

**By-Laws of
The Rotary Club of Bonita Naples Inc.
Club #28929 within District 6960**

Amended and Approved by the Bonita Naples Board of Directors, August 1, 2024

ARTICLE 1: DEFINITIONS

1. Board: The Current Officers and Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Officer: An officer of this club
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Rotary Year: The twelve-month period that begins on July 1st of each year.

ARTICLE 2: BOARD OF DIRECTORS

The governing body of this club shall be the Board of Directors consisting of its President, Immediate Past President (IPP), President-Elect (PE), Secretary, Treasurer, Club Foundation President and one (1) additional At Large Director (Elected for a 2 year term) with all Board of Directors serving in accordance with Article 3, Section 1 of these Bylaws.

ARTICLE 3: PROCEDURES FOR NOMINATION AND ELECTION OF OFFICERS & DIRECTORS

Section 1 – Dates:

- By March 1st, the president elect will secure the Nominating Committee members for the upcoming Rotary year.
- By April 1st, the Nominating Committee will meet to review the nominating process, the roles and responsibility descriptions, and propose any bylaw changes.
- By May 1st, the club board of directors will vote on any bylaw changes recommended by the Nominating Committee.
- By October 1st the Nominating Committee will request nominations from the club membership.
- By November 1st, the Nominating Committee will review the nominations from the club members and add any additional nominations it wants to include for membership consideration. The Nominating Committee will send the list of nominations for consideration (with voting instructions) to the club membership.
- By December 1st, during a Club meeting, all votes will be counted. Votes will be delivered at any Rotary meeting (or any other time) in a sealed envelope to the person(s) designated by the Nominating Committee. Envelopes must be delivered prior to the beginning of the Rotary meeting where the votes will be counted (the meeting will begin at a prior posted time).

Section 2 - The candidates for President-Elect, Secretary, Treasurer and Director At Large, receiving a majority of the votes shall be declared elected to their respective offices. The candidate for President-Elect, elected in such balloting, shall become the President-nominee. The President-nominee shall take the title of President-Elect on the first day of July following the election and shall serve as an Officer during that year. On July 1st immediately following that year, the President-Elect shall assume office as President.

Section 3 - The Officers and Directors shall constitute the Board. PE will designate a Sergeant-at-Arms (Non Board Member).

Section 4 - A vacancy on the Board or any office shall be filled by action of the remaining Directors.

Section 5 - A vacancy in the position of any Officer-Elect or Director-Elect shall be filled by action of the remaining Directors-Elect.

Section 6 – Tie Vote

- If there is a tie vote of the LEADING candidates for any open Board position, a “run off” Club election will occur that will include the candidates tied for that position. The winner will be “declared elected” to the Board position by the Nominating Committee (as outlined in Article 3 Section 2 of the By-Laws).
- If any “run off” vote continues to produce a tie, the Nominees that are tied will be submitted to the Board by the Nominating Committee, and the Board will make the final decision as to who will be “elected” to the open Board position.

Section 7 – Only one Nominee for any open Board positions.

If there is a tie is a tie If there is only one Nominee for any open Board positions (“Uncontested Nominee”), the Nominating Committee will confirm to the Board that this is the case, and the Board will certify that each Uncontested Nominee is deemed “elected” to their Nominated position. In this case, NO Club election will be needed for those Board positions that have only one nominee. If there is more than one Nominee for any position, a Club election MUST occur for that 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 the Board and to perform other duties that 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 that 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 perform such other duties that may be prescribed by the President or the Board. He/She must attend mandatory PETS training and present a budget to the Board of Directors by May, 1 before his/her term starts.

Section 4 - Secretary. It shall be the duty of the Secretary to keep membership records; record attendance at meetings (not mandatory); send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semiannual reports of membership on January 1st and July 1st of each year, which shall include 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; and perform other duties as usually pertain to the office of Secretary.

Section 5 - Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the Board, and to perform other duties as pertains 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. Assist PE and Committee Chairs in establishing a budget.

Section 6 - Sergeant-at-Arms. The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

ARTICLE 5: MEETINGS

Section 1 - Annual Meeting. An annual meeting of this club shall be held no later than December 15th of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 - Regular Meetings: The regular weekly meetings of this club shall be held on Thursdays during lunch, except for legal holidays. For good cause, the Board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place. Notice of this change shall be given to all members of the club. The Board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

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

Section 4 - Regular meetings of the Board shall be held each month with the dates being determined by the President and the Board Members, or as needed for effective club functioning. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) Directors.

