

Bylaws of the Rotary Club of Kihei-Wailea

2014 revision v 1.01

This document will supersede all other Drafts of Club Bylaws and Amendments

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Article I 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 consisting of up to 15 members of this club, namely, seven (7) directors elected in accordance with Article 3, Section 1, of these bylaws, and eight (8) officers: (a) the President, (b) ~~Vice President~~ President-Elect (c) President-Elect Nominee, (d) ~~Executive~~ Secretary, (e) Club Trainer, (f) Treasurer, (g) Sergeant-at-Arms, and (h) the immediate Past President. There may be one (1) additional at-large director.

Five directors may be the Chairs of the five standing committees; Membership, Public Relations, Club Administration, Club Service Projects, and Rotary Foundation. In event of a co-chair situation, only one chair will have a vote on the board. In event of one person holding two board-eligible positions, a separate Director may be nominated for election.

The Board shall also establish a Rotary Foundation Stewardship Committee, consisting of the President, the President-Elect, the Immediate Past President, the Vice President, the Treasurer, the Chair of the Rotary Foundation Committee, and the Chair of the Rotary Foundation Committee Grants Subcommittee. The Rotary Foundation Stewardship Committee shall be responsible for, and each member shall be a signatory of, the Rotary Club of Kihei-Wailea Rotary Foundation District Grants Account and the Rotary Club of Kihei-Wailea Rotary Foundation Global Grants Account(s). The above Officers and Chair shall hold primary responsibility for Club Qualification and the proper implementation of TRF grants under the Club Qualification Memorandum of Understanding with The Rotary Foundation. The Chair of the Rotary Foundation Committee Grants Subcommittee shall be the Primary Contact on District and Global Grants, and one of four (4) signatories which shall be the President, the President-Elect, the Grant Subcommittee Chair as Primary Contact, and the International Service Chair.

Article 3 Election of Directors and Officers

Section 1

At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for seven officers: (a) the President, (b) ~~Vice President~~ President-Elect (c) President-Elect Nominee, (d) Secretary, (e) Club Trainer, (f) Treasurer, (g) Sergeant-at-Arms and seven directors (a) Membership Chair, (b) Public Relations Chair, (c) Fundraising Chair, (d) Club Administration Chair, (e) Club Service Projects Chair, (f) Rotary Foundation Chair, (g) Director-At-Large.

The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. 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 candidates for (a) the President, (b) ~~Vice President~~ President-Elect (c) President-Elect Nominee, (d) ~~Executive~~ Secretary, (e) Club Trainer, (f) Treasurer, (g) Sergeant-at-Arms, receiving a majority of the votes shall be declared elected to their respective offices.

The candidate for President elected in such balloting shall be the President-Nominee and serve as a director 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.

The 7 candidates for director receiving a majority of the votes shall be declared elected as directors.

Section 2 – The officers and directors, so elected, together with the immediate past President shall constitute the Board.

Section 3 – A vacancy in the Board or any office shall be filled by action of the remaining directors.

Section 4 – 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 such other duties as ordinarily pertain to the office of President. The President will be Chair of the Rotary Foundation Stewardship Committee, and a signatory on checks issued from the Rotary Club of Kihei-Wailea District Grants Account and the Rotary Club of Kihei-Wailea Global Grants Account(s). The President shall represent the Club at periodic Maui Island Presidents meetings, and shall be empowered to enter agreements with the Maui Island Presidents Committee and the Maui Island District Rotary Foundation Grants Resource Leader pertaining to island-wide joint projects involving District Grants and agreements on cooperation in Global Grant activities, with *ex post facto* ratification by the Board. The President may elect to have any Rotary President, Past-President, President-Elect or other designated person preside at any weekly meeting he or she is unable to attend. The President may designate the President-Elect to preside at weekly meetings at any time after the Annual Meeting.

Section 2 – *President-Elect.* It shall be the duty of the President-Elect to serve as a member of the board of directors of the club and to perform such other duties as may be prescribed by the President or the Board. The President-elect will be a member of the Rotary Foundation Stewardship Committee, and a signatory on checks issued from the Rotary Club of Kihei-Wailea District Grants Account ##### and the Rotary Club of Kihei-Wailea Global Grants Account (First Hawaiian Bank Account 62-033258). The President-elect shall represent the Club at periodic Maui Island Presidents meetings, and shall be empowered to enter agreements with the Maui Island Presidents Committee (and/or Presidents-Elect Committee) and the Maui Island District Rotary Foundation Grants Resource Leader pertaining to island-wide joint projects involving District Grants and agreements on cooperation in Global Grant activities, with *ex post facto* ratification by the current Rotary year Board.

