

BYLAWS OF THE ROTARY CLUB OF SADDLEBROOKE

Amended and Restated Bylaws dated 1/25/2018

Article I Definitions

1. Board: The Board of Directors of this Club.
2. Club: The Rotary Club of SaddleBrooke.
3. Director: A Member of the Club's Board of Directors.
4. Honorary Member: A person, other than a Member, who is so designated by the Club, having limited specified privileges.
5. Member: A Member other than an Honorary Member of this Club.
6. Membership: All Members of the Club
7. Officer: A Member serving as president, vice president, president-elect, president-nominee, past president, secretary or treasurer
8. RI: Rotary International
9. SRCF: Saddlebrooke Rotary Club Foundation, Inc.

Article II Officers and Board of Directors

Section 1. Officers

The Officers of the Club shall include:

- **President**
- **Past President**
- **President-Elect**
- **President-Nominee**
- **Secretary**
- **Treasurer**
- **Sergeant at Arms (May or may not be a member of the Board as may be recommended by the president and approved by the Board.)**

- **And such Vice Presidents as may be recommended by the president and approved by the Board.**

Section 2 Directors

The number of Directors as well as the names of the individuals to serve as Directors shall be proposed each year by the president-elect and the nominating committee to the Board in accordance with the election process.

The Directors shall include:

- **President**
- **President Elect**
- **President-Nominee**
- **Immediate Past President**
- **Secretary**
- **Treasurer**
- **President of SRCF**
- **Other Club leaders as recommended by the President-elect.**

The Board of Directors of the Club may add Board members at any time during the year with the approval of the majority of the Board and approval of the Membership, after at least two weeks' notice.

The decision of the Board in all Club matters is final, subject only to an appeal to the Members.

Article III Election of Directors and Officers

Section 1. Election Process.

- (a) At a regular Club meeting, held a minimum of two weeks prior to the Club's Annual Meeting for election of Officers, the presiding Officer shall present the slate of candidates approved by the Board and ask for further nominations by Members of the Club. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an Officer during that year. On the first day of July immediately following that year, the president-elect shall assume office as president.
- (b) The nominating committee shall consist of the president, the president-elect, and the three (3) most recent past presidents of this Club. The immediate past president shall serve as the chairperson.
- (c) *Alternates.* Alternates to serve on the nominating committee when designated Members are unavailable for any meeting called by the chair shall be selected from the remaining past presidents in the reverse order of their terms of office. If the immediate past president is unable to serve as chairman, that position will be filled by the most recent past president available.
- (d) The nominating committee shall meet at least two weeks prior to the regular meeting at which the president calls for nominations for Officers and Directors of the Club. The Committee shall select one candidate for each of the following positions: president (nominee), secretary, treasurer, and sergeant at arms. The committee shall also nominate a candidate for each vice president position the president-elect shall recommend. Except under extraordinary circumstances, the person then previously elected, and then serving as president-elect shall become president on July 1. The president-elect shall determine the positions for any additional Directors that he/she believes will best serve the needs of the Club in the next Club year, and shall select one candidate for each position. No person selected by the nominating committee or the president-elect shall be so named until he/she has given his/her consent.

Section 2. Qualifications

In order to qualify for membership on the Board, the candidate should have been a Member of this Club for at least one year, and:

- a) The Officers and Directors, so elected, together with the immediate past president and the SRCF president shall constitute the Board.
- b) The number and members of the SRCF shall be appointed by majority vote of the Club Board.

Article IV Duties of Officers and Directors-at-Large

Section 1. *President.* It shall be the duty of the president to provide leadership for the Club. The president shall preside at meetings of the Club and the Board and shall perform other duties as ordinarily pertain to the office of president.

Section 2. *President-elect.* The president-elect shall preside at meetings of the Club and the Board in the president's absence. The president-elect shall also serve on the budget committee and be responsible for the preparation of an annual budget and leadership plan for the upcoming year. The president may prescribe other duties and/or change the duties described herein, with Board approval. The president elect shall prepare to assume the duties of president in the upcoming year.

Section 3. *President-nominee* The president-nominee shall be responsible for duties as assigned by the president.

Section 4. *Past President.* The immediate past president shall be responsible for duties as may be prescribed by the president and serve as chairman of the nominating committee and chairman of the annual bylaws review committee.

Section 5. *Secretary.* It shall be the duty of the secretary to keep Membership records, record attendance at meetings, and send out notices of Club and Board meetings. The secretary will post the minutes of all Board meetings on the Club's web page or other readily accessible location.

Section 6. *Treasurer.* It shall be the duty of the treasurer to have custody of all Club funds; to invest such funds as approved by the Board; to provide an accounting and budget updates to the Board monthly and the Membership at the quarterly Club assemblies, and on the Club website or a place readily accessible to the Members and at any other time upon demand by the Board; to serve as a Member of the budget committee; and to perform other duties as pertain to the office of treasurer. The treasurer shall have the financial records reviewed annually by a qualified person/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 *Sergeant-at-Arms.* The duties of the sergeant-at-arms shall be such as are usually prescribed for such office, and shall include the overall supervision and responsibility for setup and decorum of the weekly Club meetings.

