

AMENDED AND RESTATED BYLAWS OF THE
ROTARY CLUB OF WENATCHEE, WASHINGTON, U.S.A.

ARTICLE 1- DEFINITIONS

Unless the context otherwise requires, the following terms used in these Bylaws are capitalized and mean:

Annual Meeting refers to the Club's meeting defined in Section 5.1.1 where Members elect Elective Positions under Section 4.4 and the Treasurer reports on the Club's financial position for the previous Year under Section 7.

Board means all the Club's Directors who collectively manage the Club.

Club means the Rotary Club of Wenatchee, Washington, U.S.A.

Constitution means the Club's Constitution, which was based on the RI Standard Club Constitution.

Director means a member of the Board.

Officers mean the President, Immediate Past President, President-Elect, President-Elect Nominee, Secretary and Treasurer, described in Article 3.

Member(s) means the Club's members, other than an honorary member, also referred to as an Active Member.

Year means the Club's fiscal year beginning July 1 and ending the following June 30.

ARTICLE 2- BOARD

2.1 Management. The Club's business and affairs are managed by the Board of 15 Directors consisting of the Officers and 9 At-Large Directors.

2.2 Classes of At-Large Directors. The At-Large Directors are divided into 3 classes of 3 At-Large Directors, each having 3-year terms, beginning on July 1 after their election, as set out in Article 4. For example, the current classes of At-Large Directors are:

Class	Current Term
A	July 1, 2021-June 30, 2024
B	July 1, 2022-June 30, 2025
C	July 1, 2023-June 30, 2026

ARTICLE 3- OFFICERS

3.1 Officers. The Club's Officers include the President, Immediate Past President, President-Elect, President-Elect Nominee, Secretary, and Treasurer, and such other officers and assistant officers as the Board deems necessary.

3.2 President. The President is the Club's principal executive officer who, subject to the Board's control, supervises and controls the Club's daily business and affairs; presides at all Meetings; signs contracts and checks; and performs other duties inherent to the office of President; and as the Board directs.

3.3 President-Elect. The President-Elect presides at all Club and Board meetings when the President is absent and performs other duties the President or Board directs.

3.4 President-Elect Nominee. The President-Elect Nominee performs those duties the President or Board directs.

3.5 Immediate Past President. The Immediate Past President chairs the Nominating Committee; and performs those duties the President or Board directs.

3.6 Secretary. The Secretary keeps membership and attendance records; transmits notices of, records minutes to, and preserves the Club and Board meeting minutes; reports as required to Rotary International and District 5060; performs other duties inherent to the office of secretary; and performs those duties the President or Board directs. Upon retirement, the Secretary turns over to the successor secretary all files and property in their possession.

3.7 Treasurer. In addition to the Treasurer's duties in Article 7, the Treasurer performs other duties inherent to the office of Treasurer and those duties the President and the Board directs. Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and any other club property.

ARTICLE 4- ELECTION, TERMS, REMOVAL, AND APPOINTMENT OF DIRECTORS AND OFFICERS UPON A VACANCY

4.1 Terminology. This Article uses the following terms:

4.1.1 The Presidential Line. The Presidential Line includes, in ascending order, the President Elect Nominee, The President Elect, the President, and the Immediate Past President. The Members elect the President Elect Nominee at the Annual Meeting, whose term begins the following July 1. Also, on that July 1 the previous President Elect Nominee, President Elect, and President become President Elect, President, and Immediate Past President, respectively.

4.1.2 Elective Positions. Elective Positions are the President Elect Nominee, the At-Large Directors, the Secretary, and the Treasurer.

4.2 Qualifications for Elective Positions

4.2.1 At Large Directors. All Members may be an At-Large Director, except Members who were elected as an At-Large Director may not be an At-Large Director for one year after their term expired.

4.2.2 President Elect Nominee. Members who are or have been a Director may be the President-Elect Nominee.

4.3 Nominating Committee. The Nominating Committee consists of the Immediate Past President, who is chair and at least two Members appointed by the President. The Nominating Committee nominates Members interested and qualified to Elective Positions, as follows:

4.3.1 Number of Candidates. Two Members should be nominated for the President-Elect Nominee and At-Large Directors and at least one Member as Secretary and Treasurer.

4.3.2 Potential of being President. Each candidate for the At-Large Directors implies a willingness to be nominated as President Elect-Nominee in the future.

4.3.3 Announcement of Nominated Candidates. The candidates for Elective Positions are announced at the 2 Regular Meetings immediately prior to the Annual Meeting and/or published in 2 Club Bulletins before the Annual Meeting.

4.4 Elections at the Annual Meeting

4.4.1 Floor Nominations. At the regular meeting the week before the Annual Meeting any Member may nominate any other Member for an Elective Position

4.4.2 Ballot. Voting for Elective Positions is by secret written ballot at the Annual Meeting and may also include an electronic voting method the Board approves, where the result of the voting can be determined and announced by the end of the Annual Meeting.

