to prepare for the next year in office as president.

**Section 4 *Vice-President.***It shall be the duty of the vice-president to serve as chairman of the Speaker Committee and to perform such other duties as ordinarily pertain to this office.

**Section 5 *Director*.** It shall be the duty of a director to attend Board meetings and to serve as a liaison between the Board and the director’s assigned committees.

**Section 6 *Secretary****.* It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the Club, Board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International and the District Governor, remit to Rotary International subscriptions to Rotary magazine, and perform such other duties as usually pertain to this office.

**Section 7 *Assistant Secretary.***It shall be the duty of the assistant secretary to assist the secretary and in his or her absence to perform all such duties as ordinarily pertain to such office.

**Section 8 *Treasurer.***It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the Board and to perform such other duties as pertain to this office. Upon retirement from office, he or she shall turn over to his or her successor or to the president all funds, books of accounts or any other Club property in his or her possession. The treasurer shall also serve as trustee of the West Raleigh Rotary Club Charitable Fund.

**Section 9 *Assistant Treasurer.***It shall be the duty of the assistant treasurer to assist the treasurer and in his or her absence to perform all such duties as ordinarily pertain to such office.

**Section 10 *Sergeant-at-Arms.***The duties of the sergeant-at-arms shall be such as are usually prescribed for this office and such other duties as may be prescribed by the president or the Board.

**Article V Meetings**

**Section 1 *Annual meeting.***An annual meeting of this club shall be held during the month of June in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 *Weekly Meetings.*** The regular weekly meetings of this club shall be held on Friday at Twelve-thirty (12:30) p.m. at such place as may be fixed by the members of the club.

Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club either by mail, including electronic mail, or by announcement at a regular meeting of the club.

All members, excepting an honorary member (or member excused pursuant to 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 member's being present for at least sixty percent (60%) 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.

**Section 3** ***Quorum.*** One-third (1/3) of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4 *Board Meetings.*** Regular meetings of the Board shall be held once each month at such time and place as the Board may fix and determine. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

**Section 5 *Board Quorum.*** A majority of the Board members shall constitute a quorum of the Board.

**Article VI Fees and Dues**

**Section 1 *Initiation Fee.***The initiation fee shall be in such amount as shall be fixed from time to time by the membership of the club. The initiation fee shall be paid before the applicant can qualify as a member.

**Section 2 *Dues***. The annual membership dues shall be in such amount as shall be fixed from time to time by the membership of the club and shall be due and payable quarterly on the first (1st) day of July, October, January and April. Such dues shall include a sufficient amount to cover the subscription cost of Rotary magazine for the member. Any member failing to pay the quarterly installment of the annual membership dues within thirty (30) days from the due date shall be notified in writing by the treasurer or secretary at his or her last known address. If the dues are not paid on or before ten (10) days from the date of mailing, the treasurer shall notify the Board and if action is not taken by the Board to specifically excuse said member's delinquency, said membership may automatically terminate when the member’s dues are two (2) quarters in arrears.

**Article VII Method of Voting**

The business of this club shall be transacted by voice vote or by a show of hands. Each member of the club who is present shall be entitled to cast one (1) vote on each matter presented. No member of the club shall be entitled to vote by proxy.

The Board may determine that a specific resolution or election be conducted by ballot rather than by voice vote.

**Article VIII Committees**

**Section 1 *Appointment of Committees.***The president shall, subject to the approval of the Board, appoint the following standing committees, each of which will be chaired by a director: Club Service, Vocational Service, Community Service, International Service, and Youth Service.

The president shall, subject to the approval of the Board, also appoint such subcommittees on particular phases of Club Service, Vocational Service, Community Service, International Service, and Youth Service as he or she may deem necessary. Examples include Club Administration, Membership, Public Image, Rotary Foundation, and Service Projects.

The president shall be ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

Each committee shall transact such business as is delegated to it by the Board 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 to the Board and approved by the Board.

Where feasible and practicable in the appointments of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

**Section 2 *Duties of Committees.*** The Board shall maintain and annually update a description of the duties of each club committee including subcommittees. Each committee member shall review such descriptions for his or her committee(s) and any subcommittees serving under such committee, prior to the beginning of each club year and more frequently as necessary.

