

Chehalis Rotary Club

BY-LAWS

As of, 2011

Supersedes June 2004, January 2003 & December 2005

ARTICLE I

Election of Officers and Directors

Section 1. At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, president-elect, vice president to be elected annually; a secretary, treasurer, and five directors, whose terms shall be two years.. The directors are Club Administration Director, Service Director and Membership Director to be elected each December in the even year and the Public Relations Director and the Foundation Director to be elected in December in the odd year. The nominations may be presented by a nominating committee or by members from the floor, by either or by both, as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting to be held each December. The candidates for president, president-elect, vice president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for director receiving the highest number of the votes shall be declared elected as directors.

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

Section 3. A vacancy in the board of directors or any office shall be filled by a vote of the remaining members of the board.

Section 4. During the first meeting of the new board, a time will be devoted to orientation of all new officers and directors as to the club constitution and by-laws. This orientation is to be conducted by the secretary and past president or their designee.

ARTICLE II

Board of Directors

The governing body of this club shall be the board of directors, consisting of eleven members of the club, namely the president, president-elect, vice president, secretary, treasurer, immediate past president, and five elected directors in accordance with Article I, Section 1 of these by-laws.

ARTICLE III

Duties of Officers

Section 1. President. It shall be the duties of the president to preside at meetings of the club and board of directors and to perform such other duties as ordinarily pertain to that office.

The president shall appoint a sergeant-at-arms whose duties shall be those as prescribed by the president of the board

Section 2. President-Elect. It shall be the duties of the president-elect to preside at meetings of the club and board of directors in the absence of the president, to serve as membership chair and to perform such other duties as ordinarily pertain to that office.

Section 3. Vice President. It shall be the duty of the vice president to preside at meetings of the club and board of directors in the absence of both the president and the president-elect. The vice president is normally in line to become president-elect in succeeding years. The vice president will serve as the vice chair of the membership committee.

Section 4. Secretary. It shall be the duty of the secretary to keep records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the secretary of Rotary International on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the secretary of Rotary International, the monthly report of attendance at the club meetings which shall be made by the 14th of the following month to the district governor immediately following the last meeting of the month, bill, collect and remit to Rotary International subscriptions to *THE ROTARIAN*, and perform such other duties as usually pertain to the office.

Section 5. Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office. Upon retirement from office, the treasurer shall turn over to the new treasurer or to the president all funds, books of accounts, and any other club property in his or her possession.

ARTICLE IV **Meetings**

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

Section 2. The regular weekly meetings of this club shall be held on Wednesday at 12:00 noon. Due notice of any changes in or cancellation of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to article 8, sections 3 & 4 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provide in the standard Rotary club constitution, article 8, sections 1 & 2. In addition, members shall be given attendance credit for participation in board meetings, committee meetings, or other official functions of Rotary including community service and fundraising activities. Logging on to www.rotaryeone.org for 30 minutes also qualifies as a makeup.

Section 3. Requirements to be excused from attendance requirements: Any Rotarian who meets the exempt status of 85 years of both membership in Rotary and age may request an attendance waiver. The request must be in writing and be approved by the Board of Directors.

Section 4 One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 5. Regular meetings of the board shall be held monthly on a day and at a time to be determined by the board from year to year. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

Section 6. A majority of the board members shall constitute a quorum of the board of directors.

ARTICLE V Fees & Dues

The membership dues shall be set annually by the Board and approved by the Membership. The Board and membership may recommend a lower dues schedule for those Rotarians who meet the exempt status of 85 years of both membership in Rotary and age. Dues shall be payable, payable annually on the first day of July, with the understanding that the annual subscription to *THE ROTARIAN* magazine shall be included as a part of the dues structure. Dues will be pro-rated for new members entering after July.

ARTICLE VI Method of Voting

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

ARTICLE VII Four Avenues of Service

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.

ARTICLE VIII Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of

the year in office. It is recommended that the chair have previous experience as a member of the committee.

Section 1. The president-elect shall, prior to July 1 and subject to the approval of the board of directors, appoint the following principal and standing committees. With the exception of membership committee the chairs of these committees shall be elected to a two-year term on the board, The Public Relations and Rotary Foundation shall be elected for a two-year term beginning in the even year and the Club Administration and Service Chair beginning in the odd year.

