



BY-LAWS of the
ROTARY CLUB of SOUTH WHIDBEY ISLAND
District 5050, Washington

Article I: Definitions

Board: The Board of Directors of this club

Director: A member of this club's Board

Member: A member, other than an Honorary Member, of this club

RI: Rotary International

Year: The twelve-month period begins on July 1

Article II: BOARD

The Governing body of this Club shall be a Board consisting of members of this Club, namely the President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer, Directors of Club Administration, Community Service, Vocational Service, New Generations, International Service, Membership, Fundraising, Programs and additional Directors as may be appointed by the President or President-Elect.

Article III: ELECTION OF OFFICERS AND DIRECTORS

Section 1: The election of Officers and Directors, including the next President-Elect, shall be at the Annual Meeting held the second Tuesday in January or such other time as determined by the Board of Directors.

During the preceding November, a nomination committee consisting of the current and Past Presidents of the Club willing to serve on the committee shall meet for the purpose of nominating a president-elect for the year following the next Rotary year. The current President-Elect shall be invited to participate as a non-voting member. The presiding officer of the committee shall be the President and a supermajority of 75% of those voting shall prevail.

At the first regular meeting in December the presiding officer shall ask the nomination committee to report their nomination for President-Elect. The nomination by the committee may be supplemented by nominations from the floor by any Club member, after receiving permission from the nominee, at any regular meeting prior to the Annual Meeting.

Concurrently, at the first regular meeting in December, the current President-elect shall provide a slate of Board nominees for the next Rotary year, consisting of a Vice President, Secretary, Treasurer, Directors of Club Administration, Community Service, Vocational Service New Generations, International Service, Membership, Fundraising, Programs and additional Directors as the current President-elect may deem necessary.

All nominations for the following President-elect and board positions shall be placed on a ballot in alphabetical order and distributed via email to club members no later than the last day of December.

The election of Officers and Directors shall be by secret ballot at the Annual Meeting. The candidates receiving a majority of the votes shall be declared elected to their respective offices. In the event that there is no more than one nominee for each office, the election may be held by acclamation.

Section 2: The immediate past president shall be a member of the board.

Section 3. The President may appoint a club member to act as Sergeant-at-Arms.

Section 4. The President may fill a vacancy on the Board of Directors or any office.

Section 5. The nomination committee shall fill a vacancy in the position of President-elect.

Article IV: OFFICERS AND DIRECTORS

Section 1. President - It shall be the duty of the President to preside at meetings of the Club and Board, and to perform such other duties as ordinarily pertain to the office.

Section 2. Vice-President - shall be a past President of this Club. In the event the President is incapacitated and unable to carry on the duties of President for a substantial period of time, it shall be the duty of the Vice-President to assume the duties of the President. The Board shall ~~may~~ determine if the President is so incapacitated. The Vice-President shall preside over Club or Board meetings in the absence of the President.

Section 3. President-elect - It shall be the duty of the President-elect to assist the President and to perform such other duties as the President or the Board may request.

Section 4. Immediate Past President - It shall be the duty of the Immediate Past President to fill any area deemed necessary for the effective running of the Club by the President and to serve as a consultant to the President.

Section 5. Secretary - It shall be the duty of the Secretary to keep the records of membership, ensure that a record is kept of attendance at meetings, to record and preserve the minutes of Board meetings, make the required reports, including semi-annual reports of membership to RI and District 5050, add and delete members with RI and District 5050 as changes occur and to report monthly attendance to District 5050.

Section 6. Treasurer - It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and to the Board on a monthly basis, to prepare with the President an annual budget for approval by the Board and presentation to the Club, remit semi-annual dues to RI and district 5050 and to perform such other duties as pertain to the office. Upon retirement from this office, the Treasurer shall turn over to the successor or to the President all funds, books of account or any other Club property held by the Treasurer. A committee appointed by the Board may audit the books from time to time. The Treasurer shall ensure that a minimum of two (2) signatures be listed on the Club's banking accounts. Transactions in excess of \$1,000 shall require the signature of at least two (2) signers.

Section 7. Director of Club Administration - It shall be the duty of the Director of Club Administration to keep and account for Club property, to receive and account for meeting fees, keep a book for visitors and guests and to supervise set up for meetings.

Section 8. Director of Community Service - It shall be the duty of the Director of Community Service to seek community service projects in the community and to plan for and gather committee members for such activities.

