

# Bylaws of the Rotary Club of Fairfield Glade, Tennessee

Approved May 31, 2022

## Article 1 Definitions

- Board:** The Board of Directors of this Club is comprised of eight (8) Officers and six (6) Directors
- Officers:** The Officers include the President, President-Elect, President-Nominee, Immediate Past President, Recording Secretary, Attendance Secretary, Treasurer and Sergeant-at-Arms.
- Director(s):** The Directors include following Standing Committee Chairs: Administration, Service Projects, Public Relations, Membership, Foundation, and Youth Services.
- Active Member:** An Active Member is defined as a member of this Club in good standing.
- RI:** Rotary International
- Rotary Year:** The twelve-month period commencing 1 July.

## Article 2 Board of Directors (BOD)

The governing body of this club shall be the Board of Directors consisting of no more than fourteen (14) members, namely the Officers and Directors. The Executive Committee of the BOD is the President, President-Elect, President-Nominee, Immediate Past President, Recording Secretary and Treasurer. Officers and Directors are elected in accordance with Article 3 of these bylaws.

## Article 3 Election of Directors and Officers

### Section 1 – Succession and Terms of Office

- a. The President, President-Elect, and President-Nominee, all serve a term of one (1) year in each position respectively. For each successive year: the President-Nominee shall take the position of President-Elect; the candidate for President-Elect shall take the position of President; the President shall take the position of Immediate Past President, all commencing on the first day of the following July.
- b. The Sergeant-at-Arms shall serve a term of one (1) year and is elected annually.

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c. The Officers elected and serving as the Recording Secretary, Attendance Secretary, and Treasurer positions shall serve a term of three (3) years. Election for each position shall be in alternate years (if possible) or until a successor has been duly elected.

d. The Directors (6 Committee Chairs) shall serve a term of 3 years with two (2) of the six directors elected annually.

e. The Officers and Directors should be limited to 2 consecutive terms in the same position.

## Section 2- Club Nomination Process

a. The Immediate Past President chairs the Nominating Committee which is comprised of the President, President-Elect, President-Nominee and 3 members-at-large selected by the Committee Chair. If the Immediate Past President is unable to serve, the BOD will designate another Past President to chair the committee.

b. Election of the Officers, Directors and Sergeant-at-Arms shall occur annually on the second Tuesday of December.

c. At least 30 days prior to the election, the Nominating Committee Chair shall ask for nominations from members of the club via email. Proposed nominations from club members may be sent to the Nominating Committee Chair in writing, up until the time of the election in December. Two weeks prior to the December election, the club members shall be notified of the slate of nominees via email.

d. On the day of the election the Nominating Committee Chair will announce the slate of proposed candidates and will accept any nominations from the floor. Uncontested nominations will be determined by voice vote. Where multiple nominations exist, voting will take place by written ballot.

e. The candidates for President-Nominee, Recording Secretary, Attendance Secretary, Treasurer, Sergeant-at-Arms and (2) Directors (Standing Committee Chairs) receiving a majority of the votes shall be declared elected to their respective offices and tenure.

## Section 3- Officer Vacancy

a. An officer vacancy for President on the BOD shall be filled by a past president by action of all remaining BOD members to complete the remainder of the vacated term.

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b. An officer vacancy for President-Elect shall be filled by the line of succession outlined in Article 3, Section 1. In the event the President-Nominee is unable to take the position of President-Elect, the position shall be filled by action of all current remaining BOD. Should the vacancy occur after the normal election in December the position shall be appointed by elected members of the BOD who will serve in the upcoming Rotary year.

c. Vacancies in President-Nominee position prior to the annual election in December shall be filled by action of all members of the current BOD to assume the line of succession as outlined in Article 3, Section 1. Vacancies in President-Nominee position occurring after the normal election in December shall be filled by the President-Nominee-Elect for the completion of the current Rotary year. The incumbent will then continue in this role for the next Rotary year to which they were elected.

d. A vacancy in Recording Secretary, Attendance Secretary, Treasurer, Sergeant-at-Arms or a Director position shall be filled by action of the current Board for the balance of the term for that position.

## **Section 4- Establishing or Removing a Board position**

A three-fourth majority consent of the BOD is required should it be deemed necessary to establish or remove a BOD position.

