**BYLAWS OF THE**

**ROTARY CLUB OF WILMINGTON, NORTH CAROLINA**

**d/b/a Wilmington Rotary Club**

***(as approved by Board of Directors of the Club on 2/17/2025)***

**Article 1: Definitions**

1. Board: The club’s board of directors.
2. Director: A member of the club’s Board.

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

4. Rule of 85 Member: Member with 20 years of membership whose years of membership plus age totals or exceeds 85.

5. Quorum: The minimum number of those eligible to vote who must be present when a vote is taken will be one-third of club Members for club decisions and a majority of Board members for Board decisions.

6. RI: Rotary International.

7. Rotary Year: The 12-month period beginning July 1 and ending June 30.

**Article 2: Board**

The governing body of this club is its Board of Directors, consisting of, at a minimum, the President, Immediate Past-President, President-Elect, Secretary, and Treasurer, and up to 15 additional Directors and one non-voting member: a Past President selected by the President. The Board shall manage the club in accordance with applicable local, state and federal law.

**Article 3: Board of Directors Elections and Terms**

Section 1: A Nominating Committee shall be named in March of each year consisting of the President, President-Elect, President-Nominee and two Board members selected by those three.

Section 2: The Nominating Committee shall recommend candidates to the Board for President-Nominee, Secretary, Treasurer and one class of five (5) Board members no later than April 30. Board approved candidates will be presented to the membership.

Section 3: Elections shall be held in May and Officers and Directors shall be selected from the Nominating Committee recommendation and any nominees from the floor that meet Section 5 criteria.

Section 4: Elections shall be by paper ballot unless a properly executed motion to accept the Nominating Committee report by acclamation is approved by the Members. Candidates receiving a majority of votes for each Board position shall be declared elected to that office.

Section 5: Incoming Board members must meet these criteria:

1. Must be an active Member of this club for (i) at least two (2) years, or (ii) one (1) year in this club plus three (3) years in another Rotary club and served as an officer or Paul Harris Fellow,
2. Must have actively participated in two projects of this club and served one year on a committee of this club,
3. Be current on dues, and
4. Be willing to actively participate and support Rotary beyond the club level.

Section 6: The President Nominee is expected to come from the current Directors.

Section 7: Terms and Term Limit for each office are:

* President – one year term for no more than two terms.
* Treasurer – one year term for no more than five terms.
* Secretary – one year term for no more than five terms.
* Director – Five Directors selected each year for three-year terms for no more than two full consecutive terms.

Section 8: If any Officer, Director, Officer-elect or Director-elect vacates a position the remaining members of the Board will appoint a replacement.

**Article 4: Duties of Officers**

Section 1: The President presides at club and Board meetings and serves as a Director.

Section 2: The Immediate Past-President serves as a Director.

Section 3: The President-elect prepares for his or her year in office, presides at club and Board meetings when the President is unavailable, and serves as a Director.

Section 4: The President-nominee prepares for his or her year in office and serves as a Director.

Section 5: The Secretary maintains membership and attendance records, prepares minutes of Board meetings, and serves as a Director.

Section 6: The Treasurer oversees all funds and assures compliance with Rotary financial policy, and serves as a Director.

Section 7: A Director participates in club and Board meetings.

**Article 5: Meetings**

Section 1: This club meets as follows: Tuesday at 12:30 pm. Reasonable notice of any change or cancellation of the regular meeting will be given to all club Members.

Section 2: 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.

Section 3: An annual meeting of the club is held no later than May 31 to elect the officers and Directors who will serve for the next Rotary Year. Special meetings of the Members may be convened with reasonable advance notice upon the request of the President, 3 Directors, or 15 Members.

Section 4: Method of Meeting. Attendance may be in person, by telephone, or through an online interactive activity or teleconference such as Zoom.

**Article 6: Dues**

Section 1: Annual club dues for Members and Rule of 85 Members shall be set for the fiscal year prior to the start of the fiscal 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 and such other amounts as the Board deems appropriate.

Section 2: Rule of 85 Members shall pay dues but be exempt from regular meal fees; except they shall pay for meals for any regular meetings when they attend and dine.

Section 3: Honorary club members shall be exempt from all dues but shall pay for any meals at regular meetings when they attend and dine.

**Article 7: Method of Voting**

The business of this club is conducted by voice vote or show of hands provided that election of Board members is as prescribed in Article 3. The Board may provide ballots for some resolutions. All matters requiring a vote of the Members or Directors shall be approved with a majority of the votes cast unless otherwise provided in these Bylaws or the club’s Constitution.

**Article 8: Committees**

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

Section 2: The President is an ex-officio member of all committees and, as such, has all the privileges of membership.

Section 3: Each committee chair is responsible for the regular meeting and activity of the committee, supervises and coordinates its work, and reports to the Board on all committee activities.

Section 4: The President or Board names all committees and appoints all committee chairs.

Section 5: This club’s committees shall include those listed in Article 11, Section 7, of the club’s Constitution.

**Article 9: Finances**

Section 1: Prior to the start of the Rotary Year, the President-Elect shall work with the Directors, the Treasurer and any other Members that he or she desires in order to formulate a detailed proposed budget estimating all income and expenses for the coming Rotary Year. At its first meeting in July the Board shall review, modify as needed, and approve a final budget for the Rotary Year.

Section 2: The Treasurer deposits club funds in a financial institution or institutions designated by the Board.

Section 3: Bills are paid by the Treasurer, or another authorized Officer as prescribed in the budget and Board fiscal policy.

Section 4: One or more qualified person(s) shall provide annual oversight and an annual review of financial transactions.

Section 5: The Board shall receive such reports as prescribed and club Members will receive an annual financial statement of the club.

Section 6: The Rotary Year is the fiscal year of the club.

Section 7: The club shall maintain adequate Directors and Officers Liability and general liability insurance through RI or other means and other insurance as it may deem appropriate.

**Article 10: Method of Electing Club Members**

Section 1: Any Member may propose a candidate for club membership by submitting a completed application to the Membership Committee for review and recommendation to the Board.

Section 2: The Board shall approve or reject the candidate’s membership within 30 days of application and notify the proposing Member of its decision.

Section 3: If the Board approves the candidate’s membership, the prospective member is presented to the club and will be deemed a Member unless three Members request further consideration requiring the application to be returned to the Board for a final determination.

Section 4: Honorary members. 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 or their outstanding service to Wilmington Rotary may be recognized as honorary members. Selection of any honorary member(s) is made by the Board annually at the July Board meeting. The term of such membership is one-year except as otherwise determined by the Board. Persons may hold honorary membership in more than one club. 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, but shall be entitled to attend all meetings as a guest at guest rates 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.

**Article 11: Attendance**

The attendance expectations and policies are set forth in the club’s Constitution, except as provided in these Bylaws.

**Article 12: Duties of Officers & Directors**

Officers and Directors of the club, and members of club committees, are expected to and shall exercise and discharge their duties as an officer, Director, and/or committee member with diligence and (1) in good faith, (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (3) in a manner they reasonably believe to be in the best interests of the club, and are prohibited from using their position for personal gain to the detriment of the club.

**Article 13: Amendments**

These Bylaws may be amended at any regular club meetings. 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.