



Leavenworth Rotary Club

Bylaws (June 21, 2023)

Article 1 Definitions and References

1. Board: The Board of Directors of this club.
2. Director: An Avenue of Service director/member of this club' s Board of Directors.
3. Member: A member, other than an honorary member of this club.
4. Officer: President, President-elect, Past President, Secretary, Treasurer; all are on the Board of Directors
5. RCW24.03 2021 NonProfit Corporation Act
6. RCW19.09 Washington State Charitable Solicitation Act
7. Washington State Gambling Commission (www.wsgc.wa.gov/)
8. Constitution and ByLaws of Rotary International District 5060
9. Constitution and ByLaws of Rotary International (RI)
10. Year: The twelve-month period that begins on 1 July.

Article 2 Five Avenues of Service

The five Avenues of Service 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 five Avenues of Service. Club members will uphold the 4 Way Test and be of the highest integrity and sensitive to conflicts of interest.

Article 3 Board

The governing body of this club shall begin with the officers of the club, namely: the president, president-elect, immediate past-president, secretary, and treasurer. In addition, five Directors, aligned with the 5 Avenues of Service, shall be elected in accordance with Article 4, Section 1 of these bylaws.

Section 1- All Board meetings will be conducted in line with Robert's Rules of Order (Newly

Revised-2020).

Section 2- A majority of the officers and directors (6) shall constitute a quorum of the Board. If a quorum is present, votes will be determined by the majority of Board members in attendance.

Section 3 - A vacancy in the Board or any office shall be filled by action of the remaining directors.

Section 4- A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Section 5 - Terms shall apply to officers and directors. No consecutive terms shall be served except for the Secretary and the Treasurer, for which there are no consecutive term limits. **In addition, a provision should be included in the amendment that the Service Directors terms be staggered such that the Board does not completely turn over in any given year.**

Section 5a - The term for an officer shall be one year, with exceptions noted above.

Section 5b - The term for a director shall be two years.

Section 6 - If an officer position is an outside contractor, such as executive secretary, the Board shall fill the vacant spot with an additional director.

Section 7 – Regular meetings of the Board shall be held monthly in a video/teleconference and/or in person. The time and date will be determined by the President with due notification by email, text or telephone call at least 7 days prior. Email notices will be the primary means of communicating notifications in this club, although social media postings can also be used. Members may choose to opt out with a request in writing.

Section 7a - Special meetings of the Board (video/teleconference and/or in person) shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, with due notification (which includes nature and purpose of the special business) by email, text or telephone call with adequate notification. Votes may be cast in person, by telephone or by email to whomever the president designates (normally the secretary), but must be in form of a record (as defined by RCW 24.03.005).

Section 8 – Board actions may be taken from time to time without a meeting with full Board consensus if the issue is clearly defined and from an authorized, identifiable Board source and the email, text or phone response is from an authorized, identifiable Board member and can be recorded (as defined in RCW 24.03.005).

Article 4 Election of the Club's Board

Section 1 - The president-elect, **by request of the President,** shall select a nomination committee no later than January to help seek nominees for the upcoming year. At the first regular meeting in February, one month prior to the meeting for election of officers, **the President elect as** presiding officer shall ask for nominations by members of the club for ~~president,~~ president- elect, secretary, treasurer, and open director positions. The nominations may be presented by any member or committee. Nominees must consent to their nomination. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the yearly election meeting which occurs at the first regular meeting of March. Votes may be cast in person, by telephone or by email to whomever the president designates (normally the secretary), but must be in form of a record (as defined by RCW 24.03.005). The candidates for president-elect, secretary, treasurer, and directors receiving a majority of votes for the respective positions shall be declared elected. The elected candidates (to include the previous president-elect) shall take office on July 1st following the vote.

Article 5 Duties of Officers and Avenues of Service Directors

Section 1-*President*. It shall be the duty of the president to **plan and** preside at meetings of the club and the Board and to perform other duties as ordinarily pertain to the office of president.

Section 2 - *President-elect*. It shall be the duty of the president-elect to serve as vice president of the club and to perform such other duties as may be prescribed by the president or the Board.

Section 3 - *Secretary*. It shall be the duty of the secretary to keep membership records, record and preserve the minutes of Board meetings, report as required to RI, report changes in membership, **provide the monthly attendance report**, and perform other duties as usually pertain to the office of the Secretary.

Section 4 - *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club at each Board meeting and at any other time upon demand by the Board, and to perform other duties as pertain to the office of the treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 5 – *Immediate Past President*. It shall be the duty of the immediate past president to provide experience, past continuity and counsel to the Board.