Section 9. Director of Vocational Service - It shall be the duty of the Director of Vocational Service to encourage members to serve other people through their vocations, education and skill sets which encourages high ethical standards.

Section 10. Director of International Services - It shall be the duty of the Director of International Services to seek and coordinate international projects.

Section 11. Director of New Generations. It shall be the duty of the Director of New Generations to encourage youths and young adults in leadership roles and to coordinate youth activities, including student exchanges and youth activities such as RYLA and YAIL.

Section 12. Director of Membership. It shall be the duty of the Director of Membership to encourage and facilitate new members to Rotary and to retain existing members.

Section 13. Director of Fundraising. It shall be the duty of the Director of Fundraising to explore fundraising opportunities and to oversee club fundraising projects.

Section 14. Director of Programs. It shall be the duty of the Director of Programs to schedule informative and educational programs for the Rotary membership meetings.

Section 15. Additional Directors. The President may add Directors to the Board, which shall remain in effect until the end of the Rotary year.

Article V: MEETINGS

Section 1. Annual Meeting - An Annual Meeting of this Club shall be held on the second Tuesday in January or at such other time as determined by the Board. The election of officers and directors to serve for the ensuing year commencing July 1 will be held at this meeting.

Section 2. Regular meetings - The Board shall select the time and place for the regular meetings of this Club.

Section 3. Quorum at Membership Meetings - One-third (1/3) of the membership shall constitute a quorum at the Annual and regular meetings of this Club. At a meeting where a quorum has been established, a majority of the members in attendance shall be required for passage of a measure.

Section 4. Board Meetings - A regular meeting of the Board shall be held monthly at a time and place selected by the Board. 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 5. Quorum at Board Meetings - A majority of the Board members holding office shall constitute a quorum of the Board. A majority of Board members in attendance shall be required for passage of a measure.

Section 6. Meetings - Meetings of the membership, Board, Committees, or other club members may be in person or virtual.

Article VI: DUES

Section 1. The membership dues shall be \$300.00 per annum, due semiannually on the first day of July and January

Section 2. Dues may be changed by action of the Board.

Article VII: COMMITTEES

Section 1. The President shall appoint committee chairs. The duties of all committees shall be established and reviewed by the President for his/her year. The committee chairs subject to approval of the Board shall appoint their committee members.

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

Section 3. Directors shall be ex-officio a member of all committees in the Director's responsibility as shown on the Club's organizational chart, and as such shall have all the privileges of membership thereon.

Section 4. Each committee shall transact such business as is delegated to it in the 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, committees shall not commit this Rotary club to any action or financial obligation until a report has been made to and approved by the Board.

Section 5. Each committee 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 responsible Director on all committee activities.

Article VIII: FINANCES

Section 1. The Treasurer shall deposit all funds of the club in a federally insured financial institution approved by the Board.

Section 2. All bills shall be paid by checks signed by the authorized signatory(s) upon receipt of approved vouchers for the expense.

Section 3. The fiscal year of this club shall be July 1 to June 30.

Article IX: NEW MEMBER SELECTION

Section 1. The Membership Committee shall establish steps and procedures for the admission of new members.

Section 2. HONORARY MEMBERS

a) The name of a proposed candidate for an honorary membership shall be submitted to the Membership Committee or the Board in writing and the election shall be in the same form and manner as prescribed for the election of an active member provided, however, that such proposal may be considered at any regular meeting of the Board and that the Board may, at its discretion, waive fees and any ~~of the~~ steps established by the Membership Committee as set forth in Section 1 of this article and proceed to Board approval of the proposed member.

b) Upon approval of the Board, the proposed member shall be considered duly elected as an honorary member. Honorary membership is for a one-year period, renewable at the discretion of the Board.

Article X: RESOLUTIONS

No resolution or motion by any committee or Club meeting shall be effective to commit this Club on any matter until the Board has considered and approved it. If offered at a Club meeting it shall be referred to the Board.

Article XI: AMENDMENTS

These Bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all persons present, provided that notice of such proposed amendment shall have been given to the membership by e-mail or otherwise at least ten 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 Rotary International or is out of compliance with local and federal laws.

Article XII: CONFLICTS

Section 1. Members of the club must not serve or alternatively must recuse themselves from any committee or action of that committee that would benefit them or a family member.