

BYLAWS OF THE ROTARY CLUB OF CLEMSON, SOUTH CAROLINA

<u>Article</u>	<u>Subject</u>
1	Board of Directors
2	Officers and Their Duties
3	Service Areas and Duties
4	Election of Directors
5	Meetings
6	Fees and dues
7	Method of Voting
8	Leave of Absence
9	Finances
10	Method of Electing Members
11	Resolutions
12	Amendments

ARTICLE 1 – BOARD OF DIRECTORS

The governing body of the Rotary Club of Clemson club shall be the Board of Directors, which shall consist of fifteen (15) members in good standing of this club elected in accordance with Article 4, Section 1 of these bylaws.

Seven (7) members of the Board of Directors shall also serve as club Officers in the positions identified in Article 2 herein. Seven (7) members of the Board of Directors shall coordinate the activities of and serve as a liaison to one of the service areas identified in Article 3 herein. One (1) member of the Board of Directors shall serve as the chairperson of the Rotary Club of Clemson Foundation.

ARTICLE 2 – OFFICERS AND THEIR DUTIES

Section 1 - PRESIDENT. It shall be the duty of the President to preside at meetings of the club and at meetings of the Board of Directors. The President shall lead the members of the club in the club's service and other activities in accordance with the objectives and ideals of Rotary.

Section 2 - PRESIDENT-ELECT. It shall be the duty of the President-Elect to serve as a member of the Board of Directors of the club and to perform such other duties as may be prescribed by the President, including attendance as applicable training sessions. It shall be the duty of the President-Elect to preside at meetings of the club and board in the absence of the President. Ordinarily, the President-Elect would also serve as the coordinator and liaison to the Administration service area and oversee such activities as the annual review of the club's by-laws and strategic planning activities.

Approved by member voice vote on November 20, 2023

Section 3 – PRESIDENT NOMINEE. It shall be the duty of the President-Nominee to serve as a member of the Board of Directors of the club and to perform such other duties as may be prescribed by the President, including attendance at applicable training sessions. The President Nominee shall also participate in strategic planning activities and review the club’s investments with the Treasurer.

Section 4 - IMMEDIATE PAST PRESIDENT. It shall be the duty of the Immediate Past President to serve as a member of the Board of Directors of the club and to perform such other duties as may be prescribed by the President. It shall be the duty of the Vice-President to preside at meetings of the club and board in the absence of the President and President-Elect.

Section 5 – 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; and make the required reports to Rotary International, the District and the District Governor. The Secretary shall also perform such other duties as may be prescribed by the President and that usually pertain to the office of secretary.

Section 6 – TREASURER. It shall be the duty of the Treasurer to have custody of all funds; to keep and maintain adequate accounting records of the club’s receipts and disbursements; and present financial reports to the Board of Directors as requested and to the club members at least annually and at any other time requested by the Board of Directors. The Treasurer shall remit funds to Rotary International, and District 7750 as required, including for subscriptions to THE ROTARIAN magazine, dues, or contributions to the Rotary International Foundation. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer, or the President, all funds, books of account, or any other club property in the possession of the outgoing Treasurer.

Section 7 - SERGEANT-AT-ARMS. The duties of the sergeant-at-arms shall be to help maintain an orderly, dignified, and effective Rotary club meeting, one that will make a favorable impression on club visitors and guests, and such other duties as may be prescribed by the President or the Board of Directors.

ARTICLE 3 – SERVICE AREAS

Section 1 - The Avenues of Service. The five Avenues of Service established by Rotary International 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. The following organizational framework is established to facilitate achieving this goal:

- (1) Administration
- (2) Service
- (3) Fundraising
- (4) Membership

Approved by member voice vote on November 20, 2023

- (5) New Generations
- (6) Public Relations
- (7) The Rotary Foundation

Seven members of the Board of Directors shall be assigned to coordinate the activities of the club under each area of the framework, with one Director assigned to each area. The President and each Director may, subject to the approval of the Board of Directors, establish such committees and sub-committees as are deemed necessary to develop and execute the club's service and other activities related to Administration, Service, Fundraising, Membership, New Generations, Public Relations, and The Rotary Foundation. The President and Board of Directors may appoint chairpersons and committee members for each committee so established. Where feasible and practicable in the appointment of chairpersons and committee members, there should be provision for continuity of leadership. It is expected that all club members will serve the club in some capacity.

The President shall be an *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 President or the Board of Directors. Except where explicit authority is given by the President or the Board of Directors, such committees shall not act until a report has been made to, and approved by, the Board of Directors.

The one or more committees dealing with various aspects of Youth Service shall be subject to and guided by the Rotary International's Youth Protection Policy and Rotary International's Code of Conduct.

