

Bylaws

Amended 7/11/2024

ART. I: Election of Directors and Officers

Sec. 1. The club shall elect officers for each Rotary year - a president (as provided in Art. I, Sec. 3), president-elect, vice president, immediate past president, secretary, treasurer, and four directors. The Rotary year for the club shall be from July 1st to June 30th.

Sec. 2. A nominating committee composed of the immediate past three club presidents still active in the club and the current president-elect shall meet on or before the first meeting of November to nominate individuals to serve as vice president, secretary (two year term), treasurer (two year term) and four directors (two-year terms), as applicable and pursuant to ART. I Sec. 5, for the next Rotary year. The nominees shall be presented to the club at least one week before the club membership shall vote. Such vote shall be held during the annual meeting in December. Additional nominations are allowed from the floor at the annual meeting. If more than one candidate is nominated the vote shall be by ballot for that position with the candidate for each position receiving the majority of votes being elected. The nominating committee serving as the tellers committee shall count ballot votes.

Sec. 3. A club member elected to the position of vice president shall automatically be nominated to the position of president-elect in the following Rotary year. A club member elected to the position of president-elect shall automatically become the president in the following Rotary year.

Sec. 4. There shall be at least four directors. Two directors shall be elected each Rotary year to serve two-year terms.

Sec. 5. The president from the most recent Rotary year (immediate past president) shall serve as Managing Director overseeing the directorates to ensure coordination and continuity. The Managing Director shall be responsible for recruiting and nominating directors to serve on the Board in accordance with Sec. 2 and Sec. 4.

Sec. 6. The directors-elect and officers-elect shall be invited to join with the current governing body prior to taking office for the purposes of continuity and planning. No officer-elect or director-elect who is not a member of the current governing body shall have the right to vote during this observation period.

Sec. 7. A vacancy on the governing body of any elected officer or director shall be filled by action of the remaining members of the governing body. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the governing body.

ART. II: Governing Body

Sec. 1. The governing body of this club shall be the president, president-elect, vice president, the immediate past president, secretary, treasurer, and the four directors. The governing body shall be known as the "board."

Sec. 2. Only members of the governing body noted in Art. II, Sec. 1 shall have the power to vote in board meetings. The decisions of the board in all club matters shall be final, subject only to an appeal to the club in accordance with the club constitution.

Sec. 3. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Sec. 4. In addition to board duties and responsibilities described herein, it shall be the responsibility of the board to ensure that long-range goals are developed, communications between the board and the general club membership are clear and regular, continuity of leadership within the directorates and committees is assured, opportunities for club fellowship are enhanced, every club member has an opportunity to be active, and a comprehensive training plan is in place.

ART. III: Duties of Officers

Sec. 1. President. The president shall preside at the meetings of the club and board and shall perform such other duties as ordinarily pertain to the office of president.

Sec. 2. President-elect. The president-elect shall serve as a member of the board, preside at the meetings of the club and board in the absence of the president, arrange the weekly programs for club meetings, ensure programs are provided for each weekly meeting, and perform such other duties as ordinarily pertain to the office of president-elect, or as are assigned from time to time. In the event that the President becomes incapacitated, unavailable, or unwilling to serve, the President-elect shall immediately become Interim President for the remainder of the then-current Rotary year, and shall have the authority to act as President while fulfilling the duties and responsibilities of both President and President-elect; provided, however, if such event occurs, the board may vote by a majority to approve the immediate succession of President-elect to President, Vice President to President-elect, and may appoint additional board members as necessary to fill remaining vacancies. In the event that the President-Elect serves as Interim-President for ten (10) or more months remaining in the then-current Rotary year, the President-Elect shall be relieved of the duty to serve as President in the following Rotary year, and shall become Immediate Past President in the following Rotary year; provided, however, the Board shall have the authority to vote to relieve a President-Elect of the duties of President in the following Rotary year upon service as Interim President for any length of time.

Sec. 3. Vice President. The vice president shall be a member of the board, serve as the Sergeant-at-arms, appoint an assistant sergeant-at-arms for each month, and perform such other duties

as may be prescribed by the president or the board. The assistant sergeant-at-arms shall be responsible for announcing guests and visiting Rotarians and providing for the invocation.

Sec. 4. Secretary. The secretary shall record and preserve the minutes of ~~such~~ the board and club meetings, as applicable, and distribute the same to such group in a timely manner. The Secretary shall serve on the board for at least a two-year term, which term should be offset by one year against the Treasurer's term.