4.4.3 Votes. Members have one vote for each of the President Elect-Nominee, Secretary and Treasurer and three votes for At-Large Directors. The candidate receiving the most votes for President Elect-Nominee, Secretary and Treasurer are elected. The candidates receiving the three largest number of votes are elected as the At-Large Directors. The terms begin the following July 1.

4.5 Voting Quorum. An act by the Members is by a majority vote occurring at a meeting where a quorum of one-third of the Members are present. The vote may be by voice vote or a show of hands, except for voting for Elective Positions, which is by secret written and/or electronic ballot.

- 4.6 Removal of Officers and Directors. The Members or the Board may remove an Officer and At-Large Director, when the Members or the Board believe, based on evidence, the Officer or At-Large Director is not satisfying their duties.
- 4.7 Vacancies.
 - 4.7.1 Elective Positions. The Board fills any vacancy for the remaining term of an At-Large Director, Immediate Past President, Secretary and Treasurer.
 - 4.7.2 Presidential Line. If a vacancy occurs in the Presidential Line other than the President-Elect Nominee, the remaining Presidential Line will move up if willing. Otherwise, the vacancy in the Presidential Line will be filled by at least one candidate nominated by the Board and elected by a majority of members present at a meeting represented by a quorum.

ARTICLE 5-MEETINGS

- 5.1 Club Meetings.
 - 5.1.1 Annual Meeting. The Club's annual meeting is held no later than the second regular meeting of December of each year.
 - 5.1.2 Regular Meetings. The Club's regular weekly meetings are held on Thursday noon at a place the Board selects.
 - 5.1.3 Cancellations/Changes. In addition, and subject to the reasons in the Constitution, the Board may cancel or change a regular meeting for any reason and the Secretary notifies Members of the change or cancellation.
- 5.2 Board meetings.
 - 5.2.1 Regular Meetings. The Board should regularly meet monthly, but no less often than each calendar quarter at a time and place the Board chooses. Notice of the Board's regular meetings is published in the Club Bulletin.
 - 5.2.2 Board Action. An act by the Board is by the majority vote at a meeting where a quorum of eight Directors is present.
 - 5.2.3. Special Meetings. The Board may meet specially upon the President's, Secretary's or 3 or more Directors' direction, after notice to all Directors of at least 24 hours by telephone, text or email stating the time, place and the business to be conducted at the special meeting.
 - 5.2.4 Action without meeting. The Board may act without a meeting if all Directors execute a consent describing the action being taken and delivering it to the Secretary, who maintains the consents as minutes.

- 5.2.4 Availability of Minutes. The Secretary will provide Minutes of the Board meetings to Members within 30 days of the Meeting.

ARTICLE 6- COMMITTEES

- 6.1 Committees. The President, President-Elect and Board may authorize Standing and Ad-Hoc Committees to carry out the Club's short-term, annual, and long-range goals.
- 6.2 Standing committees. Standing Committees are provided in the Constitution, which develop, amend, and implement strategies, as follows:
 - 6.2.1 Club Administration Committee, consisting of the President, as chair, President-Elect, President Elect-Nominee, Secretary and Treasurer, overseeing Club operations. This committee should conduct activities associated with the effective operation of the club. Related committees include: Sergeant At Arms, Finance, Fellowship, Program and Youth.
 - 6.2.2 Membership Committee, addressing the recruitment and retention of Members;
 - 6.2.3 Public Image Committee, providing the public with information about Rotary International, the Club, and promoting the Club's service projects, programs and activities;
 - 6.2.4 Rotary Foundation Committee, supporting the Rotary International Foundation through financial contributions and program participation;
 - 6.2.5 Service Projects Committee, focusing on educational, humanitarian, and vocational projects addressing the needs of the community and communities in other countries and considering Vocational Service, Community Service and International Service; and
 - 6.2.6 Finance Committee, focusing on the Club's financial operations, described in Article 7.
- 6.3 Ad Hoc Committees. The President, President-Elect, or the Board may form Ad Hoc Committees in addition to Standing Committees, to accomplish specific goals.
- 6.4 Miscellaneous
 - 6.4.1 Long term committees. For Standing Committees and those ad-hoc committees implementing strategies spanning multiple years, the President, President Elect, and President Elect-Nominee work together to ensure the committees have a specific and evolving mandate, clearly defined goals, and continuity of leadership. The President Elect appoints committee chairs, members, fills vacancies, and conducts planning meetings prior to their term as president. The President accomplishes the same for short-term committees arising during their term.
 - 6.4.2 Chair and Reporting. Committees have a chair, who is responsible for the committee's meetings and activities. The chair reports to the President or the Board on committee activities and progress, as the President or the Board requests.