Section 2 – Administration

The committees within Administration shall develop and execute programs to guide and assist the members of this club in discharging their responsibilities in matters relating to Club Service. The Director overseeing Administration shall be responsible for ensuring each committee conducts regular meetings and shall report to the Board of Directors on all Administration activities.

Section 3 – Service

The committees within Service shall be responsible for developing, executing, and supervising all Community, Vocational and International service activities of the club. The Director overseeing Service shall be responsible for ensuring each committee conducts regular meetings and shall report to the Board of Directors on all Service activities.

Approved by member voice vote on November 20, 2023

Section 4 – Fundraising

The committees within Fundraising shall be responsible for developing, planning, and executing the club's fundraising activities that provide funds for the club's Community, Vocational and International service projects as well as to fund grants to local not-for-profit community organizations. Funds raised may be contributed to the Rotary Club of Clemson Foundation, The Rotary Foundation or to the club as designated by the Board of Directors. The Director overseeing Fundraising shall be responsible for ensuring each committee conducts regular meetings and shall report to the Board of Directors on all Fundraising activities.

Section 5 – Membership

The committees within Membership will develop and execute action plans for recruiting, retaining, orienting, and educating club members and will set membership goals to support the long-range membership objectives of the club while being mindful of diversity in age, race, and sex. The Director overseeing Membership shall be responsible for ensuring each committee conducts regular meetings and shall report to the Board of Directors on all Membership activities.

Section 6 – New Generations

The committees within New Generations will lead the club's efforts towards development of our youth and young adults through leadership development activities, involvement in Community and International service projects, and exchange programs that enrich and foster world peace and cultural understanding. The Director overseeing New Generations shall be responsible for ensuring each committee conducts regular meetings and shall report to the Board of Directors on all New Generations activities.

Section 7 – Public Relations

The committees within Public Relations shall be responsible for creating and distributing material related to the club's activities for distribution to the community through various media outlets. This includes establishing and maintaining such relationships that are necessary to ensure the local community is aware of and has a positive image of the club and its activities. The Director overseeing Public Relations shall be responsible for ensuring each committee conducts regular meetings and shall report to the Board of Directors on all Public Relations activities.

Section 8 – The Rotary Foundation

The committees within The Rotary Foundation shall be responsible for developing, planning, and executing activities to raise awareness of the programs of The Rotary Foundation and for encouraging donations from club members to The Rotary Foundation. The committee shall also coordinate and plan recognition ceremonies for club members who achieve donation milestones and statuses of The Rotary Foundation. The Director

Approved by member voice vote on November 20, 2023

overseeing The Rotary Foundation shall be responsible for ensuring each committee conducts regular meetings and shall report to the Board of Directors on all Rotary Foundation activities.

ARTICLE 4 – ELECTION OF DIRECTORS AND OFFICERS

Section 1 – At a regular meeting in October, held at least 14 days prior to the Annual Meeting (defined in Article 5, Section 1 below), the nominations for Directors and Officers of the club for the Rotary year beginning on the following July 1 shall be presented to the members of the club. The nominations shall identify those nominated to be the Officers and Directors identified in Articles 2 and 3 herein and may be presented by the President-Elect or by a Nominating Committee. If a Nominating Committee is used, it shall be appointed by the Board of Directors prior to seeking nominations. Additional nominations from the floor of the Annual Meeting will also be accepted. All nominations duly made will be placed on a ballot in alphabetical order with the nominee's role identified. The nominations shall be voted on either by a voice vote or by a written ballot at the Annual Meeting. The nominees receiving a majority of the votes shall be declared elected. The President-Nominee in such balloting shall serve as a member of the Board of Directors for the year commencing on the first day of July next following the election, and shall assume office as President-Elect the first day of July immediately following the year of service on the board as President-Nominee, and as President the first day of July following the year of service as President-Elect. The office of Immediate Past President will be filled by the President leaving office each June 30.

Section 2 – A vacancy in the Board of Directors or any office shall be filled by a vote of the remaining directors of the Board of Directors.

ARTICLE 5 – MEETINGS

Section 1– Annual Meeting. An Annual Meeting of the members of the club shall be held in November in each year, at least 14 days after the nominations specified in Article 3, Section 1 herein have been presented to the members of the club, at which time the election of Officers and Directors to serve for the Rotary year beginning on the following July 1 shall take place as described in Article 3, Section 1 herein.

Section 2 – Regular Meeting. The Regular Meeting of this club shall be held weekly on Monday at 12:00 noon. Due notice of any changes in or canceling of the Regular Meetings shall be given to all members of the club. All members, excepting an honorary member or a member excused pursuant to Article 10, section 5 of the standard Rotary Club Constitution or Article 8 herein, in good standing in this club on the day of the Regular Meeting must be counted as present or absent. Attendance is determined with reference to Article 10 of the standard Rotary Club Constitution.

Section 3 – The presence of one-third of the club's current membership shall constitute a quorum at the Annual Meeting and Regular Meetings of this club.