Sec. 5. Treasurer. The treasurer shall have custody of all funds, account for the same to the club annually and at any other time upon request by the board; collect and account for dues, meal charges, and other member financial obligations to the club and RI; and perform such other duties as pertain to the office of treasurer. Upon leaving the office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property. To assist the treasurer, a billing clerk and/or a meeting clerk may be appointed by the president. The Treasurer shall serve on the board for at least a two-year term which term should be offset by one year against the Secretary's term.

ART. IV: Meetings

Sec. 1. Annual Meetings. An annual meeting of this club shall be held the second Thursday in December of each Rotary year for the purpose of electing a president, president-elect, vice president, secretary, treasurer and four directors for the next Rotary year.

Sec. 2. Board Meetings. Regular meetings of the board shall be held at least monthly as decided by the board. 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.

Sec. 3. Club Meetings. The board shall set the day, time, and location of the regular weekly club meetings. Attendance requirements by members shall be in compliance with the club constitution. Maintaining at least 60% attendance in each half of the Rotary year shall be emphasized.

Sec. 4. Quorum. For the purposes of voting on business properly before an annual or club meeting, those duly in attendance, whether in person or electronically, shall constitute a quorum except as may otherwise be provided in the club or RI bylaws. Unless otherwise provided in club or RI bylaws, a majority of the board members, present in person or electronically, shall constitute a quorum for regular and special board meetings.

Sec. 5. Meetings Held Electronically. Except as otherwise provided in these Bylaws, the board may require that any business properly before an annual, board, or club meeting be conducted through use of Internet meeting services designated by the president that (a) support anonymous voting or polling, (b) support visible displays identifying those participating, (c) identify those seeking recognition to speak, (d) allow for pending motions to be displayed, and (e) show the results of votes. These electronic meetings shall be subject to all rules adopted by the board to govern them, which may include reasonable limitations on, or requirements for, member

participation. Any rule adopted by the board under this authority shall supersede any conflicting rules in parliamentary authority, but may not conflict with or alter any bylaw. An anonymous vote or poll conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the Bylaws or rules that a vote be conducted by ballot.

Sec. 6. Internet Connections. Each member is responsible for his or her internet connection to a board or club meeting held electronically. No action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.

Sec. 7. Club Assembly. The club shall conduct at least one club assembly of all club members, the first to be held early in the new Rotary year, for the purposes of organizing club committees, furthering member education, and receiving reports on district activities. The club assembly shall be in place of the regular weekly club meeting and the president shall preside.

ART V: Notice of Meetings

Sec. 1. Board meetings: Written notice, including an agenda, shall be given at least seven (7) days before any meeting of the board of directors. Notice shall be delivered to all board members stating the method of meeting, the date and hour, and the place of the meeting if there is an in-person option. Any notice sent electronically shall be deemed delivered when sent to the email address or phone number of the board member as it appears in the records of the club secretary.

Sec. 2. Board Waiver of Notice: Any member of the board of directors may waive notice of any meeting by doing so in writing prior to the meeting. Attendance at a meeting shall constitute waiver of notice except when a person attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Sec. 3. Club meetings: Except where otherwise written in these Bylaws, business purposes requiring a vote of the membership, written notice of the business purpose shall be posted in writing to the email, phone number or mailing address of all members no fewer than 7 days before the meeting.

ART. VI: Manner of Acting

The affirmative vote of the majority of the board members on any business before the board requiring a vote shall be the act of the board, if proper notice has been given and a quorum is present. The board also may act by written consent of all members of the board, setting forth the action taken. If an emergency situation arises requiring immediate action of the club and for which postponing action until a regular or special board meeting is untimely, impractical, unduly expensive, or harmful, the President may declare an emergency, waive notice requirements, seek an affirmative vote of at least three-fourths of all board members for action in response to said emergency. Any action and vote shall be recorded in the minutes of the next available board meeting.

ART. VII: Fees and Dues

Sec. 1. An admission fee and a new member materials fee, as set by the board, shall be paid before an applicant (except an honorary member) can qualify as a member, except that any transferring former member of another club or former member of this club who is accepted into membership of this club shall not be required to pay a second admission fee.

Sec. 2. Every member shall pay annual dues. The membership dues, as determined by Rotary International, District, and the club board, shall be assessed quarterly and remitted when billed.