Section 8. *President of SaddleBrooke Rotary Club Foundation Board.* The position of president of the SRCF is elected from its membership to chair the SRCF, after approval by the Club Board. He/she shall serve on the Club's Board of Directors. He/she shall provide regular reports to the Club Board and on the Club's web page or other readily accessible location, and shall report to the Membership annually.

Section 9. *Duties of Directors.* Directors shall attend all Board and appropriate committee meetings, and functions, such as special events. Directors shall be informed about the Club's mission, services, policies, and programs, and assist the Board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.

Article V Meetings

Section 1. *Annual Club Meeting.* An annual meeting of this Club shall be held on a regularly scheduled meeting before December 31 in each year, at which time the election of Officers and Directors-at-large to serve for the ensuing Club year shall take place. Notice about the annual meeting shall be announced at two consecutive regular meetings prior to the annual meeting.

Section 2. *Regular Club Meetings.* The regular weekly meetings of this Club shall be held on Thursday at 12:00 noon. Two weeks' notice shall be given by the President of any change in the meeting date unless the change is the result of an emergency, in which case the President may implement the necessary change without notice. 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 by the Board of Directors of this Club, pursuant to Article 9, 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 fifty (50) 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. *A Quorum of the Membership.* One-third of the Membership shall constitute a quorum at the annual and regular meetings of this Club.

Section 4. *Meetings of the Board.* The Board of Directors shall meet at least once each month, at a time and location

determined by a majority of the Board and posted on the Club's web page or other readily accessible location. Special meetings of the Board shall be called by the president, whenever deemed necessary, or upon the request of two (2) Directors, with a reasonable prior notice unless waived.

The time and location of Board meetings shall be announced at the preceding Club meeting. Board meetings, except for executive sessions, are open to all interested Club Members.

Written minutes should be provided for all Board meetings and said minutes should be available to all Members within two weeks of the meeting.

Section 5. *A Quorum of the Board.* A majority of the Directors shall constitute a quorum of the Board.

Section 6. *Executive Sessions of the Board.* A quorum of the Board may meet in executive session for considering litigation or administrative proceedings threatened or filed against the Club or considering initiating litigation or administrative proceedings on behalf of the Club; or for any other purpose within the Board's authority which would otherwise unlawfully invade a person's right to privacy if the subject matter were considered in an open meeting.

The Board may take no official action during an executive session, and no minutes will be kept of an executive session. If a matter considered in an executive session requires Board action, the Board will return from the executive session and take action for the record.

Article VI Fees and Dues

Section 1. A fee may be required for admission. Such fee shall be recommended by the Board to the Membership in accordance with Section 2 below.

Section 2. Membership dues shall be determined by a majority vote of the Membership based upon a recommendation of the Board, payable annually in total by July 1, or semi-annually, with half due on the first day of July and the balance due on the first day of the following January.

Section 3. The actual dollar amounts of fees and dues and estimated annual costs will be posted on the Club's web page.

Section 4. The Board may establish a reduction in dues in order to encourage multiple members of a family to become Members.

Article VII Method of Voting

Section 1. *Standard Method of Voting.* The business of this Club shall be transacted by voice vote of those present at the time of voting.

Section 2. *Electronic Voting by the Board.* Generally, the business of the Board shall be transacted by voice vote of those present at the time of voting. However, upon the determination by the president that voting by electronic means is appropriate, members of the Board may cast their vote electronically. A record of any action from an electronic vote shall be entered into the minutes of the Board.

Article VIII Five Avenues of Service

The avenues of service, adopted by Rotary International, are the philosophical and practical framework for the work of this Rotary Club. Currently, they are Club Service, Vocational Service, Community Service, International Service, and New Generations. This Club will endeavor to be active in each of the avenues of Service.

Article IX Committees

Section 1. *Appointment of committees.* Club committees are charged with carrying out the annual and long-range goals of the Club based on the avenues of service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. Except for nominating committee chairpersons are responsible for appointing committee members, with the approval of the president.

The Standing committees that should or may be appointed should be set forth in the Club's leadership plan, posted

on the Club web page, and assigned to one or more Board Members are:

Membership --This committee should develop and implement a comprehensive plan for the recruitment and retention of Members.

Communications Committee –This committee should develop and implement plans to provide the public with information about RI and to promote the Club's service projects and activities and maintain the Club's website.

Club Administration – This committee is responsible to advise and monitor Club operations.

Rotary Foundation – This committee should develop and implement plans to support the Rotary Foundation through both financial contributions and program participation

This Club shall also have the following committees:

Budget Committee-The Members shall include: chair, president-elect, treasurer, president of SRCF and others as appointed by the president. Duties shall be as described in Article XI.