Approved by member voice vote on November 20, 2023

Section 4 –The Board of Directors shall meet monthly on the day and time it sets for regular meetings. Special meetings of the Board of Directors shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors of the board, due notice having been given to the other Directors.

Section 5 – A simple majority of the members of the Board of Directors shall constitute a quorum of the board.

ARTICLE 6 – FEES AND DUES

Section 1 – A fee shall be charged to each new member inducted into the club. The amount of the fee shall be determined from time to time by the Board of Directors. The inductee will not be considered a member in good standing unless and until the fee is paid.

Section 2 –Membership dues are required to be paid by all members. Dues shall be set annually by the Board of Directors and payable by members as described in Article 9, Section 4 of these bylaws. Membership dues shall include any fees required by District 7750 or by Rotary International.

ARTICLE 7 - METHOD OF VOTING

The business of this club shall be transacted by voice vote except as determined by the Board of Directors who may determine the method of voting for a specific resolution brought before membership. Such methods may include voice voting or written ballot (in-person or via email).

ARTICLE 8 - LEAVE OF ABSENCE

Upon written application to the Board of Directors, setting forth good and sufficient cause, leave of absence may be granted to a member, thereby excusing a member from attending the meetings of the club for a period of up to one (1) year. Annual dues must be paid while on a Leave of Absence.

ARTICLE 9 - FINANCES

Section 1 – The Treasurer shall deposit all funds of the club in a bank account established by the Board of Directors.

Section 2 – All bills for goods and services purchased by the club shall be paid either by checks or electronic funds transfer authorized and/or signed by the Treasurer or the President upon submission of appropriate supporting documentation such as vendor invoices or minutes of board meetings authorizing expenditures. A review of the club's financial transactions by the Board of Directors or its representative(s) may be conducted at any time.

Approved by member voice vote on November 20, 2023

Section 3 – Officers having charge or control of funds shall be bonded as may be required by the Board of Directors for the safe custody of the club’s funds.

Section 4 – The fiscal year of this club shall extend from 1 July to 30 June. Dues shall be collected from members periodically during the fiscal year as determined by the Board of Directors such that the club maintains adequate operating funds. The payment of per capita dues and fees required by Rotary International and District 7750 shall be made on such dates as are required by Rotary International and District 7750.

Section 5 – Prior to 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 adopted by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by separate action of the Board.

ARTICLE 10 - METHOD OF ELECTING MEMBERS

Section 1 – A prospective member, proposed by an active member of the club, shall be submitted to the Membership Committee chairperson using the membership application prescribed for use by the Board of Directors. A transferring or former member of another club may be proposed to active membership by the former club or by request of the transferring member by completing said form.

Section 2 – The Membership Committee chairperson shall ensure the application is complete and meets the membership requirements of the Club Constitution.

Section 3 – The Membership Committee chairperson shall present the application to the Board of Directors for a vote to approve or disapprove the application as expeditiously as possible and shall notify the prospective member and sponsor of the outcome of the vote.

Section 4 – If the decision of the Board of Directors is favorable, the sponsor will be asked to present the prospective member to the club at the next regular club meeting by sharing some background about the prospective member to the club. Any member (other than an honorary member) will have two weeks from this introduction to provide a written objection to the prospective member and state those reasons in writing to the Board of Directors. If any such objection has been filed with the Board of Directors, it shall vote to reaffirm or reverse its earlier decision on approving the prospective member’s application as expeditiously as possible, but no later than its next regular meeting. If approved despite the objection, the proposed member will be considered elected to membership. If no such objection is received, at the second meeting following the introduction by the sponsor, the prospective member will be considered elected to the membership.

Section 5 – The prospective member shall be informed the Membership Committee chairperson and their sponsor of the purpose of Rotary and of the privileges and responsibilities of membership.

Approved by member voice vote on November 20, 2023

Section 6 – The Membership Committee chairperson shall issue a red membership badge and coordinate with the President to formally induct the member at the next regular club meeting that the sponsor and new member are both available to attend. The Membership Committee chairperson will coordinate with the Secretary and the Treasurer to register the new member in the club’s membership records and to bill the new member for dues and fees, prorated for the current dues billing period (see Article 9, Section 4 above).

Section 7 – The club may elect, in accordance with the Club Constitution, honorary members proposed by the Board. The Presidents of Clemson University, Tri-County Technical College and Southern Wesleyan University will be considered elected Honorary Members of the club.

ARTICLE 11 – 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 of Directors. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board of Directors without discussion.

ARTICLE 12 – AMENDMENTS

These bylaws may be amended at any Regular Meeting, a quorum of all members being present (see Article 3, Section 5 herein), by a two-thirds vote of all members present, if notice of such proposed amendment shall have been submitted to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary Club Constitution and with the constitution and bylaws of Rotary International.