ART. VIII: Method of Voting

The business of this club shall be transacted by viva voice vote except contested elections of officers and directors, or other elections as deemed appropriate by the board, which shall be by ballot. In the case of electronic meetings, or electronic attendance at all meetings as established herein, where voting by ballot is required or deemed appropriate, the provision for anonymous voting must be arranged.

REASON: Roberts Rules of Order requires the ability of the electronic meeting platform to include the ability for participants to vote anonymously.

ART. IX: Avenues of Service and Directorates

Sec. 1. The four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club. They are Club Service, Vocational Service, Community Service, and International Service. This Club will be active in each of the four Avenues of Service.

Sec. 2. The club shall have five (5) directorates, comprised of such committees as deemed necessary. The directorates shall be Membership, Club Administration, Public Relations, Rotary Foundation, and Service Projects. The vice president shall be assigned to and chair the Club Administration directorate. Each of the other four (4) remaining directorates shall have at least one Board member assigned to it for purposes of oversight and communications. Where possible, it is preferred that both a board director and a chair be assigned to each of these four (4) directorates for purposes of continuity. In addition, the president shall be an ex officio member of all directorates. Directorate chairs may assist in directorate planning but will not be considered voting members of the board. A director may also serve in an officer role simultaneously upon approval by the Club pursuant to ART. I Sec. 2.

(a) Membership directorate. The membership directorate shall be chaired by a director. Committees on proposed member identification, proposed member appraisal and classification, new member orientation, new member integration, diversification, attendance, fellowship events, member relations, membership development, and retention are under the directorate. In addition, the President or the Board may assign other committees to the directorate as deemed necessary.

(b) Club Administration directorate. The club administration directorate shall be chaired by the vice-president, and shall be made up of the president, president-elect and vice-president. Committees on programs, music, birthdays, fundraising and long-range planning are under the directorate. In addition, the president or the Board may assign other committees to the directorate as deemed necessary. The fundraising committee shall be assigned to the Club Administration directorate.

(c) Public Relations directorate. The public relations directorate shall include committees on public relations, club history, vocational programs and awards, community scholarships, and district scholarships. In addition, the President or the Board may assign other committees to the directorate as deemed necessary.

(d) Rotary Foundation directorate. The Rotary Foundation directorate shall include committees on Paul Harris Fellowships, Polio Plus project, international projects, and Medical Supply Network. In addition, the President or the Board may assign other committees to the directorate as deemed necessary.

(e) Service Projects directorate. The service projects directorate shall include committees on the Salvation Army Bell Ringing, Highway or Trail Cleanup, 4-Way Speech Contest, FHS/UA Rotary Scholarship, Service above Self Banquet, New Generations, Youth Exchange and RYLA. In addition, the President or the Board may assign other committees to the directorate as deemed necessary.

(f) Other Committees: The President and the Board may appoint ad hoc committees as deemed necessary.

ART. X: Committees

Sec. 1. The president shall, subject to the approval of the board: (1) appoint committees within each directorate as deemed necessary; (2) select a chair and co-chair for each committee so appointed, and (3) assign committee members. The president may delegate this authority as applicable and necessary.

Sec. 2. Each committee within a directorate shall transact such business as is delegated to it by the Bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made by the directorate to the board and approved by the board.

Sec. 3. The president shall, subject to the approval of the board, have authority to appoint ad hoc committees to conduct delegated business of the club as necessary.

ART. XI: 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 club meetings and paying for meals for a

specified length of time not to exceed six months. A member must have no outstanding debts to the club to receive a leave of absence and must continue to pay dues.

ART. XII: Finances

Sec. 1. The treasurer, or meeting clerk if appointed, shall deposit all funds of the club in a bank and/or investment firm to be named by the board.

Sec. 2. All bills shall be paid only by checks signed by the treasurer or president. The treasurer shall verify with the president and/or directorate chair, when necessary, the obligation of the club to make payments.

Sec. 3. An audit of all the financial transactions of the club by a certified public accountant shall be accomplished at the discretion of the board. Further, at the discretion of the board, a review committee may be formed from time to time to review all financial records of the club and report to the board.

Sec. 4. Officers and board members 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, the cost of bond to be borne by the club.

Sec. 5. The fiscal year of this club shall extend from 1 July to 30 June. The collection of members' dues shall be divided into four (4) quarterly payments. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates. Magazine subscriptions for members joining during the year are payable upon invoice from Rotary International.

