

By-Laws of the Rotary Club of Athens, Ohio

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, elected in accordance with Article 3, Section 1, of these by-laws, and the immediate past president.

Article 3. Election of Directors and Officers

SECTION 1. The immediate past-president shall serve as the chair of a Nominating Committee consisting of the chair and two additional members appointed by the president. The Nominating Committee shall propose a slate of Officers and Directors. The slate shall receive two readings at different meetings of the membership occurring during November and/or December, and shall be published on the Club's website and table page. Nominations from the floor may be accepted during any reading of the proposed slate. At the completion of the second reading of the proposed slate, the members in attendance shall elect a slate of officers and directors for the Rotary year commencing the following July 1st. In such case where there are multiple candidates for any given office or directorship, nominations shall be placed upon a ballot and voted for at the meeting in which the third reading takes place, and the candidate(s) securing the highest number of votes shall be declared elected.

SECTION 2. The slate of officers and directors shall consist of the following:

- (1) a president;
- (2) a first vice-president (president-elect);
- (3) a second vice-president;
- (4) a secretary;

- (5) a treasurer;
- (6) and five directors whose responsibilities shall coincide with Rotary's five avenues of service: International; Club; Community; Vocational; and New Generations.

SECTION 3. A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board.

SECTION 4. A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of 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. First Vice-President (President-Elect) -- It shall be the duty of the first vice-president (president-elect) to serve as a director and to preside at meetings of the club and the board in the absence of the president as well as performing other duties as may be prescribed by the president or the board.

SECTION 3. Second Vice-President (First Vice-President Elect) -- It shall be the duty of the second vice-president to serve as a director and to preside at meetings of the club and the board in the absence of the president and the first vice-president (president-elect) as well as performing 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; record and preserve the minutes of the meetings of the board; 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 to RI and District 6690; provide the monthly attendance report,

which shall be made to the district secretary within 15 days of the beginning of the succeeding month; 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 same at monthly board meetings and at any other time upon demand by the board, and to perform other duties as pertains to the office of treasurer. All funds shall be deposited in a bank named by the board. All bills shall be paid only by checks signed by the treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, account books, or any other club property.

Article 5. Meetings

SECTION 1. Annual Meeting. An annual meeting of this club shall be held on the last regular meeting in June in each year, at which time the induction of officers and directors to serve for the ensuing year shall take place.

SECTION 2. Weekly Meetings. The regular weekly meetings of the club shall be held on Monday at 12:00 noon. Due notice of any changes in or canceling of the regular meeting shall be given. All members, excepting honorary members, are to be counted as present or absent.

SECTION 3. Those members, excepting honorary members, attending the annual or weekly meetings shall constitute a quorum.

SECTION 4. Regular meetings of the Board of Directors shall be held once per month at a day to be agreed upon by the officers and directors. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) officers/directors, due notice having been given. When expedient, a special meeting may consist of an email to all Board members so long as the business conducted is of minor importance. Minutes must be kept of all decisions made at special meetings. Board meetings are open to the membership and effort should be made to give the membership notice of when they are being scheduled.

SECTION 5. A majority of the officers/directors shall constitute a quorum of the board. In the event that one member holds more than one Board position, that person shall not be counted twice for the purpose of establishing a quorum, nor for the purpose of voting.

Article 6. Financial Policy

The treasurer and secretary shall be responsible, subject to approval of the board, for preparing and up-dating a comprehensive financial policy, including payment of dues, meals, initiation fee, and such other details as deemed necessary.

Article 7. Method of Voting

The business of this club shall be transacted by *viva voce* vote except when there is more than one candidate for an office or directorship, in which case a written ballot shall be used for that contested office/directorship.

Article 8. Five 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; International Service; Community Service; and New Generations. This club will be active in each of the five Avenues of Service.

Article 9. Committees

SECTION 1. 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, president-elect, 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 successive years to ensure consistency. The president-elect, in preparation for his/her year in office, 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 chairperson have previous experience as a member of the committee.

SECTION 2. The president shall, subject to the approval of the board, appoint standing committees within the following five areas of service and with a chairperson assigned to each: Club Service; Vocational Service; International Service; Community Service; and New Generations. Additional ad hoc committees may be appointed as needed but should include, at a minimum, a Rotary Foundation committee, a program committee, a membership committee, a public relations committee, and a Camp Rotan committee.

SECTION 3. The president shall, subject to the approval of the board, also appoint such committees on particular phases of Club Service; Vocational Service; International Service; Community Service; and New Generations as the president may deem necessary and after consultation with the director assigned to chair each of the service committees. Chairpersons shall be responsible for regular meetings of the committees and shall report to the board on all committee activities.

SECTION 4. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

SECTION 5. Each committee shall transact such business as is delegated to it in the 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 committee shall not take action until a report has been made to the board and approved by the board.

