**Rotary Club of Seattle**

**Proposed Amendments to Bylaws**

**Overview**: On October 26, 2017, your Board of Directors approved amendments to the Club’s Bylaws as noted below. Language proposed for deletion is highlighted in yellow; ***proposed new language is bolded, underlined and in italics***. A vote to affirm or reject these amendments will be held at the Club’s lunch meeting on Wednesday, December 6, 2017 at the Westin Hotel. A complete copy of the current Bylaws is available for reference on the Club’s website in the member section, organization documents.

If you have any questions regarding these proposed amendments, please contact David Siebert at (206) 719-5543, or [c\_dsiebert@msn.com](mailto:c_dsiebert@msn.com).

* **Article I, Section 1.** “…Except for the chairperson, no officer may concurrently hold two (2) positions. Accordingly, the Governance Committee may nominate the President or Immediate Past President ***a current officer or director*** to also serve as chairperson, with said officer’s approval.”

Note: this section was inconsistent with Article III, Section 2, which states **“…** The chairperson shall be a current officer or director at the time of his/her nomination.**”** The intent of this amendment is to make consistent the two sections and provide for the broader nomination options.

* **Article III Duties of Officers**
  + **Section 3. President-elect.** Line 11. **“…** It shall be the responsibility of the president-elect to preside at meeting of the cluband the board of directors in the absence of the president and to perform…**”**

Note: it is the responsibility of the board chairperson to preside at meetings of the board of directors.

* + **Section 8. Treasurer**. Line 5. “… as directed by the president, ***board chairperson or board***. The treasurer …”
* **Article IV Meetings. Section 5.**
  + **Board meetings.** “Regular meetings of the board of directors shall be held with or without notice on dates set by the Directors, ***Board Chairperson*** or President. The board intends …”
  + **Special Board meetings** of the boardof directors shall be called by the president ***or board chairperson***, or upon …”
* **Article VII Committees;** 
  + **Section 1.**
    - **a).** Governance Committee**.** “…The Governance Committee shall be charged with the following tasks and responsibilities…

(iv). Conduct an annual review of officers, directors and committee chairs ***the board*** to assure that ***its*** each of their responsibilities are completed as prescribed by the Constitution, Bylaws and policies & procedures of the club.”

Note: the intent of this change is to provide for an annual assessment of the Board as a whole versus the current expectation of conducting individual assessments of each officer, at-large member and committee chair. Assessments of the committee chairs will be the responsibility of the respective vice president to which they report.

* + - **a).** Governance Committee. “…its chairperson shall be appointed by the President ***board chairperson***. **…”**
    - **b)**. Finance Committee. “or as needs dictate as directed by thePresident,***board chairperson*** and the Board**. … “**
    - **d).** Investment Committee**. “…** and shall meet as directed by thePresident ***or*** ***board chairperson***of the club.  **…”**
    - **e.** Audit Committee“… appointed each year by the president ***board chairperson***. The club treasurer …”

Note: The board adopted recommendations earlier this year submitted by the president and board chairperson designating that the board chair appoint all standing committee chairpersons, and the President appoint all chairpersons of service, program and membership-related committees. The intent of these amendments is to conform to the board’s direction.

* + **Section 3.** Line 9. **“…** the president-elect shall proceed to appoint chairpersons and, if appropriate, vice-chairpersons for all ***service, program and membership-related***committees. The president-elect shall set worth in writing **…”**
  + **Section 5.** Thechairperson of each ***membership, service or program-related*** committee shallreport regularly to the ***respective*** vice presidentfor membership, or the vice president for service ***or the vice president for programs***, as appropriate, concerning … The chairperson of the committee responsible for programs shall report directly to the president.”
  + **Section 6. “**In addition to the committees established each year, the board of directors or the president ***or the board chairperson*** may, at any time, appoint task forces or special committees …**”**
* **Article XIII. Office. “**The principal office of the club shall be at1215 Fourth Avenue, Suite 2015, ***1326 Fifth Avenue, Suite 342****,* Seattle, King County, Washington, or **…”**