Section 6 - Director responsibilities are aligned with avenues of service:

Section 6a - Club Service Director – Responsible for planning, budgeting and oversight of **Club meetings**, fellowship, public image and fund-raising committees.

Section 6b - Vocational Service Director – Responsible for planning, budgeting and oversight of vocational initiatives and the programs, membership and tech committee.

Section 6c - Local Community Service Director – Responsible for planning, budgeting and oversight of the local major projects, local funded projects and local hands-on projects committees.

Section 6d - Club International Service Director – Responsible for planning, budgeting and oversight of international projects and the Rotary Foundation

Section 6e - Club Youth Service Director - Responsible for planning, budgeting and oversight of scholarship committee, youth and youth exchange committees as well as the youth protection program and officer.

Article 6 Committees

Section 1 - Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect, president, and immediate past president shall work together to ensure continuity of leadership and succession planning. While any member can nominate another member for the upcoming Board, the president-elect has a responsibility to recruit and nominate directors and work with the elected Directors in consultation with the committees' desires, for appointing committee chairs, and conducting planning meetings prior to the start of the year in office. When feasible, committee members shall be appointed to the same committee for three years to ensure consistency. It is recommended that the chair have previous experience as a member of the committee. The chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the respective Director and Board on all major committee activities and results. Standing committees shall be appointed as follows:

Club Service Director oversees:

Section 1a - Club Public Image Committee: this committee shall create and implement a plan to tell Rotary's story to the public and promote the club's projects and activities.

~~**Section 1b - Club Meeting Committee:** this committee shall work with the president and conduct activities associated with the setup and effective operation of the club meetings.~~

Section 1be - Fund-raising Committee: this committee shall solicit, evaluate and make recommendations to the Board to raise money for Rotary Causes and appropriate Club Expenditures.

Section 1cd - Fellowship Committee: this committee shall develop and implement plans to bring fun, accessible, inclusive fellowship opportunities to members, member's families and friends.

Club Vocational Service Director oversees:

Section 1de - Membership Committee: this committee shall develop and implement a comprehensive plan for the recruitment and retention of members.

Section 1ef - Club Programs Committee: this committee shall secure interesting speakers or presentations, including vocational speakers or classification talks for our weekly club meetings.

~~**Section 1g - Tech Committee:** this committee shall develop and implement plans to provide technical support to Club meetings and activities to ensure high quality and broad exposure.~~

~~**Section 1h - Vocational Initiatives Committee:** includes updating robust classification materials and nominating presentations to the programs committee~~

Section 1fi - Scholarship Committee: this committee shall organize, communicate and award Rotary scholarships.

Club Community Service Director oversees:

Section 1gj - Local Major Projects Committee: this committee shall develop and implement plans to find and award complex projects or those that generally exceed \$5000.

Section 1hk - Local Funded Projects Committee: this committee shall provide local financial assistance for needs relating to health, hunger, water and literacy or other needs that are deemed appropriate that generally amount to \$5000 or less.

Section 1il - Hands On Committee: this committee will identify possible pure volunteer labor projects, decide on which projects they wish to adopt and present their project proposal to the Board for approval

Club International Service Director oversees:

Section 1jm - International Projects Committee: this committee shall develop and implement plans to find and award international service projects that provide building blocks for future generations to enjoy the benefits of good health, clean water, enough food and literacy.

Section 1ka - Rotary Foundation representative keeps the club informed on Rotary Foundation participation.

Club Youth Service Director oversees:

Section 1le - The Youth Committee: this committee supports, promotes and oversees youth activities within the community.

Section 1mp - The Youth Exchange Committee: this committee shall develop and implement plans to find and award candidates for outbound youth exchange as well as host international youth exchange students.

Section 2 - Additional ad hoc committees may be appointed as needed.

Section 3 - The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

Section 4 - Each committee shall transact its business as is delegated to it in these By-Laws and such additional business as may be referred to it by the President or the Board. Each Committee shall provide a recommendation to the Board for its annual budget allocations. The Board approves committee budgets and expenditures for funding granted to an outside party through community service and international services.

