

**BYLAWS OF THE ROTARY CLUB OF
CLARKSTON, WASHINGTON
(Chartered April 7, 1940)**

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. Quorum: One-third of the club membership; a majority of directors for the Board.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

ARTICLE 2 – BOARD

The governing body of this club is the Board of Directors consisting at a minimum of the president, immediate past president, president-elect, secretary, treasurer, and up to three (3) vice presidents. The Board may also include up to two (2) at-large directors. The club officers may elect a sergeant-at-arms whom will also be a member of the Board.

ARTICLE 3 – ELECTIONS & TERMS OF OFFICE

Section 1 — At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nomination by members of the club for president, vice-president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both, as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine.

Section 2 — 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 candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 — Within one week after their election the Board may meet and elect some member of the club to act as sergeant-at-arms.

Section 4 — A vacancy on the Board or any office shall be filled by action of the remaining members of the Board.

Section 5 — A vacancy of any officer-elect position or director-elect position shall be filled by action of the remaining members of the Board-elect.

Section 6 — Terms of office for each member of the board shall be in accordance with those outlined in Article 10 – Section 5 of the Club Constitution.

ARTICLE 4 – DUTIES OF THE BOARD

Section 1 — President. The president shall preside at meetings of the club and Board and to perform such other duties as ordinarily pertain to the office.

Section 2 — Immediate Past President. The immediate past president shall serve as a director.

Section 3 — President-elect. The president-elect shall prepare for their year in office and serve as a director. The president-elect shall preside at club and Board meetings in the absence of the President.

Section 4 — Vice President(s). The vice president shall preside at club and Board meetings in the absence of the president and president-elect and shall attend club and Board meetings.

Section 5 — Director(s). A director shall attend club and Board meetings.

Section 6 — Secretary. The secretary shall keep membership and attendance records for the club, send out notices of meetings of the club and record and preserve the minutes of such meetings. The Secretary shall also collect and remit the RI subscriptions to “The Rotarian”, and perform such other duties as usually pertain to the office.

Section 7 — Treasurer. The treasurer shall oversee all funds and provide annual accounting of these funds to the club and at any other time upon demand by the board and to perform such other duties as pertain to the office. Upon retirement from office the Treasurer shall turn over to their successor or to the president all funds, books of accounts or any other club property in their possession.

Section 8 — Sergeant-At-Arms. If so elected by the board, the sergeant-at-arms shall maintain order and enforce standards for proper behavior and security at club and board meetings and other duties as may be prescribed by the president or the board.

Section 9 — Board members may perform additional duties as assigned.

ARTICLE 5 – MEETINGS

Section 1 — Annual Meeting. An annual meeting of this club will be held on the first Tuesday in March in each year at which time the election of officers and directors who will serve for the next Rotary year shall take place.

Section 2 — The regular weekly meetings of this club are held on Tuesdays at 12:00 pm. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 — Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two directors.

ARTICLE 6 – FEES & DUES

Section 1 — The admission fee of twenty five dollars (\$25.00) shall be paid before the applicant can qualify as a member.

Section 2 — Membership dues shall consist of RI per capita dues, subscription fees to *The Rotarian*, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. Club annual dues shall be in the amount of one hundred and twenty dollars (\$140.00) payable as two \$70 semi-annual payments as outlined in Article 9, Section 6. Six dollars (\$6.00) of total annual dues payment shall be applied to member’s subscription to *The Rotarian* magazine.

Section 3 — The Club assesses an voluntary annual assessment of one hundred dollars (\$100.00) to be contributed to the Rotary International Foundation in the name of the member, payable as two \$50 payments included on the semi-annual dues statements.

ARTICLE 7 – METHOD OF VOTING

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

ARTICLE 8 – COMMITTEES

Section 1 — Club committees coordinate their efforts in order to achieve the club's annual and long-range goals. The club should have the following standing committees:

- Club Administration
- Membership
- Public Relations
- Rotary Foundation
- Service Projects

Section 2 — Additional committees may be appointed as needed by action of the board.

Section 3 — The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 4 — Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the Board. The president or the Board shall refer additional business to a specific committee as needed.

Section 5 — 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 9 – FINANCES

Section 1 — Prior to each fiscal year, the Board shall prepare or cause to be prepared an annual budget of estimated income and expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

Section 2 — The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3 — Bills shall be paid only by checks signed by the treasurer or another authorized officer when approved by two other officers or directors.

Section 4 — A thorough annual review of all the club's financial transactions shall be completed by a certified public accountant or other qualified person.

Section 5 — An annual financial statement of the club shall be provided to club members.

Section 6 — The fiscal year shall extend from July 1st to June 30th, and for the collection of member's dues shall be divided into two semi-annual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the bases of the membership of the club on those dates.

Section 7 — The Treasurer shall file, in a timely manner, any tax returns or similar filings, required by the club in order to maintain compliance with applicable state and/or Federal laws or regulations.

ARTICLE 10 – METHOD OF ELECTING MEMBERS

Section 1 — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 — The Board shall ensure that the candidate meets all of Rotary's membership requirements.

Section 3 — The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

Section 4 — If the decision of the Board is favorable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club. Classification of new members shall be in accordance with Article 8 of the Club Constitution

Section 5 — If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, is considered to be elected to membership. If an objection has been filed with the Board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment. In the event proposed member is not elected to membership they shall be so notified by the Secretary.

Section 6 — The club may elect honorary members proposed by the Board.

ARTICLE 10 – RESOLUTIONS

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

ARTICLE 11 – AMENDMENTS

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member 10 days before the meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Bylaws of the Rotary Club of Clarkston, Washington

Adopted this 4th day of November, 2014,

to supersede any prior bylaws of the club

AMENDMENT 1 – CORPORATE MEMBERSHIP

The Rotary Club of Clarkston, WA offers a corporate membership program for businesses and other large organizations, government entities, professional practices, educational institutions, and non-profit organizations.

The corporate member will be an active, dues-paying member of the club and Rotary. The Board of Directors will establish the dues for this membership type.

- 1. Qualifications:** All corporate members must meet the regular requirements for membership in the club and in Rotary.
- 2. Members:** Subject to the approval of the club's board, these organizations may designate a primary corporate member, who is the main contact for said corporation, and up to three (3) alternate members, who must be employed by said corporation.
- 3. Attendance:** The corporate member is required to attend in person only once per month. The alternate members will meet the club's other attendance and participation requirements.
- 4. Dues:** Dues for the corporation shall be \$500 per year (as of 8/27/2019) which includes a primary corporate member and up to three (3) alternate members.
- 5. RI registration:** All corporate members are full, active members of the club and count in the club's and Rotary's database.
- 6. Votes and quorum:** All corporate members are active, dues-paying members and are eligible to vote on club matters. One vote per Corporate Membership.
- 7. Holding Office:** All corporate members are active, dues-paying members of the club and are eligible to hold office.

Amendment Adopted this 10th day of September, 2019