

Bylaws of the Rotary Club of Nassau Sunrise

ARRANGEMENT

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Article I Definitions

1. In these bylaws -

“Board” means The Board of Officers and Directors of this club;

“Club” means the Rotary Club of Nassau Sunrise

“Director” means a member of this club's Board who is not an officer;

“Member” means a member of this club but does not include an honorary member;

“Member in good standing” means a member whose dues have been fully paid up and who has achieved not less than the requisite 50 % attendance record for the relevant year, or part thereof, under consideration;

“Officer” means president, vice-president, president-elect, secretary, treasurer or other member of this club's Board who is not a director;

“RI” means Rotary International and

“Year” means the twelve-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board which shall consist of the directors elected in accordance with article 3, section 1, of these bylaws, and the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

Article 3 Election of Directors and Officers

Section 1 - Nominations and Elections

1. At a regular club meeting, to be held not less than one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, and the directors. Only members in good standing may be nominated and elected to the board, provided that no member who is also a member of a Rotaract Club shall be eligible for election as president.

2. The nominations may be presented by

i. a nominating committee or

ii. by members in good standing from the floor or

iii. by both the nominating committee and the members from the floor.

3. In the event that the club decides to have a nominating committee, such committee shall be appointed as the club or the board may determine.

4. i. Nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting.

ii. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices.

iii. The candidates for directors receiving a majority of the votes shall be declared elected as directors.

iv. The candidate for president elected in such balloting shall be the president-nominee and serve as an officer on the board for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

Section 2 - Assumption of Office

1. The officers and directors, so elected, shall constitute the board for the year commencing on the first day of July next following the election together with the immediate past president at that time.

2. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as 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.

Section 3 - Board Vacancy

A vacancy in the board or any office shall be filled by appointment of a board member upon a majority decision of the board.

Section 4 - Board-Elect Vacancy

A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining 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 – 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 and to perform other duties as ordinarily pertain to the office of vice-president.

Section 3 – President-elect

It shall be the duty of the president-elect to serve as an officer and to perform such other duties as may be prescribed by the president or the board.

Section 4 – 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, and prorated reports on 1 October and 1 April of each active member who has 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.

Section 5 – 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 pertain 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 6 – Immediate Past President

It shall be the duty of the immediate past president to serve as an officer and to perform such 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 on the first Thursday in November in each year, at which time the election of officers and directors to serve for the ensuing year shall take place. Provided that where it becomes impossible or impracticable to hold the annual meeting on the date stated, the annual meeting shall be held on the occasion of the next regular club meeting immediately following that date, or on another date to be determined by the board and, in either event, not later than December 31 of that year.

Section 2 - Regular Meetings

1. The regular weekly meetings of this club shall be held on Thursdays at 6:45AM (EST) at the British Colonial Hilton Hotel, Nassau, New Providence, the Bahamas. Due notice of any changes in or cancellation of the regular meeting shall be given to all members of the club by a board member or delegate authorized to do so.

2. The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or during the week which includes a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for at least twice per month.

3. All members in good standing in this club (excepting a member excused pursuant to article 8, sections 3 and 4 of the standard Rotary club constitution), on the day of the regular meeting, must be recorded 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 provided in the standard Rotary club constitution, article 8, sections 1 and 2.

Section 3 - Quorum for Regular Meetings

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

Section 4 – Board Meetings

Regular meetings of the board shall be held on the third Tuesday of each month or such other day as may be decided upon by the board. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors or officers, reasonable notice having been duly given. Written minutes should be provided for all board meetings. Such minutes should be available to all members within 60 days of said meeting.

Section 5 – Quorum for Board Meetings

A majority of the directors and officers shall constitute a quorum of the board.

Article 6 Fees and Dues

Section 1 – Admission fees

The admission fee shall be \$50 to be paid before the applicant can qualify as a member.

Section 2 – Membership dues

The membership dues shall be \$325 per annum, payable annually on the first day of July, to be apportioned as set out in Schedule 1 of these bylaws.