Section 3 – *Immediate Past President.* It shall be the duty of the Immediate Past President to preside at meetings of the club and board in the absence of the president or Vice President. and to perform such other duties as ordinarily pertain to the office of vice president. The Immediate Past President will be a member of the Rotary Foundation Stewardship Committee, and a

signatory on checks issued from the Rotary Club of Kihei-Wailea District Grants Account and the Rotary Club of Kihei-Wailea Global Grants Account(s).

Section 4 – Vice President. It shall be the duty of the Vice President to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice president.

Section 5 – Executive Secretary. It shall be the duty of the Executive Secretary to keep records of membership; record attendance at meetings; send out notices of meetings of the club, Board, and committees; make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including pro-rated reports to the general secretary of RI 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, the report of changes in membership, which shall be made to the general secretary of RI, and the monthly report of attendance, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit to RI subscriptions to *The Rotarian*; and perform other duties as usually pertain to the office of secretary.

Section 6 – Recording Secretary. It shall be the duty of the Recording Secretary to record and preserve the minutes of Board, transmit them to the President for revision and approval, and to all members of the Board before subsequent meetings. Upon approval, the Recording Secretary will transmit them to the website committee for posting.

Section 7 – Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform other duties as pertains to the office of Treasurer. The Treasurer will be a member of the Rotary Foundation Stewardship Committee, and a signatory on checks issued from the Rotary Club of Kihei-Wailea District Grants Account and the Rotary Club of Kihei-Wailea Global Grants Account(s). Upon retirement from office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, and any other club property.

Section 7 8– 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.

Article 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held no later than December 31 of each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – Regular Meetings. The regular weekly meetings of this club shall be held on Wednesday at 12:00 noon. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to article 8, sections 3 and 4 of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted 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 – Club Quorum. One-third 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 day of the month designated by the President. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

Section 5 – Board Quorum. A majority of the elected board members shall constitute a quorum of the Board. The President and Executive Secretary, or their designate, must be present.

Article 6 Fees and Dues

Section 1 – The membership dues per annum shall be \$225, or such fee as recommended by the board and approved by the membership, payable annually or semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each member's subscription to the RI official magazine. Full annual dues will be required for those inducted between July 1 and November 30, 2/3 of the annual dues between December 1 and March 31, and 1/3 for those inducted between April 1 and June 30.

Article 7 Method of Voting

The business of this club shall be transacted by viva voce (word of mouth) vote except the election of officers and directors, which shall be by ballot. The membership may vote by proxy or with an emailed ballot. The Board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

Article 8 Four Avenues of Service

The four Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, and International Service. This club will be active in each of the four Avenues of Service.

Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club based on the four 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 two to three years to ensure consistency. The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs not elected by the membership, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

If the standing committee chairs have been elected as Directors of the Board, the sub committees will be appointed. If the chairs are not elected, the President- Elect will appoint the chairs and committees as follows:

Club Membership: This committee should develop and implement a comprehensive plan for the recruitment and retention of members. It will include sub-committees such as:

1. Recruitment and Classifications, Mentor Program
2. Retention and Continuing Education, New Member Orientation
3. Sunset Chats
4. Family of Rotary (incl. Kohola Mai)

Club Public Relations: 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. The committee will include sub-committees such as:

1. News Media
2. Website
3. Photography
4. Club Spokesman

Club Administration: This Committee should conduct activities associated with the effective operation of the club and will include sub- committees such as:

1. Programs (Speakers)
2. Club Duties
3. Club Bulletins
4. Fellowship Activities
5. Historian
6. Archives
7. Membership Directory

Club 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. It will include sub-committees and their respective Chair positions such as:

1. Grants
2. Fundraising
3. Community Service
4. International Service (includes OrphanAct, Youth Exchange, etc.)
5. Vocational Service
6. New Generations (includes HYRF, Interact, Rotaract, RYLA, KYC)
7. Humanitarian (Literacy, Hunger, Housing, Personal Care)

The Rotary Foundation: This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. The Chair of the Rotary Foundation Committee and the Chair of the Rotary Foundation Grants Subcommittee will be members of the Rotary Foundation Stewardship Committee, and shall be signatories on checks issued from the Rotary Club of Kihei-Wailea District Grants Account and the Rotary Club of Kihei-Wailea Global Grants Account(s).