Sec. 6. The cost of weekly meals, as determined by the board, shall be assessed per capita on a per-plate basis. Each member shall be liable for the costs of his/her meals, whether eaten or not, unless excused by the board or unless that member has been credited with a "make-up" at another Rotary club.

Sec. 7. At 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 agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board. Once the budget is adopted, each directorate shall have delegated authority to make expenditures in the amount assigned in the adopted budget.

ART. XIII: Method of Electing Members

Sec. 1. The name of a prospective member proposed by an active member of the club, or another Rotary club in the case of a former member of that club, shall be submitted to the board in writing, through the club's secretary.

Sec.2. The board shall ensure that the proposed member meets all the classification and membership requirements of the club constitution: demonstrates good character, integrity, and

leadership; 2. possess good reputation within their business, profession, occupation, and/or community; and 3. are willing to serve in their community and/or around the world.

Sec. 3. Upon receipt of the prospective member's application, the board may approve or disapprove the proposal electronically or during a board meeting within 1-week or seven (7) days of its submission, and shall notify the proposing member, through the club secretary, of its decision. Failure to act within seven (7) days shall be deemed board approval.

Sec. 4. If the decision of the board is favorable, the proposed 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. The President will send the prospective member's information via the weekly bulletin to all members of the Club. If a member of the club has a reason that this person should not become a member of the club, they have 7 days to communicate this to the President.

Sec. 5. If no written objection to the proposal, stating reasons, is received by the President from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the new member materials fee and completion of orientation on the purposes and history of Rotary and of the privileges and responsibilities of membership, as prescribed in these Bylaws, shall be considered accepted for membership. If any such objection has been filed with the President, the President shall provide the board with adequate information to vote on this matter at its next board meeting. If approved despite the objection, the proposed member, upon payment of the admission fee and completion of orientation, as prescribed above, shall be considered to be accepted into membership.

Sec. 6. Following acceptance into membership, the president shall arrange for the formal induction of the new member; the secretary shall issue a membership card, a club badge, and appropriate literature and shall report the new member to RI; and the president shall assign the new member to a committee. It is expected that the proposing member will assist the new member with assimilation into the club.

ART. XIV: Resolutions

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.

ART. XV: Order of Business

The President shall have the authority to establish the agenda and the order of business for both club and board meetings.

ART. XVI: Amendments

These Bylaws may be amended at any regular meeting of the club, by a majority vote of members present, provided that notice of such proposed amendment shall have been conveyed by either electronic message, club announcement at a regularly scheduled meeting or such other method as designed to give actual notice to each member at least ten (10) days before such meeting. No amendment or addition to these Bylaws can be made which is in conflict with the club constitution or with the constitution and Bylaws of RI.

ART. XVII: Fundraising and Financial Commitments

Sec. 1. Any club fundraising effort must begin and end within the same Rotary year.

Sec. 2. Any fundraising commitment or other financial commitment greater than \$15,000 must be formally submitted to the board and initially approved or disapproved by the board. If approved by the board, the proposed fundraising or financial commitment must be approved at any regular meeting of the club, by a two-thirds vote of all members present, provided that the proposed fundraising or financial commitment shall have been conveyed in a manner designed to give actual notice to each member at least ten (10) days before such meeting.

ART. XVIII: Miscellaneous

Sec. 1. The board shall have the authority to hire members and/or nonmembers for services rendered to the club.

Sec. 2. The board may contract a person, designated as Executive Secretary or such other title in the discretion of the board, whose job description shall include, but not be limited to, keeping the records of membership; guiding the processing of proposed members and securing new member materials; recording the attendance at meetings; sending out notices of the meetings of the club, board and committees; ordering supplies for the club; making the required reports to RI; and maintaining club correspondence.

Sec. ~~2~~ 3. The board shall have the authority to establish binding policy for the club providing such policy is not in conflict with these Bylaws, the club constitution, or the constitution and Bylaws of RI. Such policy shall only be in effect at the pleasure of the board, be published upon adoption, and shall be maintained by the secretary in a manual of club policies and procedures.

Sec. ~~3~~ 4. The rules of order for the annual meeting and resolutions and motions brought before the board or club shall be the latest edition of Robert's Rules of Order.

Approved at a regular club meeting on: July 11, 2024, a quorum being present.