## **Article 4 Duties of Officers**

### **Section 1 – President**

It shall be the duty of the President to preside at meetings of the Club and BOD and perform other duties as ordinarily pertains to the office of President. Additionally, the President shall update and publish the Club's Annual Report.

### **Section 2 - Immediate Past President**

It shall be the duty of the Immediate Past-President to serve as an officer on the BOD, chair the Nominating Committee and perform other duties as may be prescribed by the President or the Board.

### **Section 3 – President-Elect (PE)**

It shall be the duty of the President-Elect to preside at Club and BOD meetings in the absence of the President, oversee all committees (standing and ad hoc committees) and perform other duties as ordinarily pertains to the office of President-Elect. Additionally the PE provides oversight of the Fund-Raising Committee.

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## Section 4 – President-Nominee

It shall be the duty of the President-Nominee to serve as an officer of the BOD and assist the President with any administrative record keeping functions as directed and to perform other duties as may be prescribed by the President or the BOD.

## Section 5 – Recording Secretary

It shall be the duty of the Recording Secretary to:

- a. keep membership records, and send out notice of club, board, and committee meetings (if requested by the Committee Chairs),
- b. confirm that club membership records are up-to-date to ensure accuracy of the club invoice received in January,
- c. record and preserve the minutes of the BOD meetings which shall be made available to membership in a timely manner
- d. complete the following reports as required by Rotary International:
  - semiannual reports of membership on 1 January and 1 July of each year,
  - prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting periods, and
  - report any changes in membership.
- e. turn over all recording secretary records and/or reports from previous years to the incoming Recording Secretary, and
- f. perform other duties as usually pertain to the office of Recording Secretary.

## Section 6- Attendance Secretary

It shall be the duties of the Attendance Secretary to:

- a. print the member roster, record guest and member attendance at each meeting and provide monthly attendance reports to the BOD
- b. manage the greeter program,
- c. assist with the preservation of historical records,
- d. track and record volunteer hours, and
- e. cross-train and serve as recording secretary in the absence of the recording secretary.

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## Section 7 – Treasurer

It shall be the duty of the Treasurer to:

- a. maintain custody of all funds, accounting to the club annually and at any other time as directed by the BOD,
- b. perform other duties as pertain to the office of treasurer, and
- c. turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other club property.

## Section 8 – Sergeant-at-Arms

The duties of the Sergeant-at-Arms shall include setting up the venue before the meeting starts and supporting the President to ensure all necessary materials are available before the meeting. Examples of such support include placement of the American and Rotary flags and banners, setting up podium/microphone, ensuring computer/projector is in working order, and other duties as may be prescribed by the President or the BOD.

## Article 5 Meetings

### Section 1 – Annual Meeting.

An annual meeting of this club shall be held no later than the second Tuesday of each December, at which time the election of officers and directors to serve for the ensuing year shall take place.

### Section 2 –Regular Meetings

The regular meeting of the club shall be held weekly on Tuesday, at the time designated by the BOD. Due notice of any changes or canceling of the regular meeting shall be given to all members of the club.

### Section 3-Attendance

- a. All members on the day of the regular meeting are counted as present or absent.
- b. Attendance is also credited as club makeups when attending any other Rotary club, or as otherwise provided in the standard Rotary Club Constitution, Article 12.
- c. Regular attendance at meetings is encouraged for building and maintaining a strong and active Rotary club. However, a more flexible approach to attendance has been accepted by the club considering the changes in society and a more demanding economic environment.

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d. Consistent with the Fairfield Glade Rotary Club Attendance Guidelines (as found in the Membership Handbook) in addition to meetings, members can demonstrate their active involvement and commitment through participation in Rotary projects and activities.

**e. Rule 85:**

Consistent with the RI Constitution, FG Rotarians may apply for Rule 85 if the combined total of their years of membership in one or more clubs plus their age equals at least 85, with their years of membership totaling at least 20. Qualified Rotarians are excused from attendance at meetings, but Rule 85 status does not exempt payment of dues.

## **Section 4- Special Meetings**

**a. BOD**

Special meetings of the BOD may be called by the President whenever deemed necessary or upon the request of two (2) Directors. Due notice shall be given to the BOD and club members.

**b. Executive Committee**

The Executive Committee may be convened at the discretion of the President on matters deemed to be of a sensitive nature that impact the club or club members.

## **Section 5 – Quorum Requirements**

**a. Membership**

When a vote of the membership is required, one-third of the club membership shall constitute a quorum at the annual and regular meetings of the club.

