

THE ROTARY CLUB OF WINTER PARK FLORIDA

CLUB BYLAWS

August 2, 2021

ARTICLE I - DEFINITIONS

1. Board: The club's board of directors
2. Director: A member of the club's board of directors
3. Member: A member of the club, other than an honorary member
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions
5. RI: Rotary International
6. Satellite club: A potential club whose members shall also be members (when applicable): of this club.
7. In Writing: A communication capable of documentation, regardless of the method of transmission.
8. Year: The 12-month period that begins on 1 July

ARTICLE II - BOARD OF DIRECTORS

SECTION 1 - The governing body of the Rotary Club of Winter Park (the "Club") shall be the Board of Directors (the "Board") which is composed of Directors and Officers elected in accordance with Article II of these bylaws. The Directors on the Board of Directors shall consist of ten members of this Club, whose term of office shall be two years each, five Directors to be elected each year. The Officers shall be elected for one-year terms.

SECTION 2 - Directors-elect and Officers-elect shall become Directors and Officers as of July 1st of the calendar year after their election and shall serve through and including June 30th of the following year or the second year thereafter for the Directors elected for a two-year term.

ARTICLE III - ELECTION OF DIRECTORS AND OFFICERS

SECTION 1 - There shall be a nominating committee consisting of the President-elect (the "Presiding officer") and the five outgoing Directors. The Club Secretary shall cause to be published in the three weekly club bulletins preceding the Annual Meeting of the Club the nomination's committee nominees and an invitation to submit further nominations and the date of the upcoming election. At the last regular meeting in November of each year the nominating committee shall report to the membership of the Club a list of not less than six (but preferably not less than eight) candidates for the Board of Directors. The presiding officer shall then call for additional nominations from the floor. The names of the candidates named by the nominating committee and any nominated from the floor shall be placed upon a ballot and voted for at the Annual Meeting of the Club. Each member of the Club will vote once for each of the five vacancies on the Board of Directors and the five nominees receiving the greatest number of votes shall be declared elected.

SECTION 2 - At the December meeting of the Board of Directors, the current Board of Directors and the five Directors-elect shall elect the following Officers of the Club whose terms will commence July 1st of the following year: President, President-elect, Vice President, Secretary, Treasurer, and Sergeant-at-Arms. The President shall be the former President-elect, and the Vice President shall be the former

President, unless in either case two-thirds of the members of the current Board of Directors and the Directors-elect present and voting at the December Board Meeting shall elect another Club member to such offices. The President-elect must be a member of the current Board of Directors or the Directors-elect, or a Club member who has previously served at least one year on the Board of Directors of the Club. No member who has held the office of President within a period of five years immediately preceding shall be eligible for election as President or President-elect. All of the remaining Officers elected are not required to be members of the Board or have prior Board service. All Officers shall, upon election, become members of the Board with a right to vote, effective July 1st of the following year.

SECTION 3 – All Officers and Directors must be members of the Club, in good standing.

SECTION 4 - A vacancy in the position of any Officer, Officer-elect, Director or Director-elect position shall be filled by action of a majority of the remaining members of the Board of Directors and, where applicable, the Directors-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 the office.

SECTION 2 - VICE 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 to perform such other duties as ordinarily pertain to the office.

SECTION 3 - PRESIDENT-ELECT. It shall be the duty of the President-elect to preside at meetings of the Club and Board in the absence of the President and Vice President and to perform such other duties as may from time to time be assigned by the President or the Board of Directors.

SECTION 4 - 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, including the semiannual reports of membership, which shall be made to the general secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the club meetings, which shall be made to the district governor immediately following the last meeting of the month, collect and remit to Rotary International subscriptions to THE ROTARIAN, and perform such other duties as usually pertain to the office.

SECTION 5 - 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 the office. Upon retirement from office the Treasurer shall turn over to the successor or to the President all funds, books of accounts or any other Club property.

SECTION 6 - SERGEANT-AT-ARMS. The duties of the Sergeant-at-Arms shall be the orderly operation of club meetings and board meetings or such duties as are usually prescribed for the office and such other duties as may be prescribed by the President or the Board.

ARTICLE V - MEETINGS

SECTION 1 - The Annual Meeting of members shall be held on the last regular meeting in

November in each year, at which time the election of Directors to serve for two-year terms commencing the following July 1st, shall take place.

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

SECTION 3 - One-third of the membership shall constitute a quorum at the annual and regular meetings of members of this Club.

SECTION 4 - Regular meetings of the Board shall be held monthly on a date set from time to time by the Board. Special meetings of the Board shall be called by the President whenever deemed necessary, or upon the request of two members of the Board, due notice having been given.

SECTION 5 - A majority of the Board members shall constitute a quorum of the Board.

SECTION 6 - Absence by any member of the Board from three successive regularly scheduled Board meetings, without excuse approved by the Board, shall constitute a resignation as a Director or Officer, and the Board shall fill the vacancy thus created as herein provided.

ARTICLE VI - FEES AND DUES

SECTION 1 - The application fee set by the Board of Directors shall be invoiced to each new member on or before the applicant being inducted as a member of the club and paid within 30 days thereafter.

