Article I – Definitions

Board: The club’s board of directors

Director: A member of the club’s board of directors

Member: A member of the club, other than an honorary member

Quorum: the minimum number of participants who must be present when a vote is taken: one third of the club’s members for club decisions and a majority of the directors for club board decisions.

RI: Rotary International

Year: The 12-month period that begins on 1 July

SEMR: South Everett Mukilteo Rotary Club

Article II - Board of Directors

 **Section 1.** The governing body of this club is the Board of Directors (hereafter referred to as "the Board"). The Board has the fiduciary duty to act in the best long-term interest of Rotary International, the Rotary Club of South Everett-Mukilteo as a legal entity, and to the members at large. The Board consists of eleven (11) members in good standing, consisting of the seven (7) elected officers and the four (4) appointed Directors. Seven of the board positions shall be filled by the officers elected by the club, with the remaining positions are appointed by the club president for their year of service.

**Section 2.** The officers of the club shall be President, President-Elect, Past President, President Nominee, Secretary, Treasurer, Sergeant at Arms (Club Services Director) and four (4) appointed Directors.

**Section 3.** Voting is restricted to the Board members. Each Board member, except the president, shall have one vote. The president shall vote only to decide a tie vote by the Board on any issue. A quorum shall exist when six (6) Board members are present.

**Section 4.** By use of a proxy, a Board member who cannot attend a specific Board meeting may assign voting power for that meeting to another Board member.

**Section 5.** The secretary shall record the minutes of each Board meeting.

**Section 6.** The Board shall meet monthly at a minimum of ten (10) times per year.

# Article III – Election of Officers

**Section 1.**

1. By December 31 of each year, elections will be held for officers of the board.
2. To bring forth a slate of officers for election, a Nominating Committee shall be appointed by the President, and chaired by the President Elect. At least two Past Presidents and two members of the Board will serve on the committee. Not less than one month prior to elections, members may nominate candidates for all elected officers during a regular club meeting(s). Members at large may nominate candidates for any elected position and forward the name(s) to the Nominating Committee for consideration.

**Section 2.** The Nominating Committee shall prepare a slate of candidates on a ballot. The ballot shall be put to a vote of the general membership during a regular club meeting. Elections must be completed prior to December 31. The candidate who receives the majority of the votes for each office is declared elected to that office.

**Section 3.** If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

**Section 4.** If any officer-elect vacates their position, the remaining members of the board-elect will appoint a replacement.

**Section 5.** The terms of office for each elected position shall be:

President: 1 year

President-Elect: 1 year

President Nominee: 1 year

Immediate Past President: 1 year

Treasurer: 2 years (rotates opposite of Secretary)

Secretary: 2 years (rotates opposite of Treasurer)

Sergeant at Arms (Club Services Director): 1 year

**Article IV - Duties of Officers**

**Section 1.** The President shall:

(a) The President leads and inspires members to engage in the ideals of local, district, and RI priorities.

(b) The President presides at all club and board meetings.

(c) Serve as an ex-officio member of all club committees,

**Section 2.** Immediate Past President shall:

1. Serves as a Director on the Club Board.
2. Serves as a Director on the SEMR Foundation Board and serves as liaison between the SEMR Board and the SEMR Foundation Board.

**Section 3.** The President-Elect shall:

(a) Serve as a member of the Board.

(b) Shall prepare for their year as President including developing a budget and appointing Board Directors for their Rotary year.

(c) Chair the Nominations Committee.

(d) Preside over meetings in the absence of the president and perform such other duties as may be prescribed by the President or the Board.

**Section 4. The President Nominee**

1. Serve as a member of the Board.
2. Preside over meetings in the absence of the president and president-elect and perform such other duties as prescribed by the President or the Board.
3. Serves as fundraising committee chair.

**Section 5.** The Secretary shall:

1. Serve as a member of the Board.
2. Keep current records of membership and attendance.
3. Record and preserve the minutes of board meetings.
4. Perform other duties as may be prescribed by the President.

**Section 6.** The Treasurer shall:

1. Serve as a member of the Board.
2. Chair the SEMR Club Finance Committee and ensure collaboration and alignment with the SEMR Foundation Board.
3. Account to the Board on a monthly basis.
4. Perform other duties as may be prescribed by the President.

**Section 7.** The Sergeant-at-Arms (Club Services Director) shall:

(a) Serve as a member of the Board.

