

Bylaws of the Rotary Club of West Olympia

Article 1 Definitions

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member, other than an honorary member, of this club.
4. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board of directors consisting of up to fourteen members of this club, including seven officers, namely, the President, Immediate Past President, President-Elect (or President-Nominee, if no successor has been elected), Vice President, Secretary, Treasurer, and Sergeant-at-Arms, and seven other directors, namely the Club Administration Committee Director, the Membership and Vocational Service Committee Director, the Community Service Committee Director, The Rotary Foundation and International Service Committee Director, the New Generations Service Committee Director, the Fundraising Committee Director, and the Public Relations Committee Director, elected in accordance with article 3, section 1 of these bylaws. At the discretion of the board, an officer may also be elected to one of the other director positions on the board, and the Club Administration Committee Director may be elected as the Sergeant at Arms.

Article 3 Election of Officers and Other Directors

Section 1 – At a regular meeting one month prior to the meeting for election of officers and other directors, the presiding officer shall ask for nominations by members of the club for President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, and no fewer than two other director positions. 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. If it is determined to use a nominating committee, such committee shall be appointed as the board 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. The candidates for President, Vice President, Secretary, Treasurer, and Sergeant at Arms receiving a majority of the votes shall be declared elected to their respective offices. The candidates for the other director positions receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of President-Elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the President-Elect shall assume office as president.

Section 2 – The officers and other directors shall constitute the board.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining officers and other directors.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining officers-elect and other directors-elect.

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 as 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 as 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 as may be prescribed by the president or the board.

Section 4 – *Vice-President*. It shall be the duty of the Vice-President to preside at meetings of the club and the board in the absence of the president. At the option of the President, the Immediate Past President or the President-Elect may preside in the absence of the President.

Section 5 – *Secretary*. It shall be the duty of the Secretary to keep membership records; record attendance at meetings; 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 1 January and 1 July 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; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. The annual dues of the Secretary shall be paid by the club.

Section 6 – *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.

Section 7 – *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 during the first half of December in each year, at which time the election of officers and other directors to serve for the ensuing Rotary year shall take place.

Section 2 – The regular weekly meetings of this club shall be held on Tuesday from twelve noon to 1:15 p.m. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution, article 9, section 3) in good standing in this club, should attend each regular meeting, and must attend or make up at least 50 percent of all regular meetings in each half of the year. On the day of each regular meeting, each member must be counted as present or absent, with attendance evidenced by the member being present for at least 60 percent of the meeting, provided that a member counted as absent shall subsequently be counted as present if a valid make up or extended absence is reported pursuant to the standard Rotary club constitution, article 9, sections 1 and 2.

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 on the first Thursday of each month. Special meetings of the board shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – Six members of the board of directors shall constitute a quorum of the board. Board members may give a proxy to another member of the board by notice to the President, or in the absence of the president to the presiding officer.

Article 6 Fees and Dues

Section 1 – The admission fee shall be \$65.00, to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be \$ 285.00 per annum, or such amount as the board may determine by majority vote prior to June of each year, payable by the first day of July, with the understanding that a portion of each annual payment shall be applied to each member's subscription to the RI official magazine. The membership dues of members admitted during the Rotary year shall be prorated on a quarterly basis.

Article 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote (vocal assent) except the election of officers and other directors, which shall be by ballot, unless by unanimous acclamation. The

board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote. Each member of the board shall have only one vote on any motion being considered, regardless of the number of board positions he or she may hold.

Article 8 Avenues of Service

The five 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 New Generations Service. This club will be active in each of the Avenues of Service.

Article 9 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 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. Standing committees should be appointed as follows:

- Club Administration Committee.

This committee should conduct activities associated with the effective operation of the club as described in the Club Administration Committee Manual of Rotary International. The Club Administration Committee Director shall be the chair of this committee.

- Membership and Vocational Service Committee.

This committee should develop and implement a comprehensive plan for the recruitment and retention of members as described in the Club Membership Committee Manual of Rotary International, and also conduct vocational service activities. The Membership and Vocational Service Committee Director shall be the chair of this committee.

- Community Service Committee.

