

## RCOB BYLAWS

### Bylaws of the Rotary Club of Rotary Club of Bellingham

#### ~~Article I~~ ORGANIZATION AND OBJECTIVES

The Rotary Club of Bellingham was chartered on September 17, 1917 under the auspices of the Constitution and Bylaws of The International Association of Rotary Clubs later to become Rotary International. The purpose of the Club shall be to promote and extend the objectives of Rotary International in the area of the Club's influence. The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise, in particular:

- The development of acquaintance as an opportunity for service;
- To encourage high ethical standards in business and professions;
- The recognition of the worthiness of all useful occupations;
- The dignifying of each Rotarian's occupation as an opportunity to serve society;
- The application of the ideal of service in each Rotarian's personal business and community life;
- The advancement of international understanding, goodwill and peace through a world fellowship of business and professional persons united in the ideal of service.

#### Article 1 Definitions:

1. **Board:** The Board of Directors of this club.
2. **Bylaws:** The bylaws of this club.
3. **Director:** A director on this club's Board.
4. **Member:** A member, other than an honorary member, of this club.
5. **RI:** Rotary International.
6. **Satellite club:** A potential club whose members shall also be members of this club.
7. **Rotaract club:** A club of young adults
8. **Rotoractor:** A member of a Rotaract Club
9. **In Writing:** A communication capable of documentation, regardless of the method of transmission
10. **10.Year:** The twelve-month period beginning 1 July.

#### ~~Article IV~~ Article 2 Board

##### Section 1. Composition

The Board of Directors shall consist of four (4) members of the Club in good standing who shall serve a two-year term with two elected each year; these shall be known as Directors. The Board of Directors shall also include the President, the President-Elect, the Vice President, the Treasurer, and the Immediate Past President. The Executive Secretary shall be an ex-officio member of the Board without vote.

## Section 2. Duties of the Board

A. The Board of Directors shall conduct the business of the Club, shall receive, consider and act upon the reports and proposals submitted by the committees of the Club. The Board shall review and vote upon recommendations for membership,

B. The Board of Directors shall evaluate current activities of the Club against the goals and objectives of Rotary International and shall establish programs to serve those goals and objectives.

C. The Board of Directors shall establish operating policies that are in harmony with the Constitution and Bylaws of the Club. A majority vote of the Board of Directors shall be required to change an operating policy.

## Section 3. Meetings of the Board of Directors

A. The Board of Directors shall hold a meeting each month at a time and place established by the Board.

B. Special meetings of the Board of Directors may be called by the President.

C. A majority of the voting members of the Board of Directors shall constitute a quorum.

## ~~Article VII~~ **Article 3 Nominations and Elections**

### Section 1. Nominations

Three weeks prior to the Annual Meeting, a Nominating Committee shall present to the membership a slate of nominees for President, President-Elect, Vice President, and Treasurer, and two Directors. Thereafter, but not later than one week prior to the Annual Meeting, nominations may be presented by the members, either from the floor or by written petition.

### Section 2. Election of Officers and Directors

All nominations duly presented shall be placed on a ballot in alphabetic order under each office which shall be voted upon by the Members of the Club present at the Annual Meeting. Nominees receiving a plurality of votes for each office shall be declared elected.

### Section 3. Office Vacancy

In the event an Officer or Director is unable to serve the remainder of his/her term, the President, with the approval of the Board of Directors will designate his/her replacement. **If any officer-elect or director-elect vacates a position the remaining members of the board-elect will appoint a replacement.**

## ~~Article III~~ **Article 4 Duties of the Officers**

### Section 1. Officers Elected by the Membership

The following officers shall be elected as described in ~~Article VII~~ **Article 3** of these By-Laws at the Annual Meeting to serve a term of one year commencing the following July 1:

(A) President: The President shall preside at all meetings of the Rotary Club of Bellingham, the Board of Directors, and the Executive Committee. He/She shall appoint the Chairman and members of all committees, unless otherwise provided for in the Bylaws. He/She shall serve as an ex-officio member without vote on all committees of the Club. He/She shall perform all functions necessary to the office of President, represent the organization, and perform those duties prescribed by the Bylaws or requested by the Board of Directors or the Executive Committee.

(B) President-Elect: The President-Elect shall perform the duties of the President in the absence of the President. He/She shall assist the President as requested, and he/she shall become fully acquainted with procedures in preparation for succession to the office of President.

(C) Vice President: In the absence of the President and the President-Elect the Vice President shall perform the duties of the President. He/ She shall secure and arrange for the programs at the weekly meetings of the Club.

(D) Treasurer: The Treasurer shall be accountable for keeping current records of all receipts and disbursements of the funds and financial transactions as furnished by the Executive Secretary. He/She shall make periodic reports to the Board of Directors and report to the membership at the annual meeting of the Club.

(E) Immediate Past President: The Immediate Past President shall serve as a member of the Board of Directors and the Executive Committee for one year immediately following the term of office as President. He/She shall serve as Chairman of the Nominating Committee and perform such duties as requested by the Board of Directors.

## Section 2. Officers Employed by the Board of Directors

Executive Secretary: The Executive Secretary shall be employed as approved by a majority vote of the Board of Directors, for such periods and on such terms as the Board of Directors may determine for the proper administration of his/her respective duties. The Executive Secretary shall be the Secretary of the Club, shall attend and keep records of all meetings of the Board of Directors, Executive Committee and the committees thereof. He/She shall be ex-officio, nonvoting member of said committees. Under the supervision of and with the concurrence of the Treasurer, he/she shall receive all funds of the Club, place said funds in appropriate financial institutions and prepare disbursements for the Club. He/She shall perform such other duties as usually pertain to the office, or as the Board of Directors may direct.

