

**BYLAWS
OF
ROTARY CLUB OF WASHINGTON, DC**

ARTICLE I - TERMS OF OFFICERS AND DIRECTORS

Section 1. The term of office of the President, Vice-President, Secretary, Treasurer, immediate Past President, Ombudsman, and Sergeant-at-Arms shall be for one (1) year or until their successors have been elected.

Section 2. The term of the office of Director shall be for three (3) years, three Directors to be elected each year.

Section 3. The President and other officers shall be members of the Board of Directors during their term in office.

Section 4. The Vice-President shall be the President-elect during the one (1) year term for which he is elected and serves as Vice-President.

ARTICLE II -ELECTION OF OFFICERS AND DIRECTORS

Section 1. At a regular meeting at least eight (8) weeks prior to the Annual Meeting, the President shall appoint a Nominating Committee composed of five Past Presidents provided that no one shall serve on the Nominating Committee for more than two (2) consecutive years. The membership shall be encouraged to submit suggestions to the Nominating Committee in writing. The Nominating Committee shall submit nominations for President, Vice-President, and for members of the Board of Directors of the Rotary Club. This slate shall be submitted not less than four (4) weeks prior to the Annual Meeting.

Voting members, no less than twenty (20) in number, may nominate any additional candidate for any elective office including members of the Board of Directors; such nominations to be in writing, signed by the members making these and the nominee, and shall be filed with the Secretary at least fourteen (14) days before the Annual Meeting.

The person currently serving as Vice-President shall, as the President-elect, be the sole nominee for President for the ensuing year; and the Committee shall not nominate or accept a nomination for any other person to be President for such year unless said President-elect is then deceased or unable or unwilling to accept the nomination and serve as President.

Section 2. Election for President, Vice-President, and three members of the Board of Directors and such other vacancies as may occur shall be held on a regular meeting day not later than the thirty-first of December to be selected by the Board of Directors. Voting may be in person, by secret ballot, or by mail. The ballot box shall be opened in either the office of the Club

or in the regular meeting place one week prior to the date of election and will be closed one-half hour before the convening of the election meeting. In cases where the members vote by mail, the ballot shall not bear the name of the one casting it, but shall be placed in a sealed envelope. This shall be sent to the Club in a second envelope which contains the name of the person casting the ballot. The sealed envelope without the member's name shall be placed in the ballot box and the name of the one voting shall be checked off the voting list. The sealed envelope shall be opened only when the ballots are counted.

A majority of the ballots cast shall be necessary to elect the President and the Vice President. In the event that no candidate shall receive a majority, the ballot shall be taken again on the two (2) candidates receiving the greater number of votes. This additional balloting shall take place at the second following regular meeting.

Pluralities of the ballots cast shall elect Directors; the full terms shall be filled by those receiving the three highest number of votes, and if there be terms shorter than three (3) years, they shall be filled by those receiving the next highest.

Section 3. The newly-elected officers and Directors shall assume the duties of their respective offices on the first day of July after the Annual Meeting.

Section 4. The new Board of Directors shall meet at such time and place, as authorized by the Board of Directors, in July after the Annual Meeting and shall elect a Secretary, Treasurer, Ombudsman and Sergeant-at-Arms. These officers shall be elected from the membership of the Club.

Section 5. A vacancy on the Board of Directors shall be filled by the Board of Directors until the next Annual Meeting. When a Director becomes an Officer, the vacancy caused thereby shall be filled only for the remainder of the year during which he serves an Officer, at the expiration of which he shall resume the position of Director for the unexpired portion of the term, if any, for which he was originally elected.

Section 6. In case the President-elect should for any reason be unable or unwilling to serve as President, and if it is too late to be able to follow the procedures set forth in Section 1 of this Article II, then the person who has been nominated and elected as Vice-President under the procedures under Sections 1 and 2 of this Article II shall become the President for the ensuing year. In such case, then a new Vice-President for the ensuing year shall be nominated as follows:

The President shall appoint a Special Nominating Committee composed of not less than three (3) past presidents. The Nominating Committee shall submit nominations for Vice-President not less than two weeks prior to the date of election.

The election for Vice-President will be by a vote of the members eligible to vote. Voting may be in person, by secret ballot, or by mail. The ballot box shall be opened in either the

office of the Club or in the regular meeting place, one week prior to the date of the election and will be closed one-half hour before the convening of the election meeting. In cases where the members vote by mail, the ballot shall not bear the name of the one casting it but shall be placed in a sealed envelope. This shall be sent to the Club in a second envelope which contains the name of the person casting the ballot. The sealed envelope without the member's name shall be placed in the ballot box and the name of the one voting shall be checked off the voting list. The sealed envelope shall be opened only when the ballots are counted.

A majority of ballots cast shall be necessary to elect the Vice-President. In the event that no candidate shall receive a majority, the ballot shall be taken again on the two (2) candidates receiving the greater number of votes. This additional balloting shall take place at the next regular meeting.