Rotary Foundation Stewardship Committee: This committee and the Rotary Foundation Grants Subcommittee shall be responsible for implementation of the The Rotary Foundation Club Qualification Memorandum of Understand (MOU) and the Rotary Club of Kihei-Wailea Financial Management Plan for District and TRF Grants. Club officers shall be ex officio members of the Rotary Foundation Stewardship Committee (TRF Stewardship Committee), and shall hold primary responsibility for club qualification, and the proper implementation of TRF grants of the Financial Management Plan.

(1)The Committee shall appoint the Chair of the TRF Grants Subcommittee to implement, manage, and maintain club qualification and the Club TRF Financial Management Plan, and to work in cooperation with the Club International Chair and Club President to initiate and administer proposals and applications for District and Global Grants as outlined in Appendix 1: The Rotary Foundation Club Qualification Memorandum of Understanding 2012-2013, Appendix 2: District 5000 Addendum to The Rotary Foundation Club Qualification Memorandum of Understanding 2012-2013, and Appendix 3: Rotary Club of Kihei-Wailea Financial Management Plan.

(2) The Committee shall establish a Rotary Club of Kihei-Wailea District Grants Account as required by the District 5000 Addendum to The Rotary Foundation Club Qualification Memorandum of Understanding and separate Rotary Club of Kihei-Wailea Global Grants Account(s) for each Global Grant in which the the Rotary Club of Kihei-Wailea is the Host Club.

(3) The Committee shall ensure that all individuals involved in TRF District and Global

Grants conduct their activities in a way that avoids actual or perceived conflict of interest.

Additional ad hoc committees may be appointed as needed.

- 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. The service projects committee will consider the Avenues of Vocational Service, Community Service, and international Service when developing plans for the year.

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 the year as noted above.

The Chairperson of each committee shall be responsible for the development of their committee and implementing plans of action to accomplish their goals set for the year. Each committee Chairperson will be responsible to maintain committee spending in compliance with the approved annual budget.

Article 11 – 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 12 – Finances

Section 1 – 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 charitable/service operations. Expenditures of over \$500 in excess of budgeted expenditures in each account shall be approved only by the Board.

Section 2 – 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.

Section 3 – All bills shall be paid by the Treasurer and shall be approved by the President and one other officer or director, and shall be paid by checks signed by the Treasurer and any of the following: President, President-Elect, Executive Secretary.

Section 4 – A thorough review of all financial transactions by a Certified Public Accountant or other qualified person shall be made once each year. A Certified Public Accountant or other qualified accountant shall be required for filing of the federal informational tax returns, annually, and the General Excise Tax returns, as required (monthly, quarterly, or semi-annually).

Section 5 – 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. The club shall provide adequate Errors and Omissions insurance (E&O) if not provided by Rotary International or District 5000.

Section 6 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. 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 13 – Method of Electing Members

Section 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. 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 – The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club Constitution.

Section 3 – The Board shall approve or disapprove the proposal within seven (7) days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 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 requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – Following the election, the President shall arrange for the new member's induction, membership card, and new member Rotary literature. 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 7 – *Honorary Membership.* The club may elect, in accordance with the standard Rotary Club Constitution, honorary members proposed by the Board.

(a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals, and those persons considered friends of Rotary for their permanent support of Rotary's cause, may be elected to honorary membership in this club. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one club.

Section 8—*Kohola Mai Membership.* An Active Member in good standing from a Rotary club abroad may become a part-time or seasonal member of the Rotary Club of Kihei Wailea by paying part-time dues as set forth by the Board. The Kohola Mai membership is contingent on maintaining membership at the home club. Kohola Mai are welcomed to join as members in all club events and activities, but they may not hold office.

Section 9 – *Friends of RCKW.* Friends of the Rotary Club of Kihei-Wailea are not club members or honorary members, but are recognized as Friends of Rotary for their support of Rotary's cause and for their yearly contribution to RCKW. Friends of Rotary are welcomed to attend weekly meetings and support any RCKW public event.

Article 14 – Resolutions

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.

Article 15 – Order of Business

Meeting called to order.

Introduction of visitors.

Correspondence, announcements, happy dollars, and Rotary Information.

Committee reports if any

Any unfinished business.

Any new business.

Address or other program features.

Adjournment.

Article 16 – 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 mailed or emailed and posted to the website for each member to review at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.