SECTION 6. Each committee shall have a specific mandate; clearly defined goals; an organizational chart; 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 10. Duties of Standing Committees

SECTION 1. Club Service Committee

(a) The director/chairperson of the Club Service Committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.

(b) The Club Service Committee shall consist of the chairperson of the Club Service Committee and the chairpersons of all committees appointed on particular phases of Club Service which may change on a year-to-year basis as deemed fitting and necessary to meet the changing requirements of the club's annual program.

(c) At a minimum, Club Service activities shall include fellowship activities; providing meeting greeters and invocators; and sending such cards as various situations may require.

SECTION 2. Vocational Service Committee

(a) The director/chairperson of the Vocational Service Committee shall be responsible for all Vocational Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Vocational Service.

(b) The Vocational Service Committee shall consist of the chairperson of the Vocational Service Committee and the chairpersons of all committees appointed on particular phases of Vocational Service which may change on a year-to-year basis as deemed fitting and necessary to meet the changing requirements of the club's annual program.

(c) At a minimum, Vocational Service activities shall include networking opportunities and emphasizing the high standards of Rotary as related to the Four-Way Test.

SECTION 3. International Service Committee

(a) The director/chairperson of the International Service Committee shall be responsible for all International Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of International Service.

(b) The International Service Committee shall consist of the chairperson of the International Service Committee and the chairpersons of all committees appointed on particular phases of International Service which may change on a year-to-year basis as deemed fitting and necessary to meet the changing requirements of the club's annual program.

(c) At a minimum, International Service activities shall include responsibility for the Inbound and Outbound Youth Exchange Programs, and planning for any visits of GSE teams.

SECTION 4. Community Service Committee

(a) The director/chairperson of the Community Service Committee shall be responsible for all Community Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Community Service.

(b) The Community Service Committee shall consist of the chairperson of the Community Service Committee and the chairpersons of all committees appointed on particular phases of Community Service which may change on a year-to-year basis as deemed fitting and necessary to meet the changing requirements of the club's annual program.

(c) At a minimum, Community Service activities shall include projects within the community that offer all club members the opportunity to participate in a meaningful way in bettering the community. In planning such projects, the committee should attempt to work with and coordinate with such community organizations as the Red Cross; Good Works; WOUB Radio and Television; Adopt-A-Street; the five school districts in the county; Athens City and County; Ohio University and Hocking College.

SECTION 5. New Generations Committee

(a) The director/chairperson of the New Generations Committee shall be responsible for all New Generation activities and shall supervise and coordinate the work of all committees appointed on particular phases of New Generations.

(b) The New Generations Committee shall consist of the chairperson of the New Generations Committee and the chairpersons of all committees appointed on particular phases of New Generations which may change on a year-to-year basis as deemed fitting and necessary to meet the changing requirements of the club's annual program.

(c) At a minimum, New Generations activities shall include Interact; Rotaract; and RYLA.

Article 10. 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. Such leaves shall be granted in accordance with the club's financial policy.

Article 11. Finances

SECTION 1. Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and estimated expenditures for the upcoming year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board.

SECTION 2. The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues and cost of meals shall be divided into four (4) three-month periods extending from 1 July to 30 September; from 1 October to 31 December; from 1 January to 31 March; and, from 1 April to 30 June. The payment of RI per capita dues and RI official magazine subscriptions shall be made after receiving and auditing the semi-annual reports received from RI. The payment of District 6690 dues shall be made once per year based on the membership figures contained in the July 1 semi-annual RI report.

SECTION 3. An annual review of all financial transactions shall be made by an audit committee appointed by the president.

Article 12. Method of Electing Members

SECTION 1. The name of a prospective individual or corporate member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. The application shall be made on a membership application form provided by the club with a copy of the appropriate financial policy attached. A transferring or former member of this or another club may themselves submit application to the club for membership or may be proposed 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 requirements of the standard Rotary club constitution and, if approved, shall publish the prospective member's name, business affiliation, if pertinent, and sponsor's name. 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 of information about the prospective member, that person shall be considered to be elected to membership. If any such objection has been filed with the board, the board shall vote on this matter at its next regularly-scheduled meeting. If approved despite the objection, the proposed member shall be considered to be elected to membership.

SECTION 3. Following the election, the president shall arrange for the new member's induction, membership pin, and new member Rotary literature. In addition, the secretary shall report the new member information to RI and District 6690. The new member shall be given information regarding the requirements of the club's new member Red Badge program, and the president, after consultation with the new member, shall assign the new member to a club project or committee.

SECTION 4. After due consideration, the Board may choose and approve honorary members for a designated period of time, or for indefinite membership.

Article 13. Resolutions

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. Such

resolution or motion, if offered at a club meeting, shall be referred to the board without discussion.

Article 14. 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 announced at no less than two meetings prior to the proposed date of adoption and shall have been published on the club's website. No amendment or addition to these bylaws can be made which is not in harmony with the with the constitution and bylaws of RI.