ARTICLE III - DUTIES OF OFFICERS

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

Section 2. Vice-President. It shall be the duty of the Vice-President to preside at meetings of the Club and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to that office.

Section 3. Secretary. It shall be the duty of the Secretary to keep records of membership, record the attendance at meetings, send out notices of meetings of the Club, Board and committees, record and preserve the minutes of such meetings, make the required reports to Rotary International, including the semi-annual reports of membership, which shall be made to the International Secretary on January 1st and July 1st of each year, the report of changes in membership, which shall be made to the International Secretary on the first of each month, the monthly report of attendance at the Club meetings which shall be made to the District Governor immediately following the last meeting of the month, and perform such other duties as usually pertain to that office.

Section 4. Treasurer. It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club at its Annual Meeting and at any other time upon demand by the Board of Directors and to perform other such duties as pertain to that office. Upon his retirement from office, he shall turn over to his successor or to the President, all funds, books of accounts and any other Club property in his possession.

Section 5. Sergeant-at-Arms. The duties of Sergeant-at-Arms shall be such as are usually prescribed for that office and such other duties as may be prescribed by the President or Board of Directors.

Section 6. Ombudsman. The duties of Ombudsman shall be such as are usually prescribed for that office, including representing the concerns of the membership before the Board of Directors, and other such duties as may be prescribed by the President or Board of Directors. The Ombudsman shall not be a voting member of the Board of Directors.

Section 7. (a) The Board of Directors shall consist of nine members, each elected for a term of three years, together with the President, Vice-President, Secretary, Treasurer, Sergeant-at-Arms, then in office, and the immediate Past President, each of whom shall have equal voting powers.

(b) The Board of Directors shall constitute the governing body of this Club, whose decision in matters shall be final, subject only to an appeal to the Club. It shall have general control over the officers and committees and may for good cause, declare any office vacant. It shall constitute a board of appeal from the ruling of all officers and actions of all committees. Appeal may be taken from any decisions of the Board of Directors to the Club and such an appeal shall be determined by a two-thirds vote of the members present at any regular meeting, a quorum being present, notice of such appeal having been given by the Secretary to all members of the Club at least fifteen (15) days in advance of such meeting.

ARTICLE IV - MEETINGS

Section 1. The Annual Meeting shall be held on a Wednesday, to be selected by the Board of Directors, not later than the thirty-first day of December each year.

Section 2. The regular meetings of the Club shall be held every Wednesday at 12:15 p.m., provided that in an emergency, or for good cause, the Board of Directors may change the regular meeting of any week to a different day or a different hour on the regular day, provided that due notice is given to all members of this club.

Section 3. Regular meetings of the Board of Directors shall be held each month, at such time and place as authorized by the Board of Directors. Special meetings of the Board of Directors shall be called by the President whenever deemed necessary, or upon request of two members of the Board, due notice having been given.

Section 4. One third of the membership shall constitute a quorum at all meetings of this Club. A majority of the Board of Directors' membership shall constitute a quorum of the Board.

ARTICLE V - FEES AND DUES

Section 1. The Board of Directors shall fix the admission fee and alter the same at its discretion. The fee shall be paid before the applicant can qualify as a member.

Section 2. Annual membership dues as well as the amount of the voluntary contribution of

each member to the Washington Rotary Foundation shall be fixed by the Board of Directors and shall be payable quarterly on the first day of July, October, January and April. Membership dues shall not be required of those who are Honorary members and who have been excused by the Board of Directors from paying such membership dues or who have been members of Rotary for 30 years or more, who have attained the age of 70 and who are no longer actively engaged in any business or profession. Notwithstanding this exception, said members shall continue to be required to pay their Rotary International per capita assessment and District 7620 per capita assessment, and be requested to continue such voluntary contributions to a Rotary Foundation as may be established.

Section 3. The Board of Directors shall fix each year a charge to cover the cost of luncheon expenses and this charge shall be added to the quarterly fee statements for all members except those who have been granted attendance-exempt status under Constitution Article VIII, Section 2; those who have been granted a Leave of Absence under bylaws Article IX; or those who are Honorary members under Section 9 of Article XI; or those who have been excused by the Board of Directors for dietary reasons.

Section 4. All proposals involving expense to the Club or its members shall be presented to the Board of Directors and will be considered by the Club only after recommendation from the Board.

ARTICLE VI - METHOD OF VOTING

Section 1. All business of this Club, other than the election of officers and directors, shall be transacted by viva voce vote.

ARTICLE VII - COMMITTEES

Section 1. The committees of the Club shall be divided into the following five Avenues of Service:

Club Service, Vocational and Youth Service, Community Service, Membership Service, and International Service. The President with the approval of the Board of Directors, shall appoint a Board Member to serve as Avenue Director to oversee the various committees within each Avenue of Service.