Section 5 - A simple majority of the Board shall constitute a quorum.

ARTICLE 6: MEMBERSHIP

Section 1 - New Membership Process.

- (a) A prospective member must be invited as a guest to attend a meeting. When introducing the individual to the club, no reference should be made as to prospective membership.
- (b) If interested, the individual must participate in a minimum of 4 meetings or events in a 10-week period prior to application for membership.
- (c) Once the individual has completed the required visits, the membership chairperson or designee should approach the individual and ask if they are interested in joining.
- (d) The prospective member should be provided with an application for membership by the membership committee chairperson or designee.
- (e) The returned application should be reviewed by the membership committee and delivered to the Board of Directors.
- (f) Upon approval of the Board of Directors, there will be a scheduled interview or 'Fireside Chat' where that person learns about Rotary.
- (g) Thereafter, the club secretary will send a private email to all club members seeking approval. According to Rotary protocol, there will be a one-week response period.

Section 2 - General Qualifications. This club shall be composed of adult persons of good character, civic minded and High Ethical Standards. See Addendum 1 for financial obligations of each type.

Section 3 - Membership Types. This club shall have the following types of membership:

- ❖ **Traditional Membership:** Member is billed on a Quarterly basis for RI, District and Local Club Dues, Paul Harris contribution and Meals. Name badges printed.
- ❖ **Corporate Membership:** Available to companies by invitation only. One person from the company will be the Primary Member for RI reporting purposes and up to 3 more company employees will be Member Designees. Company will be billed \$300 Quarterly for RI, District and Local Club Dues and billed in arrears for Meals attended. Paul Harris contributions are optional and if paid it will be in the name of the Primary Member. Name badges printed.
- ❖ **Family Membership:** Available to a couple. They will be billed Quarterly for RI, District and Local Club Dues. They will be billed Quarterly in arrears for Meals based upon meeting attendance and will be billed Quarterly for Paul Harris contribution. Name badges printed for main member.
- ❖ **Affiliate Membership:** Available to an individual who wants to be involved in our Club's Fundraising Initiatives, Events and Service Projects and wants to receive Club related communications. No Quarterly Dues or Billings. Must pay at the door for any meetings/meals/events attended.
- ❖ **Snowtarian Membership:** Traditional Members in another club that live in Florida part of the year and would like to be part of Bonita Naples Rotary Club and assist in fundraising and community service activity while here. Meals attended are paid in advance. They can donate to the club operations if they want. Name badges printed.

Section 4 - Honorary Membership.

- ❖ **(a) Eligibility for Honorary Membership:** Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be one year or as determined by the Board. Persons may hold honorary membership in more than one club.
- ❖ **(b) Rights and Privileges:** Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall be entitled to attend all meetings and enjoy all the other privileges of this club. Honorary members of this club are not entitled to any rights or privileges in other clubs, except for the right to visit other clubs without being the guest of a Rotarian.

Section 5 - Transferring or Former Rotarian.

- ❖ **(a) Transferring in Member:** Any member may propose a transferring member or former member of a club for active membership if the proposed member is terminating or has terminated their membership in the former club. The transferring or former member must also be vetted by their former club (the Secretary will contact the club to see if there are any outstanding issues that may preclude the admission to the new club). Potential members of this club, who are current or former members of another club and have debts to the other club, are ineligible for membership in this club. This club may demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club.

- ❖ **(b) Current or Former Members:** This club shall provide a statement whether money is owed to this club when requested by another club with respect to a current or former member of this club being considered for membership in the other club.

Section 6 - Dual Membership: - No person shall simultaneously hold active membership in this and another club unless it is a Rotaract club. No person shall simultaneously be a member and an honorary member in this club.

ARTICLE 7: ATTENDANCE

Section 1 - There are no longer attendance requirements, but we recommend for the member to attend 2 meetings monthly.

ARTICLE 8: DURATION OF MEMBERSHIP

Section 1 - Period. Membership shall continue during the existence of this club, as outlined above, unless terminated as hereinafter provided.

Section 2 - Automatic Termination.

(a) Membership Qualifications. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that **(1)** the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership; **(2)** the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.

(b) How to Rejoin. When the membership of a member has been terminated as provided in subsection of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership.

(c) Termination of Honorary Membership. Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 - Termination — Non-payment of Dues.