Section 3 – Pro-rated dues

Upon the admission to membership of a new member, the membership dues shall be pro-rated having regard to the number of months left in the year from the date of admission provided that all dues payable to RI shall be paid in accordance with RI policies.

Section 4 – Change in fees and dues

The admission fee and the membership dues shall be subject to change from time to time upon a majority decision of the board and subject to ratification by a majority of members present at any regular meeting, a quorum being present, provided that notice of such proposed ratification shall have been mailed by post or e-mailed to each member at least seven (7) days before such meeting. Upon the ratification by the members of the new fee or dues, this Article and these bylaws shall be deemed to have been duly amended.

Article 7 Method of Voting

The business of this club shall be transacted by

- i. *viva voce* vote or
- ii. secret ballot or
- iii. by such other method determined by the board at a board meeting or
- iv. by such other method determined by a majority of the members at a regular meeting or
- v. by universal acclamation.

Article 8 Five Avenues of Service

The 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

Section 1 - Nature of Club Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the five 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 his or her year in office.

Section 2 - Standing Committees

Standing committees shall be appointed as follows:

- i. Membership: This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- ii. Club Public Image: This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- iii. Club Administration: This committee should conduct activities associated with the effective operation of the club.
- iv. Service Projects: This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- v. The Rotary Foundation: This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- vi. Fundraising: This committee should develop and implement plans to provide financial support for the various projects of the club.

Section 3 - Ad Hoc Committees

Additional ad hoc committees may be appointed by the president or board as needed.

Section 4 - Committee business

- (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 make reference to appropriate RI materials. 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 his or her year as noted above.

Article 11 Attendance¹

Each member should attend this club's regular meetings, or satellite club's regular meetings if provided in the bylaws, and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or using an online connection for the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or participates in the regular meeting posted on the club's website within one week following its posting, or makes up for an absence in any of the following ways:

(a) *2 months Before or After the Meeting.* If, within 2 months before or after the regular time for that meeting, the member

(1) attends the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or

(2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or

(3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district training assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or

(4) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or

(5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or

(6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or

(7) participates through a club website in an interactive activity requiring an average of 30 minutes of participation; or

¹ Inserted to allow for flexibility as permitted by COL 2016 Enactments 16-21 and 16-30

(8) attends any activity or event which is authorized by the board as a make-up for these purposes.

PROVIDED that when a member is outside the member's country of residence for more than 2 months, the time restriction shall not be imposed so that the member may attend regular meetings or satellite club meetings in another country at any time during travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

(b) At the Time of the Meeting. If, at the time of the meeting, the member is

(1) traveling with reasonable directness to or from one of the meetings specified in subsection (a)(3) of this section; or

(2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or

(3) serving as the special representative of the district governor in the formation of a new club; or

(4) on Rotary business in the employ of RI; or

(5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or

(6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 — Extended Absence on Outposted Assignment. If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

Section 3 — Excused Absences. A member's absence shall be excused if

(a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child that extends for more than twelve months such leave may be renewed by the board for a period of time beyond the original twelve months.

(b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more, the member has been a member of one or more clubs for at least 20 years, and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 4 — RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI or a Rotarian partner of a current officer of RI.

Section 5 — Attendance Records. When a member whose absences are excused under the provision of subsection 3(a) of this article fails to attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of subsection 3(b) or section 4 of this article attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

Section 6

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 a specified length of time.

Article 13 Finances

Section 1 – Budget

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 community/service operations.

Section 2 – Club Funds

1. 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.
2. 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 3 – Payment of Bills

All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.

Section 4 – Independent Review

A thorough review of all financial transactions by a qualified person shall be made once each year. That qualified person may or may not be a member but shall not be an officer or director of the board at the time of the review.

Section 5 – Fiscal Year

The fiscal year of this club shall extend from 1 July to 30 June.