**b. BOD**

A majority number of members of the BOD shall constitute a quorum for transaction of club business. The President votes only to break a tie.

## **Section 6 – Petitioning the BOD**

Any member in good standing may petition the BOD for consideration of any action or item affecting the club. The BOD shall entertain submitted petition(s) at the next regularly scheduled BOD meeting, or by a special BOD meeting. The BOD shall by voice vote and entered into the minutes, approve, reject, or assign the petition to a standing committee for further consideration.

## **Section 7- Harassment and Discrimination Policy**

All club members will adhere to the Fairfield Glade Rotary Club's Harassment and Discrimination policy during any FG Rotary Club meeting or function.

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## **Article 6 Fees and Dues**

### **Section 1 – Admission Fee**

The admission fee shall be determined by the BOD and must be paid before the applicant can qualify as a member.

### **Section 2 – Membership Dues**

The membership dues shall be determined by the BOD and billed quarterly with the understanding that a portion of each payment shall include District and International dues and a subscription to the Rotary Magazine.

## **Article 7 Method of Voting**

The business of this club shall be transacted by resolution on a ballot or by voice vote. The BOD may determine that a specific resolution be considered by ballot rather than by voice vote. The methodology of voting for officers and directors shall be determined by the Nominating Committee as outlined in Article 3.

## **Article 8 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of a Rotary Club. The Avenues of Service are Service, Vocational, Community, International, Environmental and Youth. The FG Rotary Club shall be active in each of the Avenues of Service.

## **Article 9 Committees**

### **Section 1- Leadership Oversight**

The duties of all committees shall be established and reviewed by the President for their year. In assigning the duties of each committee, the President shall make reference to appropriate Rotary International materials. The President, President-Elect and Immediate Past President should work together to ensure continuity of leadership and succession planning in the committees. It shall be the primary responsibility of the President-Elect, in preparation for presidency, to prepare any recommendations for club committee mandates, goals and plans. These plans will be presented to the BOD in advance of the commencement of the new Rotary year.

### **Section 2- Committee Composition**

- a. There are six standing committees (Membership, Public Relations, Administration, Service, The Rotary Foundation, and Youth) whose chairs serve as directors on the BOD. Additional ad hoc committees may be appointed by the BOD as needed.

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b. It is recommended that the committee chair have previous experience as a member of the committee. When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

c. The President shall serve as an ex officio member of all committees and, as such, shall have all the privileges of membership thereon.

## Section 3- Committee Responsibilities

### a) Membership

The responsibilities of the Membership Committee include:

- i. development and implementation of a comprehensive plan for member recruitment, retention and growth.

### b) Public Relations

The responsibilities of the Public Relations Committee include:

- i. development and implementation of plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- ii. publishing the newsletter prior to club meetings, updating both Facebook and the Club web page and ensure the Club's informational trifold is current.

### c) Administration

The responsibilities of the Administration Committee include:

- i. conducting activities associated with the effective operation of the club, which enables the club to provide service to its community, retain members, and develop leaders for the Club, District, and Rotary International.
- ii. planning meeting programs, social and special projects/events, announcement of birthdays/anniversaries and providing expression of concern, sympathy, or condolences for events affecting members and their families.
- iii. serving as advisor to the President in matters related to governing the Club such as: conducting a strategic planning session every five years, development of club goals, ensuring the club bylaws are current and annually updating the organizational chart.



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## d) Service

Responsibilities of the Service Committee include:

- i. identifying, developing and implementing educational and humanitarian projects aligned with the six Avenues of Service and that address the needs of local and international communities.
- ii. development of the annual charitable donation budget to submit to the BOD for approval.

## e) The Rotary Foundation Committee

The responsibilities of the The Rotary Foundation Committee include:

- i. development and implementation of plans to support The Rotary Foundation through both financial contributions and program participation.
- ii. tracking and updating member status in Rotary International programs such as: Paul Harris, Annual Fund, Major Donor, Benefactor and Bequest Society.

## f) Youth

The responsibilities of the Youth Committee include:

- i. development and implementation of plans to support the Youth Avenue of Service programs
- ii. working cooperatively with the FG Foundation pertaining to local scholarship programs.
- iii. working with the Interact, and Rotaract Clubs, and coordinating the club's participation in the Rotary Youth Leadership Awards (RYLA) event.