The President, with the approval of the Board of Directors, shall establish the committees within each of the Avenues of Service and shall appoint the Chairman of each committee. Among the committees to be established shall be a Classifications Committee, a Membership Committee and a Program Committee. The Chairman of each committee in consultation with the President and the appropriate Avenue Director shall be responsible for appointing committee members.

ARTICLE VIII - DUTIES OF COMMITTEES

Section 1. The President and Board of Directors shall be responsible for preparing and updating a listing of the duties and responsibilities of each of the committees established under Article VII.

The President and Board of Directors shall arrange for a list of committees, committee chairmen and committee functions to be distributed to the members on an annual basis.

ARTICLE IX - LEAVE OF ABSENCE

Section 1. Leave of absence, excusing a member from attending meetings of the Club for a specified time, may be granted by the Board of Directors upon written application showing good and sufficient cause therefore. The granting of such an application, however, shall entitle the member to credit for luncheon expenses as assessed under Article V, Section 3, but not entitle the member to credit for membership dues, Rotary International and District assessments and the contribution to the Foundation, or for attendance at meetings held during his or her absence unless attendance is made up as provided in Article VIII, Section 5, of the Constitution.

ARTICLE X - FINANCES

Section 1. The Treasurer shall deposit all funds of the Club in a bank or banks to be named by the Board of Directors.

Section 2. All bills shall be paid only by checks signed by any two of the following: President, Vice-President, Secretary, Treasurer, Sergeant-at-Arms or Club Administrator. A thorough audit by a Certified Public Accountant or other qualified persons shall be made once each year of the Club's financial transactions.

Section 3. Officers having charge or control of funds shall give bond as may be required by the Board of Directors for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

Section 4. The fiscal year of this Club shall extend from July 1 to June 30 and for the collection of members' dues shall be divided into four quarterly periods. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1 and January 1 of each year on the basis of the membership of the Club on those dates.

Section 5. At the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated 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.

ARTICLE XI - METHOD OF ELECTING MEMBERS

All members shall be elected in the following manner:

Section 1. Each candidate must be sponsored by a member of the Club and endorsed by two additional members.

Section 2. The sponsor shall submit a fully completed "Sponsor Checklist for Prospective New Member Proposal" for each Candidate for membership. The Sponsor Checklist and all required attachments shall be prepared in accordance with the then current written guidelines approved by the Board of Directors.

Section 3. The Board shall review the candidate's file and vote by secret ballot on the proposed candidate for membership. If two negative votes are cast then the candidate is declined membership. If the candidate is approved by the Board, the name of the candidate along with the candidate's classification shall be published in the weekly newsletter.

Section 4. If no written objection to the proposal, stating reasons, is received by the Board from any member of the club within 10 days following publication of the name of the prospective member, the prospective member upon payment of his admission fees and dues, as prescribed in Article V to the bylaws, shall be considered to be elected to membership.

Section 5. If any objection has been filed with the Board, it shall consider the same at any regular or special meeting of the Board and shall vote by secret ballot on the proposed member. If two (2) negative votes are cast by members of the Board in attendance at such regular or special meeting, the membership proposal is rejected. If the proposed member is approved by the Board, the candidate, upon payment of the prescribed fee, shall be considered to be elected to membership.

Section 6. Following the member's election to membership as herein provided, the club secretary shall issue a membership card to the member and shall report the member's name to the General Secretary at Rotary International.

Section 7. The sponsor shall formally introduce the new member at a regular meeting of the Club.

Section 8. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may, at the initiation of the Board of Directors, be elected by the Board of Directors to Honorary membership. An Honorary member, if not already a member of this Club, shall be exempt from paying the admission fee and annual membership dues. They shall not have the right to vote, to hold any office or to serve on any committee. Honorary members shall be excused from attendance requirements.

Section 9. If an Honorary member wishes to become an Active member of the Club, such member must follow the required procedures set forth in Sections 1-7 of this Article XI.

ARTICLE XII - SUBSCRIPTIONS

Any appeal for charitable or other subscriptions to be made by the Club or its members as Rotarians shall be referred to the Board of Directors without discussion.

ARTICLE XIII - ORDER OF BUSINESS

1. Meeting called to order.
2. Introduction of visiting Rotarians.
3. Reading of correspondence and announcements by Committee chairman and others.
4. Committee reports or announcements by Committee Chairmen and others.
5. Discussion.
6. Address.
7. Adjournment.

ARTICLE XIV - INTERPRETATION

Throughout these bylaws, pronouns of the masculine gender shall include the feminine.

ARTICLE XV - 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 to each member at least ten days before such meeting.

ARTICLE XVI - INDEMNIFICATION

The Club shall defend against any suit or legal proceedings, pay the expenses and indemnify against judgment or loss any current or former Board member, officer, agent, or employee of the Club arising out of or in connection with activities on behalf of the Club, provided that such person is not guilty of bad faith, gross negligence, or willful misconduct in the performance of the duties of their position. This Article shall not be deemed to be exclusive of any other rights to which such person may be entitled under any bylaw, agreement, contract, vote of Board or members, or otherwise.