- Membership: This committee shall be chaired by the elected Membership Director and should develop and implement a comprehensive plan for the recruitment and retention of members.
- Club Public Relations: The committee shall be chaired by the elected Public Relations Director and should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities including a regular member's newsletter.
- Club Administration: The committee shall be chaired by the elected Club Administration Director and should conduct activities associated with the effective operation of the club including but not limited to fundraising activities, setting up for the weekly meeting, providing greeters, , sickness and distress and club fellowship activities as established by the board.
- The Rotary Foundation: This committee shall be chaired by the elected Foundation Director and should develop and implements plans to support The Rotary Foundation through both financial contributions and program participation including but not limited to Annual Programs Fund, Polio Plus, Group Study Exchange, Rotary Scholarships, Benefactors and Bequest Society.
- Service Projects: This committee shall be chaired by the elected Service Director should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries. Members of this committee should be appointed to chair sub-committees to address the following:
 1. World Community Service Projects and Student Exchange
 2. Vocational Service Projects such as Rotaract, Mentorship programs, RYLA and local community scholarships.
 3. Community Service Projects such as Walk 'N Knock, Senior Christmas, Salvation Army Bell ringing and other special projects as established by the board.

Section 2. The president shall be *ex officio* member of all committees and, as such, shall have all the privileges of membership thereon.

Section 3. Each committee shall transact its business as is delegated to it in these by laws 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 and approved by the board.

Section 4. Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and transact such business as is delegated to it in the by-laws and such addition business as may be referred to it by the president or the board of directors. The

chair shall coordinate the work of the committee and shall report to the board on all committee activities.. Except where special authority is given by the board of directors, such committees shall not take action until a report has been made to the board and approved by the board.

ARTICLE IX Duties of Committees

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials. The community service project committee shall consider vocational service, community service and international service avenues when developing plans for the year.

ARTICLE X Leave of Absence

Upon written application to the board of directors, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time, not to exceed one year. Such leave of absence does not excuse the member from the payment of dues, which must be paid in order to remain a member in good standing.

ARTICLE XI Finances

Section 1. The treasurer shall deposit all funds of the club in some bank to be named by the board of directors. The accounting for club funds shall be divided into two separate parts: club operations and service projects.

Section 2. All bills related to approved budgeted expenditures shall be paid only by check signed by any one officer upon vouchers signed by any one officer or the Rotarian requesting the expenditure. The treasurer of the board shall submit a check register of expended funds at each monthly meeting for review by the board. Any requests for expenditures not previously approved by the board in the adopted budget or otherwise, shall be paid by the treasurer only after board review and approval. A thorough review by a certified public accountant or other qualified person shall be made of all the club's financial transactions upon request of the board of directors.

Section 3. The fiscal year of this club shall extend from July 1st to June 30th. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st of each year on the basis of the membership of the club on those dates.

Section 4. At the beginning of each fiscal year the board of directors 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 the action of the board. The budget shall be broken into two separate parts: club operations and service projects.

Section 5. One-half of the weekly ticket drawing proceeds shall be regularly contributed to the Rotary Foundation on behalf of the club.

ARTICLE XII

Method of Electing Members

Section 1. Active Members. The name of the newly proposed member, having been proposed by a member in good standing, shall be submitted, in writing, first to the board of directors, through the secretary, on a blank form prescribed by Rotary International or as developed by the secretary of the club. The club may utilize the “Club in a Club” program for the process of proposing and approving proposed members. If “Club in a Club” is utilized, those processes shall supercede these bylaw rules. A transferring or former member of another club may be proposed to active membership by the 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 classification and membership requirement of the standard Rotary Constitution.

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, an assigned committee shall meet with the prospective member to inform of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and permit his or her name and proposed classification 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, upon payment of dues as set by the board of directors shall be considered 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 upon payment of the established dues shall be considered elected to membership.

Section 6. Following the election, the membership chair shall arrange for the new member’s induction, membership card and new member Rotary literature. In addition, the secretary shall 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. Honorary Members. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in the club. Such membership shall be reaffirmed annually by the board at its June board meeting. Persons may hold honorary membership in more than one club. The name of a proposed candidate for honorary membership shall be submitted to the board of directors in writing and the elections shall be in the same form and manner as prescribed for the election of an active member. If the proposed member gets no more than three negative votes, the member shall be considered duly elected.

ARTICLE XIII
Resolutions and Subscriptions

Section 1. 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 of directors. Such resolutions or motions, if offered at a club meeting, shall be referred, without discussion to the board, which, after having given consideration to the matter, shall submit its recommendations to the club. Having received the recommendations of the board, the club may then proceed to take such action as may seem proper to the majority.

Section 2. Any appeal to the club, or to its members as Rotarians, for charitable or other subscriptions shall be handled in accordance with the procedure prescribed in Section 1 of this article.

ARTICLE XIV
Order of Business

Meeting called to order.
Introduction of visitors.
Correspondence, announcements and Rotary Information.
Committee reports, if any.
Any unfinished business.
Any new business.
Program
Adjournment.

ARTICLE XV
Amendments

These by-laws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendments shall have been delivered to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of Rotary International.