(a) Past Due Balance. Any member who has a balance due representing 2 quarters of dues or more, will receive written notice from an Officer of the Club of the balance due. Upon such notice, the member will have a period of 30 days to either demonstrate that the balance due is incorrect and submit sufficient payment to bring their account current within the 30 days period or bring their account current within the 30 days period if the balance is determined to be correct. Failure to bring the account current within the 30-day period following notification may result in termination of membership in the Rotary Club of Bonita Naples.

(b) Reinstatement. The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club.

Section 4 - Termination — Other Causes.

(a) Good Cause. The Board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote

of not less than two-thirds of the Board members, at a meeting called for that purpose. The guiding principles for this meeting shall be The Four-Way Test and the high ethical standards that one should hold as a Rotary club member.

(b) Notice. Prior to taking any action under subsection (a) of this Section, the member shall be given at least ten days' written notice of such pending action and have an opportunity to submit a written answer to the Board. The member shall have the right to appear before the Board to state the member's case. Notice shall be by personal delivery, by registered letter to the member's last known address or via electronic mail delivery.

Section 5 - Right to Appeal, Mediate or Arbitrate Termination.

See Constitution for Guidance.

Section 6 - Board Action Final. Board action shall be final if no appeal to the club is taken, and no arbitration is requested.

Section 7 - Resignation. The resignation of any member from this club shall be in writing and addressed to the President or Secretary. The resignation shall be accepted by the Board if the member has no indebtedness to the club.

Section 8 - Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club if, under local laws, the member may have acquired any right to them upon joining the club.

Section 9 - Temporary Suspension. If in the opinion of the Board, after a review by the Ethics Committee, (a) credible accusations have been made that a member has refused or neglected to comply with either, Club or Rotary International Bylaws and Constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and (c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and (d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club. The Board may, by a vote of not less than two-thirds of the Board, temporarily suspend the member as aforesaid for such period and on such further conditions as the Board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

ARTICLE 9: FEES & DUES

The membership dues as established by the Board of Directors, billed quarterly on the first day of January, April, July, and October, with the understanding that a portion of each quarterly payment shall be applied to each member's subscription to the RI official magazine, club operations, and a sustaining Paul Harris Fellowship contribution. **ALL MEMBERSHIP TYPES: Will be billed separately or pay at the door for attendance at Installation/Holiday/Special Events.**

ARTICLE 10: METHOD OF VOTING

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by written ballot. The board may determine that a specific resolution be considered by written ballot rather than by *viva voce* vote.

ARTICLE 11: AVENUES OF SERVICE

The 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 Avenues of Service.

ARTICLE 12: COMMITTEES

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 shall 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 requesting, of club members, to fill any committee or committee chair vacancies. Committee chairs will conduct planning meetings prior to the start of their year in office. It is recommended that the committee chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

Membership: This committee will develop and implement a Membership Action Plan for the attraction, retention, and engagement of members.

Public Image: This committee will develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

Club Service: This committee will conduct activities associated with the effective operation of the club.

Service Projects: This committee will develop and implement educational, humanitarian, and vocational projects that address the needs of the local community as well as communities in other areas and countries.

The Rotary Foundation: This committee will develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional ad hoc committees may be created as needed.

The Club President shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon. Each Committee shall transact its 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. Except where special authority is given by the Board, such committees shall not act until a report has been made and approved by the Board.

Each chair shall be responsible for creating a budget, holding regular meetings/activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

ARTICLE 13: DUTIES OF COMMITTEES

The duties of all Committees shall be established and reviewed by the President Elect for his or her 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, a budget and action plans established by the beginning of each year for implementation during 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.

ARTICLE 14: LEAVE OF ABSENCE

Upon written application to the Board, setting forth good and enough cause, leave of absence may be granted excusing a member from attending the meetings of the club for no longer than six months. A member may be considered on Leave of Absence if the quarterly Rotary International and District dues are paid in advance, and if a written agreement with the member to pay any past due membership dues is executed by the member. Members on Leave of Absence are welcome and encouraged to come to meetings with the requirement that such member pays for his or her meal at the door.

ARTICLE 15: FINANCES

Section 1 - Prior to the beginning of each fiscal year, the incoming President, with assistance from the Treasurer, 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 to club operations and one in respect to charitable giving and service projects paid out of the Foundation of the club.

Section 2 - The Treasurer shall deposit all club funds in a bank determined by the Board.