Section 6 – Payment of RI dues

The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 14 Method of Electing Members

Section 1 – Proposal

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 club secretary or the president in

the absence of the secretary. 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 – Board Approval

1. The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
2. The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary or a delegate of the board in the absence of the secretary, of its decision.
3. If the board disapproves the proposal, then the proposer will be deemed to have withdrawn the proposal and shall not, without the leave of the board, resubmit the proposal prior to the expiration of six months from the date of the board's decision.
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 required to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 3 – Club Approval

1. The prospective member's name and proposed classification shall be published to the club inviting objections, if any, within seven (7) days of publication. All objections must be submitted in writing and accompanied by reasons for the objection and signed by the objecting member. All objections must be submitted to the board in writing, through the club secretary.
2. If no written objection to the proposal, stating reasons, is received by the board from any member of the club within seven (7) days following publication, the prospective member, upon payment of the admission fee (if not honorary membership) and the dues as prescribed in these bylaws, shall be considered to be elected to membership.
3. If any such objection has been filed with the board, the board shall vote on this matter at its next meeting. If the board approves the proposal despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership) and the dues as prescribed in these bylaws, shall be considered to be elected to membership.

Section 4– Member Induction

Following the election, the president shall arrange for the new member's induction, and for the membership card and new member Rotary literature to be presented to the new member. 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 5 – Honorary Members

The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

Article 15 Dual Membership

Section 1 – Types of membership

No person shall simultaneously hold active membership in this and another club other than a satellite of this club or a Rotaract club. No person shall simultaneously be a member and an honorary member in this club.²

Section 2 – Exceptions for active Rotaractors

1. A Member who is also a member of a Rotaract Club shall not be eligible for election as club president. For avoidance of doubt, such a member shall be eligible for election or appointment as a Director or Officer or other member of the Board or may serve on a Club Committee and shall be eligible for appointment or election as a Club Committee Chair.

Article-16 Resolutions

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.
2. The board shall consider the resolution or motion as soon as is reasonably practicable.
3. The board shall communicate its decision to the club for further action or otherwise.

Article-17 Order of Business

Section 1 - Regular Club Meeting Agenda

The agenda for the regular club meeting shall be as follows, or as amended by the President or his or her designate, from time to time.

- Sounding of the Bell - Meeting called to order
- Invocation
- Loyal toast to The Commonwealth of the Bahamas
- Fellowship/breakfast
- Welcome visiting Rotarians
- Introduction and welcome of Guests
- Exchange of Banners
- Sergeant-at-arms: fines & jokes, birthdays, anniversaries
- Announcements: correspondence, announcements and rotary information.
- Committee reports, if any.
- Introduction of speaker
- Speaker
- Vote of thanks
- Raffle
- The Four Way Test
- Final toast
- Adjournment

² Amended to comply with COL 2016 Enactment 16-40

Section 2 - Board Agenda

The agenda for the board meeting shall be as follows, or as amended by the President or his or her designate or the board, from time to time.

- Invocation
- Apologies for absences
- Minutes of previous meeting
- Matters arising
- President's report
- Treasurer's report
- Club Service report
- Community Service report
- International Service report
- Vocational Service report
- Other business
- Next meeting date
- Adjournment

Article 18 Amendments

Section 1. Procedure

1. Save and except for the provisions of Article 6, 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 by post or e-mailed to each member at least ten (10) days before such meeting. For avoidance of doubt, Article 6 may be amended in the manner provided therein and such amendment shall be deemed an amendment of these bylaws.

2. Subject to Section 2 herein, the amendment shall take immediate effect unless another date for coming into operation has been voted upon in similar fashion as the amendment.

Section 2. Void amendments

No amendment or addition to these bylaws shall be made which is inconsistent with the provisions of the standard Rotary club constitution or with the RI constitution or with the RI bylaws. Any such purported amendment shall, to the extent of the inconsistency, be deemed void.

SCHEDULES

Article 6 - SCHEDULE 1

DESCRIPTION	AMOUNT PAYABLE
Rotary International Dues	\$55.00
The Rotarian magazine	\$12.00

Rotary International Council on Legislation Levy	\$1.00
District Dues	\$35.00
Club Dues	\$112.00
Local AG Fund	<u>\$10.00</u>
Subtotal Annual Fees	\$225.00
Rotary International Sustaining Membership	<u>\$100.00</u>
Total Membership Fees	<u>\$325.00</u>