

# BYLAWS OF THE ROTARY CLUB OF RICHLAND

## ARTICLE 1 DEFINITIONS

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

## ARTICLE 2 BOARD OF DIRECTORS

The governing body of this club shall be the board consisting of the elected officers, namely, the president, immediate past president, president-elect, secretary, club treasurer, and up to seven directors elected in accordance with Article 3, Section 1, of these bylaws.

## ARTICLE 3 ELECTION OF DIRECTORS AND OFFICERS

**Section 1** – The president shall appoint a nominating committee (preferably the five most recent past presidents) to nominate candidates for president, secretary, treasurer, and at least one person for each the required number of opening director positions. There shall be up to seven directors serving staggered two-year terms. The nominations shall be read at three consecutive regular club meetings together with nominations from the floor, if any. The nominations duly made shall be read at the 3<sup>rd</sup> regular meeting and voted on by a voice vote if there is only one candidate for a position. At the voting meeting in December if there is more than one candidate for a position, a paper ballot voting should occur for that position. If a paper ballot is required, candidates' names should be listed in alphabetical order under each office listed, the winner being the candidate with the most votes. Paper or voice voting should occur during the meeting in December. If we are able to meet in person in December for the election, the President can decide on an appropriate type of election.

The president elected in such balloting shall serve as a member of the board as president-elect for the year commencing on the first day of July next following their election as president, and shall assume office as president on the first day of July immediately following their year of service on the board as president-elect.

**Section 2** – The officers and directors, so elected together with the immediate past president shall constitute the board of directors.

**Section 3** – A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

**Section 4** – Vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

**TITLE 4 DUTIES OF OFFICERS Section 1** – *President*. It shall be the duties of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

**Section 2** – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

**Section 3** – *President-Elect*. It shall be the duty of the president-elect to serve as a director and to preside at meetings of the club and board in absence of the president, to perform such other duties as may be prescribed by the president or the board, and to perform such other duties as ordinarily pertain to this office.

**Section 4** — *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club and board meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, calculate the per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; forward the semiannual reports to the treasurer for payment and perform other duties as usually pertain to the office of secretary.

**Section 5** – *Treasurer*. It shall be the duty of the Club treasurer to have custody of all funds of the Club, accounting for same to the club annually and at other times upon demand by the board, pay all bills including Annual District Dues and RI Semiannual Dues promptly, and to perform such other duties as pertain to the office of 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. There will be a separate Foundation treasurer elected to the Rotary Foundation Board of Trustees.

## **ARTICLE 5 MEETINGS**

**Section 1** – *Annual Meeting*. An annual meeting of this club shall be held in December of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2** – The regular meetings of this club shall be held on Tuesdays of each month at 12:00 p.m. The number of regular meetings during each month may vary between two to five as determined by the Board. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members, except honorary members (or members excused pursuant to the standard Rotary club constitution), in good standing in this club, on the day of the meeting, must be counted as present or absent on the day of the regular meeting. To be counted as present, members must be present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club.

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

**Section 4** – Regular meetings of the board shall be held monthly. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

**Section 5** – A majority of the board members shall constitute a quorum of the board.

## **ARTICLE 6 FEES AND DUES**

**Section 1** – The membership admission fee set by the board shall be paid before the applicant can qualify as a member. A reduced admission fee may be charged to former Rotarians to cover new pins, badges, roster books, etc.

**Section 2** – The membership dues set by the board shall be payable quarterly with the understanding that a portion will be applied semiannually to each member’s subscription to “The Rotarian” magazine. Charges for meals or room charges shall be all set by the board and payable quarterly or at the door. All members will be expected to purchase a meal or pay the room charge fee for each meeting attended.

## **ARTICLE 7 METHOD OF VOTING**

The business of this club shall be transacted by *viva voce* except for 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 *viva voce* vote (i.e. election of a District Governor nominee).

## **ARTICLE 8 AVENUES OF SERVICE**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Community Service, International Service, Vocational Service, and New Generations Service. This club will be active in each of the Avenues of Service.