(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the Club Committee Manual. A club may develop a different committee structure as needed)

Article 7 Meetings

Section 1 - Annual Election Meeting. An annual meeting of this club shall ordinarily be held on the first ~~Wednesday~~ **Friday** in March in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 - The regular weekly meetings of this club shall be held on ~~Wednesdays~~ **Friday** at Noon. These meetings will be held on video/teleconference and/or in person. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club by telephone, email or text and posting on website, Facebook or Newsletter. All members excepting an honorary member are encouraged to be present at regular meetings at least 50% of the time. This can be accomplished either in person or virtually. Additionally, members may remain in good standing by attendance at this Club, any other Rotary Club, satellite meetings (if available), social events, fund-raising events, service projects and any other activity sponsored by the Club. Members may also fulfill their attendance through participation in webinars/education platforms available through Rotary. **Members can document their attendance at a sign-in book available at the registration/badge table upon entrance.**

Section 3 - One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – The Club may establish a Satellite Club or group and/or Satellite meetings at its discretion.

(Note: Members will provide contact information (emails, addresses and phone numbers) to the club secretary so all can be contacted in most convenient way: 1) email; 2) text; 3) telephone; 4) postal mailing. If individual members have a different priority for being contacted, they must document such to the club secretary)

Article 8 Fees and Dues

Section 1 - The membership dues and fees shall be invoiced by 1 ~~August~~ **June** payable by 1 ~~September,~~ **August to avoid a \$10 penalty**, with the understanding that a portion of each payment shall be applied to each member's subscription to the Rotary International official magazine. Members who do not pay are not in good standing. Members not in good standing for 12 consecutive months shall no longer be considered members **and will be notified by the Club President**. When in the interest of the Club and its members, **and with the Club's financial health permitting, the Board may decide to provide temporary, full or partial waivers or discounts to dues requirements, or accept a payment plan.**

Article 9 Method of Voting

Section 1 - The business of this club shall ordinarily be transacted by a vocal ascent vote with the exception of the election of officers and directors, which shall be by ballot. The Board may

determine that a specific resolution be considered by ballot rather than by vocal ascent.

Article 10 Leave of Absence

Section 1 - Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time, with the maximum being one year. The member is expected to pay dues unless waived by the Board.

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)

Article 11 Finances

Section 1 - Prior to the beginning of each fiscal year, **the President Elect as the presiding officer, with the assistance of** the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 - The treasurer shall deposit all club funds in a bank, named by the Board.

Section 3 - All bills shall be paid by the treasurer (or another authorized officer) when authorized by two officers or designated signers.

Section 4 - Although finances are updated and reviewed at each Board meeting, a thorough review of all financial transactions by a qualified person or a committee, as determined by the Board, shall be made once each year. This review shall be conducted in July and shall be completed by August 31.

Section 5 - The fiscal year of this club shall extend from 1 July to 30 June.

Section 6 - In the event the club is dissolved for any reason all funds remaining after meeting financial commitments will be donated to the Rotary Foundation.

Article 12 Method of Electing Members

Section 1 - The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, through the club Membership Chairperson. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 - The Board must give initial approval to the Membership Committee to meet with the prospective member, discuss Article 8 above and collect additional information and make an initial proposal back to the Board. Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

Section 3 - The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision.

Section 4- If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5- If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, after the induction ceremony and then payment of the admission fee, shall be considered to be elected to membership.

Section 6 - If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, after induction and then upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6a- "Publication" can be by an announcement at a meeting or committee meeting or via phone, email or mail.

Section 7- Following the election, the president and membership committee shall ~~lead the Secretary in~~ arrange for the new member's induction, membership card, admission fees, and new member Rotary literature as well as communicating the new members' information to Rotary International.

Section 8 - The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article 13 Amendments

Proposed Bylaw amendments will be published and read to the membership at a regular meeting, 30 days prior to a call for a vote by members at a regular club meeting. 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 mailed or emailed to each member at least ten (10) days before such meeting. The manual and By-laws will be reviewed and updated by the old and new Board of Directors in the month of May with special attention to assure the congruence between the two. 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 and the Rotary Code of Policies.

These Bylaws acknowledge that the Board also adopts written policies and procedures to implement the guidance in the Bylaws.

Brad Blackburn - 08/09 President
Dean Johnson - 09/10
Joel Walinski – 2021-22 President

Record of Amendments:

- October 30, 2009: Article 2, deleted executive secretary and Article 4, added secretary and changed service of president-elect from officer to vice president.
- December 4, 2009: Article 3 Section 1, clarified wording regarding assumption of duties by officers

on July1 following election.

- Sept. 13, 2011 Article 8 amended to reflect fifth avenue of service and Article 11, Section 6 added to satisfy the state gaming commission.
- March 15, 2022: Extensive revisions in every Article to accommodate new state law provisions, digital communications, and Rotary International updates.
- June 23, 2023, Annual review-minor changes