(b) Provide oversight for Thought for the Day/Greeter, the Care Committee, and the Program Committee.

(b) Execute such duties as prescribed for the office of Sergeant-at-Arms and other duties as may be assigned by the President.

**Article V - Meetings**

**Section 1.** The club shall hold an Annual General Meeting, no later than December 31, to elect the officers for the year commencing July 1.

**Section 2.** The regular weekly meeting of the club shall be held on Friday at 12:15 p.m. Notice of any changes in or cancelation of the regular meeting shall be given to all members of the club.

**Section 3.** The Board shall meet monthly at a minimum of ten (10) times per year. Special meetings of the Board are called with reasonable notice by the President or upon the request of two Board members.

**Section 4.** The SEMR Club will hold at least one club assembly per year and the President may schedule other club assemblies as deemed necessary.

**Section 5.** A quorum is reached when one third of the membership is present at any club meeting except as provided in the RI Bylaws.

**Article VI - Fees and Dues**

 **Section 1.** A one-time membership fee, set by the Board, shall be paid upon admission to the club.

**Section 2.** The Board shall set annual membership dues reviewed and adjusted as necessary, paid at one time or installments.

Annual Club dues include:

1. RI dues, including each member's subscription to THE ROTARIAN magazine.
2. District dues.
3. A pro-rated share of club operating expenses.

**Article VII - Method of Voting**

The business of this club shall be transacted by voice or ballot vote except the election of officers and directors, which shall be by ballot.

**Article VIII - Committees**

 **Section 1.** Committees are advisory bodies that assist the Board in completing the annual club program. Committees report to the Board through their respective Board Members. Each committee shall transact the business delegated to it by the Board. Committees may not make financial or any other commitments on behalf of the club until a clear recommendation has been made to and approved by the Board. Each committee, in cooperation with the Board Member with oversight and the President, may create project teams as necessary to execute projects approved by the Board.

**Section 2.** Each committee chair is responsible for the regular meetings and activities of the committee, supervises, and coordinates its work, and reports to the Board Member with oversight on all committee activities. By June of each year for the following Rotary year, the President-Elect shall appoint four (4) Directors, who serve as Board members and provide oversight for most of the club committees. The four Directors include: Club Engagement Director, SEMR Community Service Director, Champion Director, Foundation Director. Other elected officers may also have oversight of club committees. The Sergeant at Arms will serve as the Club Services Director. Board Members with oversight for committees will also serve as ex-officio members of those committees.

**Section 3.** By June of each year, the President-Elect shall ensure appointment of all committee chairs.

Standing Committees shall be:

1. Membership
2. Public Relations
3. Community Service
4. Youth Services
5. Foundation
6. International Service
7. Fund Allocation
8. Fellowship
9. Finance
10. Fundraising

Ad hoc committees may be formed to forward the work of the Club as deemed necessary and approved by the Board.

**Article IX – Finances**

 **Section 1.** The fiscal year of this club shall extend from July 1 through June 30. Prior to the beginning of the fiscal year, the President-Elect shall develop a proposed budget to be approved by the Board in July.

**Section 2.** The treasurer shall maintain two separate bank accounts. The first shall be used exclusively for SEMR club operations and the second shall be used exclusively for charitable fund raising, contributions and project work through the South Everett Mukilteo Rotary Foundation

**Section 3.** The SEMR Club will maintain a Finance Committee, which conducts a thorough monthly review of all financial transactions and reports to the SEMR Board and the SEMR Foundation Board.

**Section 4.** All bills shall be paid only by checks signed by two authorized persons after presentation of vouchers signed by two officers.

**Section 5.** The Board shall not approve a deficit budget.

**Section 6.** Club financials are open to all members.

**Article X - Method of Electing Members for Active Membership**

 **Section 1.** Any club member in good standing may sponsor a candidate for membership in the club. Applications of the candidate shall be submitted to the Chair of the Membership Committee. The Chair shall make copies of the application available to the Membership Committee and to the Club Secretary. The application shall be kept confidential.

**Section 2.** The Membership Committee reviews the application for membership and the Chair forwards a membership recommendation to the Board through the identified Director.

**Section 3.** The Board shall review and decide upon the application.

**(a)** If the application is rejected by the board, the president shall meet with the appropriate Board Director/Membership Chair in person and shall convey the reasons for the rejection.