## ARTICLE 9 COMMITTEES

**Section 1** - Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee chairs, appointing committee members to fill vacancies, and conducting planning meetings prior to the start of the year in office. It is recommended that committee chairs have previous experience as a member of the committee.

- (a) The president-elect shall appoint, subject to the approval of the board, one director to be responsible for the Avenues of Service, as established by the Board:
- (b) The president-elect and the incoming board are responsible for overseeing the committee structure of the club and assigning committees to each director's area of responsibility as deemed appropriate.
- (c) Committees shall consist of a chairman, who shall be named by the president, and other members drawn from the membership of the club.
- (d) The president shall be an ex officio member of all committees, and shall have all of the privileges of committee membership.
- (e) Each committee shall transact such business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Committees shall not take action or commit funds outside their budget allocation until a report has been made to the board through their director and the board has approved the action.
- (f) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, shall have minutes recorded and preserved of each meeting, and shall report to the board through their director on all committee activities.

**Section 2** – The most recent Annual Report to the District Governor provides a guide for the annual plans and activities of each committee.

## **ARTICLE 10 DUTIES OF COMMITTEES**

The duties of all committees shall be established and reviewed by the president-elect for their year. In declaring the duties of each, the president-elect shall reference appropriate RI materials and the Avenues of Service when developing plans for the year. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above. The club committees, mandates, goals, and plans will be in an Annual Report, to be published when the President Elect takes office.

## ARTICLE 11 LEAVE OF ABSENCE

Upon written application to the board, setting forth good and sufficient cause, a leave of absence may be granted excusing a member from attending the meetings of the club for no longer than twelve (12) months. Leave of absences spanning the end of the Rotary Year must be reapproved by the incoming Board. Those members placed on a leave of absence are responsible for keeping their dues current.

## ARTICLE 12 FINANCES

**Section 1** – Prior to the beginning of each fiscal year, 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 funds of the club in a bank or banks to be named by the board. Club funds will be maintained separately from Richland Rotary Foundation funds.

**Section 3**– All bills shall be paid only by checks signed by two authorized officers, usually the treasurer and another officer with board designated signature authority.

**Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5** – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 6**– The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into four (4) quarterly periods, extending from 1 July to 30 September, 1 October to 31 December, 1 January to 31 March, and 1 April to 30 June. The payment of per capita dues and RI official magazine subscriptions to Rotary International shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

## ARTICLE 13 METHOD OF ELECTING MEMBERS

**Section 1** – Members of the Club. The voting members of the Club (“Members” or, individually, a “Member”) shall be comprised of those individuals who are Active members of Rotary Club of Richland, Washington (the “Club”), which is Rotary Club No. 262, District 5080. Active members include; “Traditional” members, “Couples” members, designated “Corporate” members, and “Service” members. An individual who has been designated as an honorary

member of the Club (“Honorary Member”) or the non-designated (“Corporate Member”) is a non-voting member of the Club.

**Section 2 - Traditional Membership.** A member who pays full quarterly dues and attends regular meetings and social functions.

**Section 3 - Couples Membership.** The purpose of the Couples membership category is to fulfill a desire by the Club to provide some membership flexibility and reach another sector of potential members. Both parties in the Couple’s membership would be considered Active Rotary members and would be subject to district and international dues. One or both could attend the regular meetings of the Club. Couples membership dues will be based on one party paying the Active Member dues, plus the cost for RI and District fees for the second member. Both members would be free to participate in community service, socials and committee involvement.

**Section 4 – Corporate Membership.** The purpose of the Corporate membership category is to fulfill a desire by the Club to provide some attendance flexibility of Corporate employees and attract some of the Corporations who have limited abilities to meet regularly. All parties in the Corporate membership would be considered Active Rotary members and would be subject to district and international dues. One or all could attend the regular meetings of the Club. Corporate membership dues will be based on one party paying the Active Member dues, plus the cost for RI and District fees for the up to three additional members. All members would be free to participate in community service, socials and committee involvement. Only the designated Corporate Membership would have voting privileges.

