

Rotary International

***Constitution of the Rotary Club of WILMINGTON, NORTH CAROLINA**

* The bylaws of Rotary International provide that each club admitted to membership in RI shall adopt this prescribed standard club constitution

Article 1 Definitions

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve-month period which begins on July 1.

Article 2 Name

The name of this organization shall be Rotary Club of Wilmington (Member of Rotary International)

Article 3 Locality of the Club

The locality of this club is as follows:
Wilmington, North Carolina, USA

Article 4 Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

First. The development of acquaintance as an opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third. The application of the ideal of service in each Rotarian's personal, business, and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 5 Four Avenues of Service

Rotary's Four Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.

2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in business and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principals.

3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.

4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations and problems, through cooperation in all club activities and projects designed to help people in other lands.

Article 6 Meetings

Section 1 - Regular Meetings.

(a) *Day and Time.* This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws.

(b) *Change of Meeting.* For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

(c) *Cancellation.* The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. 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.

Section 2 - Annual Meeting. An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

Article 7 Membership

Section 1- General Qualifications. This club shall be composed of adult persons of good character and good business and 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 - Transferring or Former Rotarian. A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits.

Section 5 - Dual Membership. No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 6 - 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.

Section 7 - Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 - Rotary International Employment. This club may retain in its membership any member employed by RI.

Article 8 Classifications

Section 1 - General Provisions.

(a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.

(b) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 - Limitations. This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. The classification of a transferring member or former member of a club, or a Rotary Foundation alumnus as defined by the board of directors of RI, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. **If** a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Article 9 Attendance

Section 1 - General Provisions. Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the

satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

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(a) *14 Days Before or After the Meeting.* If, within fourteen (14) days before or after the regular time for that meeting, the member

- (1) attends at least 60 percent of the regular meeting or another club or of a provisional club; or
- (2) attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps, or of a provisional Rotaract or Interact club or 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 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 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..
- (7) participates through a club web site in an interactive activity requiring an average of 30 minutes of participation.

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 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.

(b) *At the Time of the Meeting.* If, at the time of the meeting, the member is

- (1) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a)(3) of this section; or
- (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
- (3) serving as the special representative of the district governor in the formation of a new club; or
- (4) on Rotary business in the employ of RI; or
- (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
- (6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 - Extended Absence on Outposted Assignment. If a member, will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs

Section 3 - Excused Absences. A member's absence shall be excused if

- (a) 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.

(b) 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.

Section 4 - RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI.

Section 5 - Attendance Records. Any member whose absences are excused under the provisions of subsection 3(b) or section 4 of this article shall not be included in the membership figure used to compute this club's attendance.

Article 10 Directors and Officers

Section 1 - Governing Body. The governing body of this club shall be the board constituted as the bylaws may provide.

Section 2 - Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 - Board Action Final. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 12, section 6, may appeal to the club request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each members at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 - Officers. The club officers shall be a president, a president-elect, and one or more vice presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide.

Section 5 - Election of Officers.

(a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.

(b) *Term of President.* The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office. The president shall serve as president-elect for the year immediately preceding the year as president. The president shall take office on 1 July and shall server for a period of one (1) year or until a successor has been duly elected and qualified.

(c) *Qualifications.* Each officer and director shall be a member in good standing of this club. The president-elect shall attend the district presidents-elect training seminar and the district 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.

Article 11 Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article 7 section 4 shall not be required to pay a second admission fee. 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.

Article 12 Duration of Membership

Section 1 - Period. Membership shall continue during the existence of this club unless terminated as

hereinafter provided.

Section 2 - Automatic Termination.

- (a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that
- (1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member is still active in the same classification and continues to meet all other conditions of club membership.
 - (2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member remains active in the same classification and continues to meet all other conditions of club membership.
- (b) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (a) of this section, such person may make new application for membership, under the same or another classification. A second admission fee shall not be required.
- (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 3 - Termination - Non-payment of Dues.

- (a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 8 section 3.

Section 4 - Termination - Non-attendance.

- (a) *Attendance Percentages.* A member must
- (1) attend or make up at least 50 percent of club regular meetings in each half of the year;
 - (2) attend at least 30 percent of this club's regular meetings in each half of the year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).
- If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such non-attendance for good cause.
- (b) *Consecutive Absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to article 9, section 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 - Termination. - Other Causes.

- (a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose. The guiding principles for this meeting shall be article 7, section 1, and The Four Way Test.
- (b) *Notice.* Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a

written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(c) *Filling Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.

Section 6 - Right to Appeal of Arbitrate Termination.

(a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention either to appeal to the club or to arbitrate as provided in article 16.

(b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in article 16.

(d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

(f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 7 - Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 - Resignation. The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 - Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

Article 13 Community, National, and International Affairs

Section 1 - Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 - No Endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 - Non-Political.

(a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) *Appeals*. This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 - *Recognizing Rotary's Beginning*. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 14 Rotary Magazines

Section 1 - *Mandatory Subscription*. Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 - *Subscription Collection*. The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article 15 Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article 16 Arbitration and Mediation

Section 1 - *Disputes*, Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 - *Date for Mediation or Arbitration*. In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 - *Mediation*. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(a) *Mediation Outcomes*. The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party through the president or secretary may call for further mediation if either party has retracted significantly

from the mediated position.

(b) *Unsuccessful Mediation*. If mediation is requested but unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

Section 4 – Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or arbitrator.

Section 5 – Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Article 17 Bylaws

This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

Article 18 Interpretation

Throughout this constitution, the terminology “mail,” “mailing,” and “ballot-by-mail” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 19 Amendments

Section 1 - Manner of Amending. Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.

Section 2 - Amending Article 2 and Article 3. Article II (Name) and Article III (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present by the affirmative vote of a not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.

Bylaws of the Wilmington Rotary Club

(Adopted May 12, 2017, as amended April 4, 2023)

Article 1: Definitions

1. Board: The club's board of directors
2. Director: A non-officer 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 total or exceed 85 are eligible for Rule of 85 membership status.
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 voting 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 (i) voting members: the President, Secretary, Treasurer and up to 15 Directors and (ii) one non-voting member: a Past President selected by the President. The Board shall manage the Wilmington Rotary 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. 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 one consecutive term.

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.

Section 2: The President-elect prepares for his or her year in office, presides at club and board meetings when the President is unavailable and continues to serve as a Director.

Section 3: The President-nominee continues to serve as a director.

Section 4: The Secretary maintains membership and attendance records and prepares minutes of board meetings.

Section 5: The Treasurer oversees all funds and assures compliance with

Section 6: 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.

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.

Section 4: Members that are not current with dues shall be deemed no longer a Member. Current with dues shall be defined as no more than 105 days in arrears.

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.

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 names all committees and appoints all committee chairs.

Article 9: Finances

Section 1: The Board shall adopt a budget prior to the start of the fiscal year.

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 as prescribed in the budget and Board fiscal policy.

Section 4: A qualified person(s) shall provide annual oversight 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 fiscal year is the Rotary Year.

Section 7: Wilmington Rotary Club shall maintain adequate Directors and Officers Liability and general liability insurance through Rotary International 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 are individuals recognized for outstanding service to Wilmington Rotary and may be selected annually for one-year terms at the July Board meeting, may attend any meeting as a guest at guest rates but do not otherwise pay dues and do not vote.

Article 11: Amendments

These bylaws may be amended at any regular club meetings. Changing the club bylaws requires sending written notice to each Member 10 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.