**(b)** Policies about membership application processes shall be developed and recommended for approval to the Board by the membership committee.

**Section 4.** The President or designee shall provide notification to the general membership of the candidate’s name and proposed classification.

**Section 5.** If no objection from the general membership is submitted, then the candidate will be admitted to membership.

**Section 6.** The board shall consider and vote upon any objection to a candidate for membership**.** If the Board approves membership despite the objection, the candidate will be admitted to membership.

**Section 7.** The Club Secretary shall ensure that a new member’s identifying information is conveyed to Rotary International, District 5050, and the club. Any admission fees and prorated dues will be communicated with the new member by the Club Treasurer.

**Article XI – Method of Electing Members to Honorary Membership**

**Section 1.** Honorary membership is conferred upon persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals, with approval of the Board and reading of the candidate’s name and rationale for the status to the Club as per approved Club membership procedures. Honorary members hold all privileges of active membership, except voting and holding office, and are exempt from the payment of admission fees and dues. Honorary membership shall be reviewed by the Membership Committee on an annual basis and recommendations for continued Honorary status shall be made to the Board for approval.

**Section 2.** Any member in good standing may propose a person for Honorary Membership.

**Section 3.** The process for approval of Honorary Membership shall follow the same process for Active Membership in Article X.

**Article XII - Leave of Absence**

**Section 1.** A member may be granted a temporary leave of absence based upon the Board approved membership committee procedures.

**Article XII - Resolutions**

 **Section 1.** Except as set forth in Section 2 below, the club shall not consider any resolution or motion to commit this 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.** On occasion, the club members present at any meeting may consider a spontaneous resolution of support for an urgent or particularly noteworthy cause presented at that meeting. Under this section, such support is limited to the amount of dollars collected from the members present at the meeting and may include any special collection made on that day. Support beyond these limits must be considered under Section 1 above.

**Article XIII - Order of Business**

**Section 1.** The President shall establish a general order for conducting club and board meetings.

**Article XIV- Rotarian of the Year**

Each year the President shall select a member of the club to receive the T. Hollister Mabley Rotarian of the Year Award.

**Article XV – Amendments**

 **Section 1.** Amendments necessary to maintain harmony with the Constitution of Rotary International or to reflect RI direction shall be introduced on an urgent basis and passed by simple majority of the Board. Such amendments do not require ratification of the membership at large. The Board shall promptly announce any such amendment to the membership. The amendment shall take effect the day it is announced and shall be incorporated into the written bylaws during a scheduled update, but no later than 12 calendar months from the date of announcement.

**Section 2.** Amendments not required by RI may be proposed and considered as follows:

**(a)** In writing to the Secretary at any time by any member in good standing, if the proposal is endorsed by a second member in good standing.

**(b)** The Secretary shall present such proposals to the Board at its next regular meeting.

**(c)** The Board shall cause the proposal to be considered by a committee of at least three non-Board members.

**(d)** The committee shall report its recommendations to the Board in time for the Secretary to publish the proposal to the club in writing, by e-mail and/or by posting on the website, within 60 days of its first presentation of the proposed amendment to the Board.

**(e)** The club shall then have a minimum of 10 days to review the proposal. At the first Club Assembly following the 10 days at which a quorum is present, the proposal shall be put to a vote of the club members. The proposed amendment shall be adopted upon the approval of a two-thirds majority of those present.

**(f)** Amendments so accepted become effective on the day of acceptance and shall be published in the bylaws within 12 calendar months of acceptance by the club.

**Section 3.** Should the amendment review committee not recommend a duly submitted bi-law amendment the following procedure shall be followed:

**(a)** The original submitting members shall be so notified by the committee chair and shall be given the reasons for the rejection.

**(b)** The submitting members may then elect a presentation direct to the Board, at the next Board meeting.

**(c)** Being so approached, the Board must present the proposal to the club within 60 days and shall include in the proposal that the presentation is made under an appeal from an original rejection.

**(d)** The club shall have a minimum of 10 days to consider the proposal and shall, with a quorum present, vote on the proposal during the first Club Assembly following the 10 days.

**(e)** The proposal will require a two-thirds majority of the members present to pass.

**(f)** Amendments adopted as set forth above are effective immediately. They shall be published in the bylaws within 12 calendar months of adoption by the club.

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