This committee shall devise and carry into effect activities which will guide and assist the members of this club in serving their community. Functions include community service projects, local grant projects, and other community service activities as identified by the board. The Community Service Committee Director shall supervise and coordinate the work of any subcommittees that may be appointed for particular community service activities, and will coordinate with the Charities Fund Board, Fundraising Committee, and Public Relations Committee on projects as appropriate. The Community Service Committee Director shall be the chair of this committee.

- The Rotary Foundation and International Service Committee.

This committee shall develop and implement plans to support The Rotary Foundation

through both financial contributions and program participation, and shall coordinate with the Community Services Committee director. The Rotary Foundation and International Service Committee Director shall be the chair of this committee.

- New Generations Service Committee.

This committee is responsible for coordinating the club's New Generations Service activities. Functions include the Rotary Youth xExchange Program, scholarships, Interact, Rotaract, and Rotary Youth Leadership Awards (RYLA), and other activities as identified by the board. The New Generations Service Committee Director shall be the chair of this committee.

- Fundraising Committee.

This committee is responsible for annually recommending revenue-generating activities to support the programs and special projects of the club. Activities include establishing annual fund-raising goals, planning, proposing new fund-raising activities, recommending enhancements to existing activities, and reporting to the board. The Fundraising Committee Director shall be the chair of this committee.

- Public Relations Committee.

This committee is responsible for keeping the public informed of the club's community, international, and new generations service activities, as well as various fundraising events. The Public Relations Committee Director shall be the chair of this committee.

Additional ad hoc committees may be appointed as needed.

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

(b) 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 take action until a report has been made and approved by the board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

Article 10 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 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, and action plans established by the beginning of each year for implementation during the course of 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 11 Charities Fund.

There shall be created a West Olympia Rotary Charities Fund that shall have as its sole purpose to support and administer the club's support of community non-profit activities and organizations that have objectives consistent with those of Rotary. There shall be developed a West Olympia Rotary Charities Fund Board, articles of incorporation and bylaws to be approved by the club board of directors to qualify the fund as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they hereafter be amended, and to facilitate the distribution of club funds to community non-profit activities and organizations. The Charities Fund Board will also manage an Endowment Fund for the purpose of The chair of the Charities Fund Board shall report regularly to the board of directors.

Article 12 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 months.

Article 13 Finances

Section 1 – Prior to the beginning of each fiscal year, the board 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 of club operations and one in respect of charitable/service operations.

Section 2 – The Treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

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 by a qualified person shall be made once each year.

Section 5 – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July of each year on the basis of the membership of the club on that date.

Article 14 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 Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal may 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 requirements of the standard Rotary club 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, the prospective member shall be informed 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 to 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 the admission fee (if not honorary membership) and the pro rata annual membership dues as prescribed in these bylaws, shall be considered to 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, upon payment of the admission fee (if not honorary membership) and the pro rata annual membership dues as prescribed in these bylaws, shall be considered to be elected to membership.

Section 6 – Following the election, the President shall arrange for the new member's induction, membership badge, 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 standard Rotary club constitution, honorary members proposed by the board.

Article 15 Resolutions

Section 1 – The club shall not consider any resolution or motion 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.

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 prescribed procedure in Section 1 of this Article. Organizational requests for funding donations shall be referred to the Charities Board for consideration, consistent with Article XV below, prior to board consideration.

Section 3 – Informal requests for contributions of funds or merchandise from individual members during club meetings are generally prohibited, but may be authorized in accordance with Section 1 of this Article. Such exceptions may include requests for contributions to The Rotary Foundation, West Olympia Rotary Charities Fund, and Endowment Fund, sales of tickets or merchandise as part of fund-raising programs by other Rotary clubs, holiday-focused food drives, response to emergency events, special school projects, or other special circumstances. The President and board shall exercise discretion in limiting the number of such appeals.

Article 16 Order of Business

At regular meetings:

- Meeting called to order.
- Introduction of visitors.
- Correspondence, announcements, and Rotary information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

At Board meetings:

- Meeting called to order.
- Consideration, corrections, additions and approval of minutes.
- Treasurer's report and acceptance.
- President's report.
- President-Elect's report.
- Correspondence, announcements, and Rotary information.
- Directors' reports.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Adjournment.

Article 17 Amendments

These bylaws 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 amendment shall have been mailed 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.