Section 3 - All bills shall be paid by the Treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 - A thorough review of all financial transactions of the Club and Foundation by a qualified person shall be made once each year prior to July 1st of that year.

Section 5 - The fiscal year of this club will be July 1st of the current Rotary year through June 30th of the following Rotary year, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st and from January 1st to June 30th. The payment of per capita dues and RI official magazine subscriptions shall be made on July 1st and January 1st of each year based on the membership of the club on those dates.

ARTICLE 16: 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 membership committee. A transferring or former member of another club may be proposed for active membership by their former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 - The Board shall ensure that the proposal meets all the membership requirements of the Club Constitution and By-Laws.

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 by the membership committee in an interview format, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name 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 shall be elected to membership. 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 shall be elected to membership.

Section 6 - Following the election, the President shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the President or Secretary will report the new member information to RI and the President will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 - The club may elect, in accordance with the Club Constitution, honorary members proposed by the board.

ARTICLE 17: RESOLUTIONS

The club shall not consider any resolution or motion (that effects club finances over \$100) 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 to the Board without discussion.

ARTICLE 18: ORDER OF BUSINESS

Meeting called to order.

Moment of Reflection.

Pledge of Allegiance.

Introduction of visitors.

Correspondence, announcements, and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Sargent at Arms – Birthdays, fines, etc.

Address or other program features.

Adjournment.

ARTICLE 19: AMENDMENTS

These Bylaws may be amended at any regular meeting, a quorum being present, by a majority vote of all members present, if notice of such proposed amendment shall have been mailed or emailed by the Club President or the Club Secretary, 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 RI.

Addendum #1 Effective 7/1/2024

- ❖ **Traditional Membership:** Billed quarterly for \$50 RI and District Dues, \$60 for local Club Dues and \$25 for Paul Harris for a total of \$130 per Quarter. Meals are billed in arrears quarterly for Lunches Attended at \$20 each, which is calculated by our Treasurer at the beginning of each quarter based on Attendance Sheet Records. Name badges created.

- ❖ **Associate Membership:** Members are billed \$50 for RI/District Dues, \$60 Local Club Dues and \$25 for Paul Harris: Total of \$130 per Quarter. They can choose to pay at the door as they attend at \$20 per meeting or be billed in arrears for prior quarter separately at \$20 for each meeting attended. Meal cost of \$20 is subject to change without change in By Laws. Name badges created.
- ❖ **Corporate Membership:** Corporate Members are charged \$300 per quarter for RI/District Dues and Local club dues. Member will be charge \$20 per meal for meals attended plus \$20 for each corporate member that would attend meetings separately and the total amount of meals would be billed quarterly in arrears.
- ❖ **Family Membership:** They will be billed Quarterly for RI, District of \$50 and Local Club Dues of \$60 and \$25 for Paul Harris. They will be billed in arrears for Quarterly for Meals based upon meeting attendance. Name badges created.
- ❖ **Honorary and Affiliate Membership:** Only pay for meals/meetings at \$20 when they attend. Name badges optional.
- ❖ **Snowtarian Membership:** Active member in another club that wants to attend our club on a seasonal basis for an extended period (4-7 months). They will not be considered guests. They can choose to pay at the door as they attend at \$20 per meeting. They can contribute to the Club operations account if they want. Name badges created.
- ❖ **Affiliate Membership:** No Quarterly Dues or Billings. Must pay at the door for any meetings/meals/events attended.

Addendum #2
Effective 8/1/2024

- ❖ **Section 6 – Tie Vote**
 - If there is a tie vote of the LEADING candidates for any open Board position, a “run off” Club election will occur that will include the candidates tied for that position. The winner will be “declared elected” to the Board position by the Nominating Committee (as outlined in Article 3 Section 2 of the By-Laws).
 - If any “run off” vote continues to produce a tie, the Nominees that are tied will be submitted to the Board by the Nominating Committee, and the Board will make the final decision as to who will be “elected” to the open Board position.

- ❖ **Section 7 – Only one Nominee for any open Board positions.**
If there is only one Nominee for any open Board positions (“Uncontested Nominee”), the Nominating Committee will confirm to the Board that this is the case, and the Board will certify that each Uncontested Nominee is deemed “elected” to their Nominated position. In this case, NO Club election will be needed for those Board positions that have only one nominee. If there is more than one Nominee for any position, a Club election MUST occur for that position.