## Section 4- Committee Duties

a. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each Rotary year for implementation during the course of the year. These goals shall be aligned with the Rotary Avenues of Service.

b. The committee chair is responsible for regular meetings and supervision of committee activities. The committee chair shall report on any actionable committee activities at the monthly BOD meeting.

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c. Each committee shall transact its business as is delegated to it in these bylaws and any such additional business as may be referred to it by the President or the BOD. Except where special authority is given by the BOD, such committees shall not take any action until a report has been made and approved by the BOD.

## **Section 5- Co-Chair Proxy Vote**

Each committee with a co-chair has proxy vote by the co-chair if the chairperson is not available for the BOD meeting vote.

## **Article 11 Leave of Absence**

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 no longer than twelve (12) months. However, leave of absence does not exempt payment of dues.

## **Article 12 Finances**

### **Section 1 – Budget Preparation**

Prior to the beginning of each fiscal year, a budget is prepared 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 BOD. The budget shall be broken into two separate parts:

- a. Part One: administrative, club operations and fund raising
- b. Part Two: service project operations and charitable donations.

### **Section 2 – Bank Account**

The Treasurer shall deposit all club funds in a bank approved by the BOD.

### **Section 3 – Committee Chair Approval**

At the BOD's discretion, all bills and invoices over the amount of **\$1,000** shall be paid by the Treasurer based on the approved budget and planned expenditures only when approved by verification from the appropriate committee chair.

### **Section 4-Authorized Check Signatures**

The President, Immediate Past President and Treasurer are authorized to sign checks.

### **Section 5– Financial Audits**

A thorough review of all financial transactions by a committee of qualified members, appointed by the President, shall be made once each year.

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## **Section 6-Per capita dues and RI official magazine subscriptions**

The payment of per capita dues and RI official magazine subscriptions shall be made in July and January of each year based on the membership of the club on July 1 and January 1 as outlined in the invoices from RI and the District.

## **Article 13 Method of Electing and Admitting New Members**

### **Section 1 – Proposed New Member Nomination**

The name of a prospective member (new, former, transfer or Rotaractors) is proposed by an active member of the club. Usually, the active member is also the new member's sponsor.

### **Steps for New Member Admission to the Club:**

#### **1. Completion and Approval of Part A**

The new member sponsor completes and submits the Part A form to the Recording Secretary. The Recording Secretary submits Part A application to the BOD for review and approval to ensure the proposal meets all the classification and membership requirements of the standard Rotary Club Constitution. The proposal shall be kept confidential except as otherwise provided in this procedure. The BOD shall approve or disapprove (with a quorum of the BOD present and voting) the proposal within 30 days of its submission.

3. Following BOD approval, the Recording Secretary sends the proposal of the new member to the club membership for a seven-day review and comment. Members must submit written objections to the Recording Secretary within the seven-day window. Written objections are kept confidential, and the Executive Committee of the BOD will adjudicate all written objections.

#### **4. Completion and Approval of Part B**

After the seven-day waiting period, if no written objection to the proposal are received, the Membership Chair notifies the prospective member and the Part B form is completed and sent to the BOD for approval/disapproval. Following BOD approval the Membership Chair collects the membership admission fees and submits them to the Treasurer. Approval of Part B gives permission for the Recording Secretary to include member information in Rotary.org and the Club database.

5. The Membership Chair arranges for new member induction, (in coordination with the President), orientation, shirts, and badges. The Recording Secretary makes the new member certificate and provides the Rotary pin. The Membership Chair and the Sponsor shall assist the new member to assimilate into the club by assigning the new member to a

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club project or committee.

## **Section 2 Honorary Members**

The club may designate, in accordance with the standard Rotary Club Constitution, Honorary Members proposed by the BOD.

## **Article 14 Resolutions**

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

## **Article 15 General Order of Business Meeting**

- Meeting call to order
- Rotary Grace
- Pledge of Allegiance
- Introduction of visitors
- Correspondence, Announcements and Rotary information
- Sergeant-at-Arms: Happy and sad bucks and bright moments
- Presentations (Member moments, member inductions and check presentations)
- Committee reports, if any
- President announcements
- Program presentation
- Four-Way Test
- Adjournment

## **Article 16 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present. Notice of such proposed amendment shall be emailed or made available 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 standard Rotary Club Constitution and with the Constitution and Bylaws of RI.