**Section 4 - Service Membership.** The purpose of the Service membership category is to attract and retain talented members who do not have the time to attend meetings on a regular basis but have the talent and energy to devote to community projects, some meetings and socials. Service members will be Active members but will not be eligible to chair a committee or hold office. Service members will pay RI and District fees quarterly.

Service members are expected to participate in two events per quarter, events defined as regular meeting or Club social. Service members will attend new member orientation and will be appointed a mentor. Service members are expected to provide at least 20 hours of service per year and are encouraged to join and participate in one standing committee. Traditional members may not transfer to Service membership without Board approval. Service members are encouraged to become Traditional members within 5 years

**Section 5 —** The name of prospective members, proposed by an active member of the club, shall be submitted to the board in writing through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club or by an active member of this club. The membership proposal shall be kept confidential except as otherwise provided in this procedure. The board shall approve or disapprove the proposal within 30 days of its submission.

**Section 6** — The board shall request the Classification committee and Membership committee review the proposal and ensure that the proposed member meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 7** — If the Classification committee provides a classification and the board approves it, the proposed individual's name will then be published. Any unfavorable recommendation from either the Classification committee or the Membership committee shall be considered by the board and the prospective member approved or disapproved for publishing. The proposer shall be notified of the board's decision by the president or the club secretary.

**Section 8** — The prospective member's name will be published in the Club Bulletin and if no written objection, stating reasons, is received by the board within seven (7) days following publication, the proposer may arrange for an orientation of the prospective member. Following this orientation, if the prospective member chooses to join the club, they will be requested to submit an application and, upon payment of the admission fee as prescribed in Article 6 of these bylaws, shall be considered to be elected to membership. It should be noted that the Bylaws of Rotary International state that no club may, by provisions in its Constitution or otherwise, limit membership in the club on the basis of gender, race, color, creed, national origin or sexual orientation or impose any condition of membership not specifically prescribed by the RI Constitution or Bylaws.

**Section 9** — If any objection is filed with the board, it shall be considered at any regular or special meeting of the board. The member filing the objection shall be notified of the board meeting and may attend the meeting. The board will vote on the proposed membership and if a majority of votes of those board members in attendance are cast in favor of membership, the proposer may arrange for an orientation. Following this orientation, if the prospective member chooses to join the club, they will be requested to submit an application and, upon payment of the admission fee as prescribed in Article 6 of these bylaws, shall be considered to be elected to membership.

**Section 10** — Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report their name to the General Secretary of Rotary International. If the prospective member is not approved, the proposer shall be notified of the board's decision by the president or the club secretary.

**Section 11**— The member shall be formally introduced as a new member at a regular meeting of the club and assigned to three committees.

**Section 12** —*Honorary Members.* The name of a candidate for this membership shall be submitted to the board of directors in writing. The election shall be in the same form and manner as prescribed for the election of an active member. However, the board may at its discretion waive any of the steps as set forth in this Article and proceed to ballot on the proposed member.



If a majority of votes of those board members in attendance are cast in favor of membership, the proposed member shall be considered duly elected. Honorary members must be re-elected annually.

#### **ARTICLE 14 RESOLUTIONS**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred by the President to the board without discussion.

#### **ARTICLE 15 ORDER OF BUSINESS**

Recommended order:  
Meeting called to order.  
Song.  
Pledge of Allegiance.  
Invocation.  
Introduction of visiting Rotarians and guests.  
Announcements.  
Special Projects.  
50/50 Drawing  
Judicial.  
Speaker or other program.  
Adjournment.

#### **ARTICLE 16 AMENDMENTS**

The board can recommend amendments to the bylaws. These bylaws can then 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 provided 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 Club Constitution and with the Constitution and Bylaws of Rotary International

#### **ARTICLE 17 RICHLAND ROTARY FOUNDATION**

The board of directors shall serve as trustees of the Richland Rotary Foundation. The Richland Rotary Foundation shall be operated exclusively for charitable and educational purposes by the trustees in accordance with the Foundation's articles of incorporation and bylaws. The

Foundation will have a treasurer separate from the Club treasurer elected to its Board of Trustees.  
Foundation and Club funds will not be co-mingled.