6.4.3 Business. Committees transact their business and such additional business as delegated by the Bylaws, President, President-Elect, or Board. Unless as part of their mandate, committees articulate and maintain an action plan to accomplish the goals set out in their mandate. Except where the Board grants special authority, committees may not take action until the Board approves of their action.

6.4.5 Ex officio Member. The President is an ex officio member of all committees.

ARTICLE 7- FINANCES

- 7.1 Finance Committee. The Finance Committee consists of the President, President Elect, Treasurer, as chair, and a Member acquainted with financial affairs the President appoints.
- 7.2 Budget. Prior to each Year, the Finance Committee develops a budget of estimated receipts and expenditures for the Year, to be approved by the Board before the Year.
- 7.3 Deposits. The Treasurer deposits all Club funds in account(s) in a financial institution the Board designates.
- 7.4 Disbursements. All the Club's expenses are paid by check signed by 2 of the President, President-Elect, Secretary, Treasurer, or the Immediate Past President, unless the Board otherwise approves.
- 7.5 Financial Reports. Monthly and annually, the Treasurer provides a balance sheet, cash flow statement, and any other financial information the President or Board requests, to the Board or Club, providing them to the Finance Committee for its review and approval in advance.
- 7.6 Bond. The Treasurer shall give a bond for the safe custody of the Club's funds, at the Club's expense, if the Board requires.

ARTICLE 8- PROCESS FOR ELECTING MEMBERS

- 8.1 Intent and Terminology. This Article outlines the process for electing Members in a timely manner. A "Proponent" is a Member desiring to propose a "Proposed Member", using a Board-approved form "Proposal", subject to an "Objection" by a Member.
- 8.2 Proposal. A Member proposes a Proposed Member by completing and delivering a Proposal to the Secretary, who delivers copies to each Director as soon as reasonably practical. The Proposal is confidential until the Board's action in Section 8.3.
- 8.3 Board Consideration and Action. The Board ensures the Proposed Member satisfies the Constitution's classification and membership requirements and approves or disapproves the Proposal within 10 days after the Secretary received it. The Secretary notifies the Proponent of the Board's decision.

- 8.4 Information and Notice to Members. If the Board approves the Proposed Member, they are informed of Rotary's purposes, and a Member's privileges and responsibilities. The Proposed Member agrees to be a Member by counter-signing the Proposal and the Secretary notifies the Members of the Proposed Member and their proposed classification in the next Club bulletin.
- 8.5 Election. The Prospective Member is elected as a Member if the Secretary does not receive an Objection within 7 days after the Club Bulletin is published as noted in Section 8.4.
- 8.6 Board Action following an Objection. If the Secretary receives a timely Objection, the Board votes on this Proposal at a regular or special meeting within 7 days after the Secretary receives the Objection. If approved despite the Objection, the Proposed Member is elected as a Member.
- 8.7 Induction. Following election, the President arranges for the new Member's induction, which may include a membership card, new member literature and integration into the Club, such as assigning a mentor and a committee.
- 8.8 Termination of Membership. If termination of membership becomes necessary, the Club will adhere to the Constitution of the Rotary Club of Wenatchee, Washington, U.S.A. Article 13.

ARTICLE 9- MISCELLANEOUS PROVISIONS

- 9.1 Dues. The Board establishes dues and the payment schedule.
- 9.2 Electronic Means. When the Bylaws speak to "execute", "meeting", "attend", "deliver", "mail", "vote", "ballot", "notify", "present" or otherwise similar references, the word includes by electronic means to the fullest extent allowed by law unless the Board directs otherwise.
- 9.3 Resolutions. No resolution or motion to commit the Club on any matter is effective until the Board has considered and approved it.
- 9.4 Leave of Absence. The Board may grant a Member's leave of absence, upon written request, setting forth good cause, excusing the Member from attending Club meetings for a specified length of time. A Member continues to pay dues during a leave of absence,
- 9.5 Consistency. The Bylaws intend to be consistent with and furthers the Club's governance under the Constitution. If the Bylaws are inconsistent with the Constitution, the Constitution governs.
- 9.6 Practice and Procedure. The Bylaws provide general governmental principals for the Club. The Board may adopt specific Practices and Procedures.

9.7 Amendments. These Bylaws may be amended at any regular meeting, a quorum being present, by two-thirds vote of the Members present, after Members are notified of the proposed amendment at least 10 days before such meeting and posted in the Club Bulletin for two weeks before the meeting where the vote is taken. All amendments must be consistent with the Constitution and the Rotary International Constitution and Bylaws.

9.8 Effective Date. These Bylaws supersede and replace all previous bylaws and are effective when the Members approve these Bylaws, as certified by the Secretary.

I certify the Members approved these Amended and Restated Bylaws at a regular meeting, after due Notice, on _____, 2024

Frank Clifton, Secretary

_____, 2024