

**Bylaws of the
Rotary Club of Puget Sound Environmental
and the
Rotary Club of Puget Sound Environmental Foundation**

Draft in work as of 2 Nov 2021, reviewed and approved by board..

Unanimously approved by membership at our annual meeting on December 7, 2022.

These bylaws apply to the governance of both the Rotary Club of Puget Sound Environmental (the “club”) and the Rotary Club of Puget Sound Environmental Foundation (the “foundation”).

- Articles 1 through 11 apply to the governance of the club;
- Articles 1, 4, 5 and 9 contain provisions applicable to the governance of both the club and the foundation;
- Article 12 applies solely to the governance of the foundation.

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Article 1. Definitions

- Board: The governing body for the club, made up of directors.
- Board of Trustees: The governing body for the foundation, made up of trustees.
- Club: The Rotary Club of Puget Sound Environmental.
- Director: A managing member of this club.
- District: Rotary District 5030, of which this club is a part.
- Foundation: The Rotary Club of Puget Sound Environmental Foundation, created and sponsored by the club, for the purposes set forth in the Articles of Incorporation.
- Member: A dues-paying participant, not an honorary member, of this club.
- 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, a majority of the directors for club board decisions, and a majority of the trustees for foundation decisions.
- RI: Rotary International.
- Trustee: A managing member of the foundation.
- Year: The 12-month period beginning 1 July.

Article 2. Club Governance

The governing body of this club is its board of directors, consisting of the president, immediate past president, president-elect/vice president, secretary, treasurer and additional directors as deemed advisable by a majority of the officers to best achieve the board's annual and long-term goals.

Article 3. Elections and Terms of Office

Section 1 — The inaugural club officers will volunteer for their positions and serve an initial term lasting for the duration of the inaugural year, plus one additional year. When the inaugural term expires, the election of officers will proceed as described in the sections below.

Section 2 — One month before elections, members nominate candidates for president, president-elect/vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 3 — The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 4 — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 5 — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 6 — If a majority of the officers deem it advisable to immediately add one or more director positions to the board, then the current members of the board may appoint a club member to fill that newly created position.

Section 7 — The terms of office for each role are:

President -	12 months
Vice President	
/President Elect -	12 months
Treasurer -	12 months
Secretary -	12 months
Director -	12 months

Article 4. Duties of the Officers

Section 1 — In addition to the duties prescribed in this article, the officers also serve in their respective positions and as trustees for the foundation. Refer to Article 12 of these bylaws.

Section 2 — The president presides at club and board meetings.

Section 3 — The immediate past president acts as an advisor to the president, the club and the foundation, and sits on the board as a director.

Section 4 — The president-elect/vice president prepares for his or her year in office and serves as a director, and presides at club and board meetings when the president is absent.

Section 5 — The secretary keeps membership and attendance records, sends out notices of club and board meetings, records and preserves the minutes of such meetings, and makes required reports to RI and to the district.

Section 7 — The treasurer oversees all funds and provides an accounting of them.

Section 8 — A director attends club and board meetings.

Article 5. Meetings

Section 1 — An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 — This club meets at least twice a month at dates and times decided by the board, unless otherwise amended by the board of directors. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 — 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 4 — Participation in member and board meetings may be conducted by means of a conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence at a meeting, for purposes of attendance, and for voting on any matters dutifully brought up for such consideration.

Article 6. Dues

Club dues will be set by the board at the beginning of each year. Annual club dues are payable on the first day of July. Quarterly club dues are payable on the first days of July, October, January and April. Club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees and any other Rotary or district per capita assessment.

Article 7. Method of Voting

Section 1 — The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Section 2 — Ballots may be provided electronically, using whatever secure and private facilities are offered by the telecommunications systems in use by the club.

Article 8. Committees

Section 1 — The board may establish such committees as it deems advisable in order to best achieve its annual and long-term goals, including (but not limited to):

- Club Administration
- Membership
- Nominating
- Public Image
- Rotary Foundation
- Service Projects

Section 2 — The president is an ex officio member of all committees.

Section 3 — The board shall appoint the chair for each committee, and membership for each committee shall be drawn from the club's membership.

Section 4 — 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 9. Finances

Section 1 — This article applies to both the club and the foundation, except where otherwise specified.

Section 2 — Before each fiscal year starts, the club board and the foundation board of trustees each prepares an annual budget of their respective income and expenditures.

Section 3 — 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 4 — Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 5 — A qualified person conducts a thorough annual review of all financial transactions.

Section 6 — Club members will receive an annual financial statement of the club. A mid-year financial report, with current and previous year income and expenses, is presented at the annual meeting.

Section 7 — The fiscal year is from 1 July to 30 June.

Article 10. Method of Electing Members

Section 1 — A member proposes a candidate for membership to the board and/or the membership committee, or another club proposes one of its transferring or former members.

Section 2 — The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 3 — If the board approves the candidate's membership, the prospective member is invited to join the club.

Article 11. Amendments

These bylaws may be amended at any regular club meeting. 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 club's Constitution, the RI

Constitution and Bylaws, and the Rotary Code of Policies.

Article 12. Special Provisions Applicable to the Foundation

Section 1 — The club will direct a legally constituted foundation whose purpose is to manage the club's service funds, in accordance with the Articles of Incorporation for the foundation.

Section 2 — Members

- a) The members of the foundation are the members of the club, as such members may change from time to time.
- b) Either the president of the board of trustees or one-third of the members of the foundation may call a special meeting of the members.
- c) The annual meeting of the foundation shall be held concurrently with the annual meeting of the club.

Section 3 — Board of Trustees

- a) The trustees of the foundation shall be the members of the club board, as such members of the board may change from time to time. The trustees shall be nominated and elected, shall serve, and may be removed, and any vacancy on the board shall be filled, as provided by Article 3 of these bylaws.
- b) The board of trustees shall manage the business and affairs of the foundation.
- c) The board of trustees shall meet concurrently with the board of directors of the club.
- d) Special meetings of the board of trustees shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board of trustees, due notice having been given to the board of trustees and membership at a regular club meeting or via email.

Section 4 — The officers of the foundation shall be the officers of the club. The officers shall be nominated and elected, shall serve, and may be removed, and any vacancy shall be filled, as provided in Article 3 of the bylaws of the Club.

Section 5 — The president, with the consent of the board of trustees, shall appoint committees and working groups as necessary to effectuate the objectives of the foundation, as provided in Article 8 of these Bylaws.

Section 6 — These bylaws shall govern the business and operation of the foundation; provided, however, that if any inconsistency exists between the Articles of Incorporation of the foundation and these bylaws, as they now stand or as they may hereafter be amended, the Articles of Incorporation shall govern.

Section 7 — These bylaws of Article 12 may be altered, amended, or repealed as set forth in Article 11.