SECTION 2 - The membership dues set by the Board of Directors shall be due and payable on the first day of each fiscal year with the understanding that such sum shall include but not be limited to District and RI dues and the cost of each member's subscription to the ROTARIAN magazine. Proration of membership dues for new members will be based on the quarter in which the member was inducted into Club. Upon a member's written request and Board approval, a member may be entitled to defer payment of one-half of annual dues for 6 months, which approval will be made in the sole discretion of the Board and on an annual basis, only. Dues delinquent more than 60 days is grounds for termination of membership unless approved by the Board of Directors.

ARTICLE VII - METHOD OF VOTING

The business of this Club shall be transacted by voice vote except for the election of the Directors by the Club members which shall be by written ballot.

ARTICLE VIII - COMMITTEES

SECTION 1 - The President shall, subject to the approval of the Board, appoint a member of the Board of Directors as director in charge of each of the five avenues of service, namely:

Club Service
Community Service
Vocational Service
International Service
Youth Service

The Senior Director appointed for each avenue of service shall have general responsibility for the functioning of the committees under that avenue of service. A Junior Director shall be appointed for each avenue of service. The Junior Director shall be in their first year of director service and shall become the Senior Director in their second year.

SECTION 2 - (a) The President, subject to the approval of the Board, shall designate such committees on particular phases of Club Service, Community Service, Vocational Service, International Service and Youth Service as may be deemed necessary by the President or the Board. This club should have the following committees:

Club Administration
Membership
Public Image
Rotary Foundation
Service Projects

The President is an ex officio member of all committees and, as such, has all the privileges of membership. Additional committees may be appointed as needed.

SECTION 3 - Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

ARTICLE IX - DUTIES OF COMMITTEES

(a) The Club Administration Committee shall be responsible for Club administrative activities and shall supervise and coordinate the work of all sub-committees. The Club Administration Committee shall consist of sub-committees for Programs, Communications, Website, Fellowship, Attendance, Sunshine, Sergeant at Arms, Archives, and Strategic Planning. The chairperson of this committee shall be responsible for the administrative activities of the club and shall supervise and coordinate the work of sub-committees that may be appointed.

(b) The Membership Committee shall be responsible for Membership activities and shall supervise and coordinate the work of all sub-committees. The Membership Committee shall consist of sub-committees for Recruitment, Fireside Chat, Retention, Mentoring, Membership Assessment and Planning, Member Education, Alumni, and Diversity. The chairperson of this committee shall supervise and coordinate the work of the sub-committees.

(c) The Public Image Committee shall devise and carry into effect plans, which will guide and assist the members of this club in discharging their responsibilities in areas which involve the public image of the club. The Public Image Committee shall consist of sub-committees for Media, Web and Social Media, Advertising and Marketing, External Relations, and Special Events. The chairperson of this committee shall be responsible for the Public Image activities of the club and shall supervise and coordinate the work of the sub-committees.

(d) The Rotary Foundation Committee will devise and carry into effect plans which will guide and assist the members of this club in raising awareness and donations for the Rotary Foundation. The Rotary Foundation Committee shall consist of sub-committees for Fundraising, Scholarships, Vocational Training, Polio Plus, District Grants, and Global Grants. The chairperson of this committee shall supervise and coordinate the work of the sub-committees.

(e) The Service Projects Committee shall devise and carry into effect plans, which will guide and assist the

members of this club to serve the community. The chairperson of this committee shall be responsible for the Community Service activities of the club and shall supervise and coordinate the work of sub-committees that may be appointed, such as Killarney Elementary School Food Pantry, Dictionaries for Literacy, 4-Way Essay Test, Bell Ringing for Salvation Army, Bloodmobile, Volunteer Coordination, Boat Parade, Sidewalk Art Festival Beer Garden, Chili For Charity, Vocational Projects, Community Projects, and International Projects.

ARTICLE X – ATTENDANCE, PERFECT ATTENDANCE, LEAVE OF ABSENCE

SECTION 1 – ATTENDANCE. Each member should attend this club’s regular meetings, or satellite club’s regular meetings if provided in the bylaws, and engage in this club’s service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or using an online connection 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 participates in the regular meeting posted on the club’s website within one week following its posting, or makes up for an absence within 6 months (180 days) before or after the missed regularly scheduled meeting. See Article 12 of the Club Constitution for qualifying make ups and excused absences.

SECTION 2 – PERFECT ATTENDANCE. A club member shall be considered to have perfect attendance when for a defined period of time the member can account for all consecutive regularly scheduled club meetings with qualifying make ups or excused absences as defined in Article 12 of the Club Constitution.

SECTION 3 – 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 meetings of the Club for a specified length of time. A member seeking a leave of absence must be in good standing and dues paid current, in full.

SECTION 4 – EXCUSED ABSENCE. The following positions will be designated as “full attendance” positions, i.e., any individual holding these positions will be reported as attending every Club meeting during their tenure in that position, whether they are at that Club meeting or not:

Club President
Club Vice-President
Club President-Elect
Club Secretary
Club Treasurer
Foundation President
Sergeant at Arms

Avenues of Service Directors
Club Service
Community Service
International Service
Vocational Service
Youth Service

Committee Chairs and Co-Chairs
Club Administration
Membership
Public Image
Rotary Foundation
Service Projects

Or positions recommended by the Club President and approved by the Board of Directors.