Bylaws – This committee shall be responsible to review and recommend changes/amendments as believed necessary and as described in Article XV, Section 1. The chairperson of the bylaws committee shall be the immediate past president.

Community Service – This committee should develop and implement educational, and humanitarian projects that address the needs of the community.

New Generations – This committee will facilitate the positive change implemented by youth and young adults involved in leadership development activities, community and exchange programs that enrich and foster world peace and cultural understanding.

International Committee – This committee is responsible for seeking opportunities for international avenues of service.

Vocational Committee – This committee is responsible for recognizing the importance of vocations in the community

Family of Rotary -- This committee should attempt to assure that no Member of our Club is ever without the moral and spiritual support they need.

Such additional ad hoc committees as may be appointed by the president or by the Board.

Section 2. Procedures for committees.

- (a) The president shall be an ex officio Member of all committees and, as such, shall have all the privileges of Membership therein.
- (b) Each committee shall transact the business as is designated to it in these bylaws and such additional business as may be referred to it by the president or the Board.
- (c) Each chair shall be responsible for holding regular meetings and for the activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board and the Membership on the Club's web page on all on that committee's activities.
- (d) Each chair shall assure the time and place of its meetings are made known to its members.
- (e) All committee meetings are open to all Club Members

Section 3. Further Duties

The Club president may request committees to assume additional duties as necessary.

Article X 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. If granted a leave of absence, a member nevertheless remains responsible for his/her membership dues and other annual charges as the Board, in its sole discretion, shall determine.

If the Board grants a Member a leave of absence, such leave of absence does operate to prevent a forfeiture of Membership; it does not operate to give the Club credit for the Member's attendance.

Article XI Finances

Section 1. By the 30th day of April in the year prior to taking office, the president-elect and the budget committee shall be responsible for preparation of a budget of estimated income and expenditures for the upcoming fiscal year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board.

Section 2. The treasurer shall deposit all Club funds in a bank or other financial institution(s) named by the Board.

Section 3. All bills shall be paid by the treasurer, or by other authorized officer only when approved by one other Officer or Director.

Section 4. A thorough review of all financial transactions shall be made by a qualified person once each year and reported to the Board and the Membership.

Section 5. The budget committee, in consultation with the Board, shall prepare and forward to the Membership and SRCF's board of directors a recommended list of projected services and charities to be funded in the following year.

Article XII Method of Electing Members

Section 1. The name of a prospective Member can be proposed by any active Member to the Membership committee. The Member making the proposal shall become the sponsor.

Section 2. The sponsor will introduce the candidate to the Membership at three meetings, post his/her picture(**optional**) with brief bio on the Club's website and provide for an orientation, and discuss areas of interest. The membership committee will then announce to the Membership that the candidate's application and bio will be presented to the Board for approval.

Article XII Friends of Rotary (Amigos)

The Board may establish a friends of Rotary club. If such a club is established, all members of said club shall agree and affirm that they are not members of the Club or RI. The purpose of a friends of Rotary club shall be to support the fundraising, fellowship, and service efforts of the Club. The Board shall determine membership fee amounts and frequency.

Article XIV 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 XV Amendments

Section 1. Bylaws Committee. The president shall appoint a bylaws committee chaired by the past president. The bylaws committee shall review all proposed amendments to the bylaws and make recommendations to the Board on such amendments. In considering amendments to the bylaws, the bylaws committee shall determine whether the proposed amendments are consistent with existing bylaws and/or other Club or RI documents and policies and if so, whether the proposed amendments are necessary and will serve the best interests of the Club. If the bylaws committee decides that a proposed amendment is desirable, but can be made by a means other than by amending the bylaws, then the committee shall make a recommendation accordingly.

Section 2. Process for Amending These Bylaws. These bylaws may be amended at any regular meeting, a quorum of the Membership being present, by a two-thirds vote of all Members present, provided that the proposed

amendment(s) have been reviewed and considered by the bylaws committee, which shall have made its recommendation on such amendment(s) to the Board, and that the Board has reviewed and approved the recommendations of the bylaws committee. Further, notice of such proposed amendment(s), shall have been provided to each Member at least seven (7) 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.

Section 3. Review of Bylaws

The bylaws committee shall review the bylaws annually, or more or less frequently as necessary. Proposed changes to the bylaws shall be recommended to the Board, and upon Board approval, submitted to the Members for approval.

Article XVI Club Policy and Procedure Manual

The Board shall be responsible for the creation, maintenance and adherence to the Saddlebrook Rotary Club Policy and Procedure Manual. All procedures contained herein shall be in harmony with the Club bylaws, constitution and not inconsistent with the constitution and bylaws of RI.

The Policy and Procedures manual is intended to provide instructions and directions for the day-to-day operation of the Club, acting as a practical guide to inform Members and committees of their duties and responsibilities. All Members and committees are expected to be familiar with and conform to these procedures and the bylaws of the Club.

Revisions to the policy and procedures manual can be made by a majority vote by the Board and published subsequently and annually to the Membership.