## ~~Article VI~~ Article 5 Meetings

### Section 1. Annual Meeting

An Annual Meeting of the Membership shall be held at a regular Club weekly meeting by December 31st, with the day set by the Board of Directors. The Purpose of the Annual Meeting shall be to elect the Officers and Directors of the Rotary Club of Bellingham and conduct such other business that may come before the membership.

### Section 2. Special Meetings

The Board of Directors may call a special meeting of the membership. No other person or group of persons has authority to call special meetings.

### Section 3. Notice of Meetings

Notice of the time and place of the annual or special meetings shall be given at least three weeks prior to the appointed date.

### Section 4. Regular Meetings

The regular weekly meetings of the Rotary Club of Bellingham shall be held at a time and place determined by the Board of Directors, in accordance with ~~Article V Section 1~~ Article 7 Section (a) of the Constitution of the Rotary Club of Bellingham.

## ~~Article VIII~~ **Article 6 Fees and Dues**

The fees and dues for the Rotary Club of Bellingham shall be established by the Board of Directors.

## ~~Article IX~~ **Article 7 Rules of Order**

In all cases, unless specific provisions to the contrary have been made, the most recently revised edition of Roberts Rules of Order shall apply.

## ~~Article V~~ **Article 8 Standing and Special Committees**

Standing Committees are charged with performing continuing functions that address administrative, operational and/or programmatic efforts of the Club. These Committees shall be constituted of members in good standing. Committees shall report to the Board when necessary but at least once a year.

### Section 1. Executive Committee

The Executive Committee shall consist of the President, President-Elect, Vice President, Treasurer and the Immediate Past President. The committee shall have the power to act for the Board of Directors between meetings of the Board but cannot change any prior decision of the Board. The committee may suggest changes of previous actions for Board reconsideration. The Executive Committee shall be responsible for monitoring the implementation of the Club's goals and objectives. Meetings of the Executive Committee shall be called as needed by the President or upon the request of two members of the Committee. Actions and recommendations of the Committee shall be reported to the Board of Directors.

### Section 2. Finance Committee

The Finance Committee shall consist of the Treasurer, who shall act as Chairman, and four qualified members in good standing appointed by the President. The Committee shall be responsible for reviewing and updating the financial and investment policies of the Club, reviewing the detailed operational budget and financial reports of the Club, and reporting to the Board of Directors. The Committee shall meet at least once a year.

### Section 3. Nominating Committee

The Nominating Committee shall consist of the President, President-Elect, the Immediate Past President and two members of the Club in good standing appointed by the Board of Directors at the 1st Board meeting in October. The Immediate Past President shall serve as Chairman. It shall fulfill its duties in accord with ~~Article VII~~ **Article 3** of these By-Laws.

### Section 4. Special & Other Committees

The Board of Directors shall establish such Committees as are necessary to perform the continuing functions that address the administrative, operational and/or programmatic efforts of the Club. These Committees shall be constituted of members in good standing appointed by the President of the Club. Committees shall report to the Board of Directors.

## **Article 9 Finances**

Section 1 — Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 — Bills are paid by the treasurer or another authorized officer, if it is a budgeted item. If not budgeted must be approved by the board. Two signatures on a check are always required consisting of the President, Treasurer, Executive Secretary, President-Elect and other such person as appointed by vote of the Board.

Section 3 — A qualified person conducts a thorough annual review of all financial transactions.

Section 4 — Club members will receive an annual financial statement of the club.

Section 5 — The fiscal year is from 1 July to 30 June.

## **~~Article II~~ Article 10 Membership/Method of Electing Members**

~~Eligibility, qualification and requirements for membership in the Rotary Club of Bellingham shall be in accordance with Articles VI, VII, VIII and IX of the Constitution of the Rotary Club of Bellingham. The types of membership shall be in accordance with said Articles.~~

Method of Electing Members: These are outlined in our Policy Manual, Section 14

Membership: These are outlined in our Policy Manual Section 14.2.1

## **~~Article X~~ Article 11 Amendments**

Proposed amendment(s) may be submitted for ratification at the Annual Meeting or a Special Meeting as follows: (a) By being submitted by the Board of Directors; or (b) By being submitted in writing to the Executive Secretary by any Member in good standing for consideration by the Board of Directors at least three (3) months prior to the Annual Meeting or Special Meeting; or (c) By petition of twenty-five (25) members in good standing of the Rotary Club of Bellingham. After approval by the Board of Directors, or upon receipt of the petition as described in Article ~~X11~~ (c) above, the Secretary of the Club shall notify the membership of the Club of the proposed amendment(s) at least thirty (30) days prior to the Annual Meeting or Special Meeting.

The proposed amendment shall be deemed ratified if it receives a two-thirds (2/3) majority affirmative vote of the members of the Rotary Club of Bellingham in attendance at the meeting.

## **~~Article XI~~ Article 12 Effective Date**

These Bylaws supercede and replace previous Bylaws and were adopted by a two thirds (2/3) majority of the membership of the Rotary Club of Bellingham in attendance at the ~~2003~~ 2019 Annual Meeting December 9, 2019.

## **~~Article XII~~ Article 13 Dissolution**

In the event that this Club should cease operations, all funds or other assets remaining after such dissolution shall be distributed to the Rotary Club of Bellingham Foundation or a successor charitable organization with the same purposes. It is intended that this Article shall be interpreted so as to comply fully with the requirements of WAC 230-04-024.