Full attendance positions shall reset July 1st each Rotary year with approval by the Board of Directors.

ARTICLE XI - FINANCES

SECTION 1 - The Treasurer shall deposit all funds of the Club in financial institutions designated by the Board.

SECTION 2 - All bills shall be paid electronically or by checks signed by two officers, or solely by the Treasurer, all as mandated and budgeted by the Board. A thorough audit by a certified public accountant or other qualified independent person shall be made of all the Club's financial transactions as mandated by the Board and/or required by RI. Tax returns, as required by law, shall be filed timely.

SECTION 3 - 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 - The fiscal year of this Club shall extend from July 1st to June 30th, unless otherwise dictated by the Board. 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, to the extent permitted by Rotary International.

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 approved by the Board shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. Said budget should be approved not later than the 2nd Board meeting prior to the end of the Club fiscal year, allowing adequate time to inform Club membership of the budget for the coming year and deliver dues invoices to members in order for their timely payment of same.

ARTICLE XII

METHOD OF ELECTING MEMBERS - ACTIVE, HONORARY, FORMER ACTIVE

SECTION 1 - ACTIVE

(a) The name of a prospective member is proposed by an active member of the club or by the membership committee by submitting a completed membership application, signed by applicant and sponsor, and submitted to the Membership Committee Chair or the Club Secretary. The prospective member shall attend two club meetings to proceed in the membership process. These steps may be completed simultaneously.

(b) The Membership Committee Chair reviews the completed application with the Membership Committee and assigns a classification for the prospective member. The Membership Committee shall investigate character, business, social standing and general eligibility of the proposed member. The club members shall be notified of the prospective member by posting the candidates name in the weekly bulletin for two weeks. Any club member may confidentially comment and object to membership for the prospective member to a Member of the Board of Directors (BOD) for consideration.

(c) Upon approval by the Membership Committee, the Membership Committee Chair forwards the application to the Fireside Chat Committee.

(d) The Fireside Chat Committee schedules a meeting with the prospective member. After the Fireside Chat meeting and approval by the Fireside Chat Committee the application is forwarded to the Board of Directors for a final membership vote. The vote shall be unanimous in favor of the new member.

(e) Upon the Board of Director's vote for approval the new member will be scheduled for induction at a regularly scheduled club meeting.

SECTION 2 – HONORARY

The Board of Directors may, by unanimous vote, elect Honorary members.

(a) A Club Honorary member shall have been a member of our club for more than 10 years and a Rotarian for more than 30 years, shall be over the age of 85 (unless the Board approves otherwise) and shall be in good standing at the time of their initial application to the Board for Honorary Status. A Club Honorary member shall be approved by the Board on an annual basis.

(b) Persons who are not members of this Rotary club and have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their 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.

(c) Honorary members will have no attendance requirements; and will not be obligated to pay dues to the Club; however, the Club will not pay dues to the District or RI, and as a result they will not be considered in our Club membership roster, and they will not be entitled to any membership benefits or subscription to the ROTARIAN magazine, unless they choose to pay for same. Honorary members will be welcome to attend Club meetings and participate in Club projects and events, but they will be obligated to pay for their meals when they attend Club meetings or expenses at any Club or Rotary events.

SECTION 3 - FORMER ACTIVE

(a) A former member of this Rotary Club must submit a new application for reinstatement of membership to this club.

(b) The Membership Committee will review the application. Upon approval by the Membership Committee the application will be forwarded to the Club Secretary.

(c) The Club Secretary after the recommendation for reinstatement of membership from the Membership Committee notifies the club membership of the recommendation for membership and publishes the name of the prospective member in the Club bulletin for two weeks. Any club member may

confidentially comment and object to reinstatement of the former member to a Member of the Board of Directors (BOD) for consideration.

(d) After the posting of the application for two weeks in the Club Bulletin and resolution to objections for reinstatement the application may be presented to the BOD for final membership approval.

(e) A former active member will be inducted at a regularly scheduled club meeting.

ARTICLE XIII - RESOLUTIONS AND SUBSCRIPTIONS

SECTION 1 - 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. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

ARTICLE XIV - ORDER OF BUSINESS

The order of business of Club meetings shall be determined by the President in consultation with the Board of Directors.

ARTICLE XV - AMENDMENT

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 made available to each member at least ten days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Club Charter and with the Constitution and Bylaws of Rotary International.

ARTICLE XVI - NOTICE

Notice of any matter required or permitted by these bylaws or the Club Charter shall be sufficient if published in a bulletin, Club website or provided to members electronically, or by written handout distributed during any regular meeting of members.

ARTICLE XVII - EFFECTIVE DATE

These Bylaws shall be effective immediately upon their adoption at any regular meeting of the Club, a quorum being present, by a two-thirds vote of all members present. Any Amendments to these Bylaws duly and properly noticed and approved pursuant to Article XV and Article XVI shall be effective immediately after such Amendment(s) are approved by the Club members.