**Article IX Leave of Absence**

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 in accordance with the Standard Rotary Club Constitution.

**Article X Finances**

**Section 1** ***Safekeeping of Club Funds.*** The treasurer shall deposit all funds of the club in a financial institution(s) designated by the Board.

**Section 2 *Financial Transactions.*** All requests for payment in the amount of $3000 or more shall be paid only by checks signed by the treasurer upon receipt of vouchers signed by any two officers. A record of all payment requests, vouchers and copies of checks issued must be maintained on file. The president-elect shall be responsible for organizing a thorough annual review of all the club’s financial transactions by one or more qualified persons approved by the Board. The assistant treasurer or president-elect shall be responsible for a review and reconciliation of financial transactions of the club’s bank account(s) monthly.

**Section 3 *Bond*.** Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 4 *Payment of Dues.*** The fiscal year of this club shall extend from July 1st to June 30th, and for the collection of members’ dues shall be divided into four (4) quarterly periods. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates or such other dates as required by the Standard Rotary Club Constitution.

**Section 5 *Annual Budget****.*At the beginning of each fiscal year the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

**Section 6 *Annual Financial Report.*** An annual financial report shall be provided to members prior to the start of each fiscal year.

**Article XI Method of Electing Members**

**Section 1 *Members.*** The name of a prospective member, proposed by a member of the club or by the membership committee, 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 for the time being shall be kept confidential except as otherwise provided in this procedure or as the Board instructs otherwise.

The Board shall request the Membership Committee to consider and report to the Board on the eligibility of the proposed member from the standpoint of classification and shall request the Membership Committee to investigate and report to the Board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility in accordance with the requirements of the club's constitution.

Within thirty (30) days the Board shall consider and approve or disapprove the recommendations of the Membership Committee and shall then notify the proposer, through the club secretary, of its decision.

If the decision of the Board is favorable, the prospective member is invited to join the club and educated about Rotary and membership requirements. Following which the prospective member shall be requested to complete and submit an application for membership and to give his or her permission for his or her name and proposed classification to be conveyed to the club.

If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the club within ten (10) days after the club is notified of the prospective member, the prospective member, upon payment of the initiation fee, shall be considered to be elected to membership.

If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board and the Board shall vote on the proposed member. If no more than two (2) negative votes are cast by the members of the Board in attendance at such regular or special meeting, the proposed member, upon payment of the prescribed initiation fee, shall be considered to be elected to membership.

Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report his or her name to Rotary International.

The member shall be formally introduced as a new member at a regular meeting of the club.

**Section 2 *Honorary Members.*** The club may elect, in accordance with the club's constitution, honorary members proposed by the Board. The term of such membership shall be as determined by the Board. Honorary members shall be exempt from the payment of initiation fees and dues, shall not hold classifications, shall have no vote and shall not be eligible to hold any office in this club. Honorary members shall be entitled to attend all meetings and enjoy all the other privileges of this club.

**Article XII *Miscellaneous***

**Section 1 *Resolutions.*** No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered and approved by the Board. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion.

**Section 2 *Restrictions on Speakers.*** No individual shall be invited to address the club at a time when he or she is an announced candidate for any political office. Political speakers and guests may not campaign or distribute campaign materials at a club meeting. Furthermore, no recruitment of volunteers for campaigns should be sought at any Rotary meeting.

**Article XIII Order of Business**

* Meeting called to order
* Introduction of visiting Rotarians and guests
* Correspondence and announcements
* Committee reports if any
* Any unfinished business
* Any new business
* Address or other program features
* Adjournment

**Article XIV Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds (2/3) vote of all members present, provided that notice of such proposed amendment shall have been distributed at a regular meeting of the club, electronically e-mailed to club members, or printed in the club bulletin at least ten (10) days before such meeting period. No amendment or addition to these Bylaws can be made which is not in harmony with the club constitution, with the Rotary International Constitution and Bylaws, and with the Rotary Code of Policies.